



# INNOMAXX BIOTECHNOLOGY GROUP LIMITED

創富生物科技集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00340)

## NOTICE OF THE SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the special general meeting of INNOMAXX Biotechnology Group Limited (the “**Company**”) will be held on Wednesday, 25 October 2006 at 3:00 p.m. at The Ballroom, B3, The Ritz Carlton Hong Kong, No. 3 Connaught Road, Central, Hong Kong for the purpose of considering and, if thought fit, passing each of the following resolutions as an ordinary resolution of the Company:

### ORDINARY RESOLUTIONS

1. **“THAT**, conditional upon the passing of the resolution numbered 2 as set out in the notice convening this meeting, the authorised share capital of the Company be and is hereby increased from HK\$400,000,000.00 to HK\$1,000,000,000.00 by the creation of 6,000,000,000 shares of HK\$0.10 each in the capital of the Company.”
2. **“THAT**
  - (a) the conditional agreement dated 12 July 2006 (the “**Formal Acquisition Agreement**”) entered into between, amongst others, AIM Elite Limited, Long Cheer Group Limited, Fit Plus Limited and See Good Group Limited (collectively the “**Vendors**”) and the Company in relation to the acquisition of 57% of the issued share capital of and outstanding debts due from Lead Sun Investments Limited to the Vendors (a copy of which has been produced to the meeting and marked “A” and initialed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
  - (b) the transfer of the entire issued share capital of INNOMAXX Property (B.V.I.) Limited to AIM Elite Limited by the Company as part payment of the consideration under the Formal Acquisition Agreement be and is hereby approved;
  - (c) the issue of the Consideration Shares (as defined in the circular of the Company dated 9 October 2006, a copy of which has been produced to the meeting and marked “B” and initialed by the Chairman of the meeting for the purpose of identification) on and subject to the terms of the Formal Acquisition Agreement as part payment of the consideration under the Formal Acquisition Agreement be and is hereby approved; and
  - (d) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Formal Acquisition Agreement and completion thereof.”
3. **“THAT**
  - (a) the conditional agreement dated 7 July 2006 (the “**Placing Agreement**”) entered into between the Company and Goldbond Securities Limited in relation to the placing of shares in the capital of the Company (a copy of which has been produced to the meeting and marked “C” and initialed by the Chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
  - (b) the issue of the Placing Shares and the Over-allotment Shares (both as defined in the circular of the Company dated 9 October 2006) on and subject to the terms of the Placing Agreement be and is hereby approved; and
  - (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Placing Agreement and completion thereof.”

By Order of the Board of  
**INNOMAXX Biotechnology Group Limited**  
**Olivia Yu**  
*Company Secretary*

Hong Kong, 9 October 2006

*Registered Office:*  
Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

\* For identification purpose only

*Notes:*

- (1) A member entitled to attend and vote at the above meeting may appoint a proxy to attend and, on a poll vote on his behalf and such proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed.
- (2) If you are not able to attend the meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.
- (3) In order to be valid, the form of proxy, together with any power of attorney or authority under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 46/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (4) Where there are joint holders of a share of the Company, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders are present at the 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, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
- (5) Resolutions numbered 1, 2 and 3 shall be voted by way of poll by the Independent Shareholders (as defined in the circular of the Company dated 9 October 2006).

*As at the date hereof, the Board of the Company comprises Mr. Cai Yuan and Mr. Luk Kin Peter Joseph as executive Directors and Dr. Tang Tin Sek, Mr. Lee Kwan Hung and Mr. Poon Chiu Kwok as independent non-executive Directors.*

*Please also refer to the published version of this announcement in  
The Standard and Hong Kong Economic Times.*