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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Essex Bio-Technology Limited (“Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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ESSEX BIO-TECHNOLOGY LIMITED

億勝生物科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1061)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, AMENDMENTS TO ARTICLES OF ASSOCIATION, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Monday, 7 May 2012 at 2:00 p.m. is set out on pages 15 to 23 of this circular.

A form of proxy for the annual general meeting is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjournment thereof to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

30 March 2012

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong, on Monday, 7 May 2012 at 2:00 p.m.
“AGM Notice”	the notice convening the AGM set out on pages 15 to 23 of this circular
“Articles”	the existing articles of association of the Company
“Articles Amendments”	the proposed amendments to the Articles as set out in the AGM Notice and as described in this circular
“associates”	has the meaning as defined in the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Essex Bio-Technology Limited (億勝生物科技有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	as defined in paragraph 4 of the “Letter from the Board” contained in this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	as defined in paragraph 4 of the “Letter from the Board” contained in this circular

DEFINITIONS

“Latest Practicable Date”	27 March 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the existing memorandum of association of the Company
“Repurchase Mandate”	as defined in paragraph 4 of the “Letter from the Board” contained in this circular
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



ESSEX BIO-TECHNOLOGY LIMITED

億勝生物科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1061)

Executive Directors:

Mr. Ngiam Mia Je Patrick (*Chairman*)

Mr. Fang Haizhou

Mr. Zhong Sheng

Independent non-executive Directors:

Mr. Fung Chi Ying

Mr. Mauffrey Benoit Jean Marie

Ms. Yeow Mee Mooi

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room 2818

China Merchants Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

30 March 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AMENDMENTS TO ARTICLES OF ASSOCIATION,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM relating to, among other matters, the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the Articles Amendments.

LETTER FROM THE BOARD

2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS

The annual report 2011 incorporating the audited consolidated financial statements of the Company and the reports of the Directors and the auditors for the year ended 31 December 2011 will be sent together with this circular to the Shareholders on the same date. The audited consolidated financial statements of the Company have been reviewed by the audit committee of the Company.

3. DECLARATION OF FINAL DIVIDEND

The Board has recommended a final dividend of HK1.20 cents per Share for the year 2011 in cash and such final dividend will be payable on Monday, 28 May 2012.

The register of members of the Company will be closed from Monday, 14 May 2012 to Wednesday, 16 May 2012, both days inclusive, for ascertaining shareholders' entitlement to the proposed final dividend. During this period, no transfer of Shares will be registered. In order to qualify for the proposed final dividend to be approved at the AGM, all transfers of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with thereof to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 11 May 2012.

4. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to approve the granting to the Directors of a general and unconditional mandate to allot, issue or deal with shares of the Company up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution ("**Issue Mandate**"). As at the Latest Practicable Date, a total of 556,750,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 111,350,000 Shares.

At the AGM, an ordinary resolution will also be proposed to approve the granting to the Directors of a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed, shares of the Company up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing such resolution ("**Repurchase Mandate**"). As at the Latest Practicable Date, a total of 556,750,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 55,675,000 Shares.

LETTER FROM THE BOARD

In addition, an ordinary resolution will be proposed at the AGM that any shares of the Company repurchased under the Repurchase Mandate (up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the grant of the Repurchase Mandate) will be added to the total number of shares of the Company which may be allotted and issued under the Issue Mandate (“**Extension Mandate**”).

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the end of the period within which the Company is required by the Companies Law or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in general meeting prior to the next annual general meeting of the Company. The Directors wish to state that they have no immediate plan to issue any Shares pursuant to the Issue Mandate.

Under the Listing Rules, the Company is required to give to all Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

5. RE-ELECTION OF DIRECTORS

In accordance with Article 87(1) of the Articles, each of Mr. Fang Haizhou and Mr. Zhong Sheng, both being executive Directors, will retire as Director by rotation and, being eligible, offers himself for re-election as Director at the AGM. Particulars of Mr. Fang Haizhou and Mr. Zhong Sheng are set out in Appendix II to this circular.

6. RE-APPOINTMENT OF AUDITORS

The Board (which agreed with the view of the audit committee of the Company) recommended that, subject to the approval of the Shareholders at the AGM, BDO Limited be re-appointed as the auditors of the Company for the year 2012.

7. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Stock Exchange has recently amended the Listing Rules relating to, among other things, the constitutional documents of listed issuers. Some of the amendments to the Listing Rules have come into effect on 1 January 2012 and the other amendments will come into effect on 1 April 2012. Accordingly, the Directors propose to seek the approval of the Shareholders by way of special resolutions at the AGM for the amendments to the Articles and the adoption of the form of the amended and restated articles of association which consolidates the Articles Amendments and all previous amendments made to the Articles pursuant to resolutions passed by the Shareholders at general meetings, so as to bring the Articles in line with current and upcoming amendments made to the Listing Rules.

