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自然美

NATURAL BEAUTY

**Natural Beauty Bio-Technology Limited**

**自然美生物科技有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 00157)**

## **CLARIFICATION ANNOUNCEMENT**

Reference is made to the announcement of Natural Beauty Bio-Technology Limited (the “**Company**”) dated 10 March 2023 and the circular of the Company dated 12 April 2023 in respect of the proposed amendments to the memorandum and articles of association of the Company. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the aforesaid announcement and circular.

The Company would like to make the following clarification to the information disclosed in respect of the proposed amendments in the said announcement and circular as follows:

- a. The proposed amendment to Article 74(a) “Notice of meetings” shall be as follows:

<p>An annual general meeting (whether for the passing of a special resolution and/or an ordinary resolution) shall be called by not less than 20 business days’ notice or 21 days’ notice (whichever is longer) in writing at the least, and any extraordinary general meeting called for the passing of a special resolution shall be called by 21 days’ notice in writing at the least and any other extraordinary general meeting shall be called by not less than 10 business days’ notice or 14 days’ notice (whichever is longer) in writing at the least. Subject to the requirements of the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 76) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>	<p>An annual general meeting (whether for the passing of a special resolution and/or an ordinary resolution) shall be called by <u>at least</u> <del>not less than 20 business days’ notice or</del> 21 days’ notice (whichever is longer) in writing at the least, and any <del>extraordinary general meeting called for the passing of a special resolution shall be called by</del> 21 days’ notice in writing at the least and any other extraordinary general meeting shall be called by <del>not less than 10 business days’ notice or</del> <u>at least</u> 14 days’ notice (whichever is longer) in writing at the least. Subject to the requirements of the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 76) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given <b><u>to the Auditors (if any)</u></b> and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>
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- b. The proposed amendment to Article 137 “Custody and use of seal” shall be as follows:

The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. The securities seal which shall be a facsimile of the common seal with the word “Securities” engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. The Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed to certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to that instrument with the authority of the Directors previously given.

The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be **signed by 2 Directors, one Director and the Secretary, or by some other persons(s) (including a Director and/or the Secretary) appointed by the Board for the purpose.** The securities seal which shall be a facsimile of the common seal with the word “Securities” engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. The Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed to and/or printed onto certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to that instrument with the authority of the Directors previously given.

- c. The proposed amendment to Article 181 “Financial year” shall be as follows:

The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.	The financial year <del>end</del> of the Company shall be <b>December 31</b> in each calendar <del>or as otherwise determined</del> <u>prescribed</u> by the Board <del>and may, from time to time, be changed by it.</del>
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By order of the Board  
**Natural Beauty Bio-Technology Limited**  
**LEI Chien**  
*Chairperson*

Hong Kong, 13 April 2023

*As at the date of this announcement, the Board comprises Dr. Lei Chien and Mr. Lin Chia-Wei as executive directors; Ms. Lu Yu-Min, Ms. Lin Shu-Hua and Mr. Chen Shou-Huang as non-executive directors; and Mr. Chen Ruey-Long, Mr. Lin Tsalm-Hsiang and Mr. Yang Shih-Chien as independent non-executive directors.*