LETTER FROM THE BOARD

The effects of the Articles Amendments are summarised as follows:

- (a) all resolutions at general meetings of the Company shall be decided by poll other than any resolution which relates purely to a procedural or administrative matter as the chairman of the meeting may in good faith allow it to be voted on by a show of hands; and
- (b) subject to certain exceptions, a Director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting, and the exception that a Director may vote on such board resolution and be counted in the quorum provided that he and/or any of his associates are not beneficially interested in 5% or more of the issued shares or voting rights in the party with which the Company proposes to enter into a contract, arrangement or proposal shall be removed.

Details of the Articles Amendments are set out in the AGM Notice.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Articles Amendments comply with the requirements of the Listing Rules and do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Articles Amendments for a company incorporated in the Cayman Islands whose shares are listed on the Stock Exchange.

Shareholders are advised that the Articles are available only in English, and the Chinese translation of the Articles Amendments provided in the AGM Notice in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

8. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 15 to 23 of this circular. At the AGM, resolutions will be proposed to approve, among other matters, the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors, the declaration of the final dividend for the year 2011 and the Articles Amendments.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Wednesday, 2 May 2012 to Monday, 7 May 2012, both days inclusive, for ascertaining shareholders' right to attend and vote at the AGM to be held on Monday, 7 May 2012. During this period, no transfer of Shares will be registered. In order to be entitled to attend the AGM, all transfers of Shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 30 April 2012.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time for holding the AGM or any adjournment thereof to the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

9. RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors and the Articles Amendments are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

10. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
Essex Bio-Technology Limited
Ngiam Mia Je Patrick
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. THE LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 556,750,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 55,675,000 Shares.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's Memorandum and Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2011, being the date of its latest published audited financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 calendar months immediately preceding the Latest Practicable Date are as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
March 2011	0.80	0.63
April 2011	0.90	0.75
May 2011	0.89	0.76
June 2011	0.88	0.78
July 2011	0.88	0.76
August 2011	0.88	0.70
September 2011	0.73	0.55
October 2011	0.80	0.55
November 2011	0.78	0.70
December 2011	0.78	0.70
January 2012	0.78	0.70
February 2012	0.80	0.76
March 2012 (up to the Latest Practicable Date)	0.79	0.71

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by, the Directors, the following persons were interested in 5% or more of the then issued share capital of the Company:

Name	Number of shares held	Approximate percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Essex Holdings Limited	288,458,000	51.81%	57.57%
Ngiam Mia Je Patrick	297,374,667 <i>(Note 1)</i>	53.41%	59.35%
Ngiam Mia Kiat Benjamin	295,449,667 <i>(Notes 1 & 2)</i>	53.07%	58.96%
Lauw Hui Kian	297,374,667 <i>(Notes 1 & 3)</i>	53.41%	59.35%

Notes:

1.
 - (a) 2,250,000 Shares were registered directly in the name of Mr. Ngiam Mia Je Patrick.
 - (b) 288,458,000 Shares were held by Essex Holdings Limited (“**Essex Holdings**”), which was owned as to 50% by Mr. Ngiam Mia Je Patrick and as to 50% by Mr. Ngiam Mia Kiat Benjamin. Therefore, Mr. Ngiam Mia Je Patrick was deemed to be interested in these Shares as he was entitled to exercise or control the exercise of more than one-third of the voting power of Essex Holdings at general meetings.
 - (c) 6,666,667 Shares were held by Dynatech Ventures Pte Ltd (“**Dynatech**”), which was wholly owned by Essex Investment (Singapore) Pte Ltd (“**Essex Singapore**”). Since Essex Singapore was owned by Mr. Ngiam Mia Je Patrick and Mr. Ngiam Mia Kiat Benjamin in equal shares, Mr. Ngiam Mia Je Patrick was deemed to be interested in these Shares as he was entitled to exercise or control the exercise of more than one-third of the voting power of Dynatech at general meetings.
2.
 - (a) 325,000 Shares were registered directly in the name of Mr. Ngiam Mia Kiat Benjamin.
 - (b) 288,458,000 Shares were held by Essex Holdings.
 - (c) 6,666,667 Shares were held by Dynatech.
3. Ms. Lauw Hui Kian is the spouse of Mr. Ngiam Mia Je Patrick (an executive Director). For the purpose of Part XV of the SFO, Ms. Lauw Hui Kian was deemed to be interested in the 297,374,667 Shares in which Mr. Ngiam Mia Je Patrick was interested.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above substantial shareholders would be increased to approximately the respective percentages shown in the last column above (assuming that the number of Shares then held by each of such shareholders and the then number of total Shares then in issue remain the same), and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than the relevant prescribed minimum percentage of the Shares being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

8. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

PARTICULARS OF DIRECTORS FOR RE-ELECTION

The biographical details of the retiring Directors eligible for re-election at the AGM are set out below:

Mr. Fang Haizhou

Mr. Fang Haizhou, aged 46, is an executive Director, the managing Director and general manager of the Company. He is also a senior pharmaceutical engineer. He has a bachelor's degree in bio-chemical engineering from 華南工學院 (Southern China Institute) and a master's degree in engineering from 華南理工大學 (Southern China University of Technology). He has been with Zhuhai Essex Bio-Pharmaceutical Company Limited, a subsidiary of the Company, since June 1996. Mr. Fang has entered into a service agreement with the Company for a term of three years commencing from 27 June 2010 and expiring on 26 June 2013 unless terminated (without cause) by the Company giving not less than six months' prior written notice to Mr. Fang. Mr. Fang is not entitled to terminate his appointment at any time during the term unless with the written consent of the Company deliberated by the board of Directors. Under the service agreement, Mr. Fang is entitled to an annual remuneration of HK\$497,882 and a discretionary management bonus. Mr. Fang's emoluments, including the annual remuneration and discretionary management bonus, are determined with reference to his qualification and experience, responsibilities to be undertaken and the prevailing market level of remuneration of similar position. As at the Latest Practicable Date, Mr. Fang was personally interested in 4,738,300 Shares under Part XV of the SFO. Mr. Fang is a director of Essex Bio-Investment Limited, Essex Bio-Pharmacy Limited, Essex Medipharma (Zhuhai) Company Limited and Zhuhai Essex Bio-Pharmaceutical Company Limited, all being subsidiaries of the Company.

Mr. Zhong Sheng

Mr. Zhong Sheng, aged 47, is an executive Director and is responsible for the financial management and administration of the Company and its subsidiaries. He holds a master's degree in industrial economics from 廣東省社會科學院 (Guangdong Academy of Social Sciences). Mr. Zhong joined the Company and its subsidiaries in February 1999. Mr. Zhong has more than fifteen year experience in financial management and project management. Mr. Zhong has entered into a service agreement with the Company for a term of three years commencing from 27 June 2010 and expiring on 26 June 2013 unless terminated (without cause) by the Company giving not less than six months' prior written notice to Mr. Zhong. Mr. Zhong is not entitled to terminate his appointment at any time during the term unless with the written consent of the Company deliberated by the board of Directors. Under the service contract, Mr. Zhong is entitled to an annual remuneration of HK\$397,000

and a discretionary management bonus. Mr. Zhong's emoluments, including the annual remuneration and discretionary management bonus, are determined with reference to his qualification and experience, responsibilities to be undertaken and the prevailing market level of remuneration of similar position. As at the Latest Practicable Date, Mr. Zhong was personally interested in 2,869,150 Shares under Part XV of the SFO. Mr. Zhong is a director of Essex Bio-Investment Limited, Essex Bio-Pharmacy Limited and Zhuhai Essex Bio-Pharmaceutical Company Limited, all being subsidiaries of the Company. Mr. Zhong is also the compliance officer and an authorised representative of the Company. Mr. Zhong is a director of Essex Holdings Limited which has 51.81% interest in the share capital of the Company under Divisions 2 and 3 of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date and to the best knowledge and belief of the board of Directors, the Directors confirmed that:

- (a) each of Mr. Fang Haizhou and Mr. Zhong Sheng is not connected with any Director, senior management, substantial shareholder or controlling shareholder of the Company;
- (b) each of Mr. Fang Haizhou and Mr. Zhong Sheng has no interests in the shares which are required to be disclosed under Part XV of the SFO;
- (c) each of Mr. Fang Haizhou and Mr. Zhong Sheng does not hold any position in the Company or any member of the Group; and
- (d) each of Mr. Fang Haizhou and Mr. Zhong Sheng does not hold any directorship in listed public companies in the last three years.

GENERAL

Save as disclosed herein, the Board is not aware of any other matters which need to be brought to the attention of the Shareholders in relation to the above Directors and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



ESSEX BIO-TECHNOLOGY LIMITED

億勝生物科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1061)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Essex Bio-Technology Limited (“**Company**”) will be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Monday, 7 May 2012 at 2:00 p.m. for the purpose of transacting the following business:

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2011;
2. each as a separate resolution, to re-elect the retiring directors (namely, Mr. Fang Haizhou and Mr. Zhong Sheng) and to authorise the board of directors to fix the remuneration of the directors;
3. to re-appoint BDO Limited as the auditors of the Company and to authorise the board of directors to fix their remuneration;
4. to consider and declare a final dividend of HK1.20 cents per share for the year ended 31 December 2011;

NOTICE OF ANNUAL GENERAL MEETING

and, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions (with or without modifications):

5. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue or otherwise deal with unissued shares in the capital of the Company and to make or grant offers, agreements, options and other rights, including warrants to subscribe for shares of the Company and other securities, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) to make or grant offers, agreements, options and other rights which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) of this resolution);
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution); or (ii) the exercise of any options granted under all share option schemes of the Company (or similar arrangements) adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and

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(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company under the authority granted to the directors of the Company as referred to in resolution numbered 6 below,

and the authority pursuant to paragraphs (a) and (b) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the law of the Cayman Islands or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), or any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined in paragraph (c) of this resolution) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the law of the Cayman Islands or any other applicable laws to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

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7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the directors of the Company pursuant to resolution numbered 5 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 6 above, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

SPECIAL RESOLUTIONS

As special business, to consider and, if thought fit, pass the following resolutions as special resolutions (with or without modifications):

- 8A. “**THAT** the Articles be and are hereby amended by:
- (a) deleting the existing Article 66 in its entirety and replacing it with the following new Article 66:

“66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll unless the rules of any Designated Stock Exchange allow or require a resolution to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.

”

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- (2) Where a show of hands is allowed or required, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
 - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one tenth of the total voting rights of all Members having the right to vote at the meeting; or
 - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.”;

- (b) deleting the existing Article 67 in its entirety and replacing it with the following new Article 67:

“67. On a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.”;

NOTICE OF ANNUAL GENERAL MEETING

- (c) deleting the word “The” in the first line of Article 68 and replacing it with the words “On a poll, the”;
- (d) adding the words “or on a show of hands,” immediately following the words “On a poll” in the first line of Article 71;
- (e) adding the words “whether on a show of hands or on a poll,” immediately following the words “In the case of an equality of votes,” in the third and fourth lines of Article 73;
- (f) adding the words “whether on a show of hands or on a poll,” immediately following the words “managing their own affairs may vote,” in the third line of Article 75;
- (g) adding the words “including, where a show of hands is allowed, the right to vote individually on a show of hands” immediately following the words “held by the clearing house (or its nominee(s))” in the eighth line of Article 84(2); and
- (h) amending Article 103 as follows:
 - (i) adding the word “or” at the end of paragraph (iv) of Article 103(1);
 - (ii) deleting the existing paragraph (v) of Article 103(1) in its entirety and replacing it with “Deleted pursuant to the special resolution passed on 7 May 2012”;
 - (iii) deleting the existing Article 103(2) in its entirety and replacing it with “Deleted pursuant to the special resolution passed on 7 May 2012”; and
 - (iv) deleting the existing Article 103(3) in its entirety and replacing it with “Deleted pursuant to the special resolution passed on 7 May 2012”;

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8B. “**THAT** the amended and restated articles of association of the Company which consolidates all of the proposed amendments referred to in paragraph 8A above and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification, be and are hereby approved and adopted with immediate effect in substitution for and to the exclusion of the existing articles of association of the Company.”

For and on behalf of the Board of
Essex Bio-Technology Limited
Ngiam Mia Je Patrick
Chairman

Hong Kong, 30 March 2012

As at the date of this notice, the directors of the Company are as follows:

Executive Directors:

Mr. Ngiam Mia Je Patrick (*Chairman*)
Mr. Fang Haizhou
Mr. Zhong Sheng

Independent non-executive Directors:

Mr. Fung Chi Ying
Mr. Mauffrey Benoit Jean Marie
Ms. Yeow Mee Mooi

Head office and principal place of business:

Room 2818
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the offices of the branch share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration by not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof.
3. In relation to the proposed resolutions numbered 5 and 7 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The directors of the Company have no immediate plans to issue any new shares of the Company.
4. In relation to the proposed resolution numbered 6 above, the directors of the Company wish to state that they will exercise the powers conferred thereby to purchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. The directors of the Company have no immediate plans to repurchase any shares of the Company pursuant to the mandate to be granted under the proposed resolution number 6 above.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.