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## **BIO-DYNAMIC GROUP LIMITED**

## **生物動力集團有限公司**

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

**(Stock Code: 00039)**

### **REDESIGNATION OF DIRECTOR AND CHANGE OF DIRECTORS AND AUTHORISED REPRESENTATIVE**

The Board announces that (i) Mr. Peter Lo will be redesignated from executive director to non-executive director of the Company, (ii) Mr. David Lee Sun, Mr. Derek Emory Ting-Lap Yeung and Mr. Sam Zuchowski will resign as executive director, non-executive director and independent executive director of the Company, respectively, (iii) Mr. Kong Hor Fai and Mr. Li Xiaofeng will be appointed as non-executive director and independent non-executive director of the Company, respectively, and (iv) Mr. Chan Kwong Leung, Eric will be appointed as authorised representative of the Company, all with effect from 1 December 2012.

#### **REDESIGNATION OF DIRECTOR**

The board of directors (the “Board”) of Bio-Dynamic Group Limited (the “Company”) announces that Mr. Peter Lo will be redesignated from executive director to non-executive director of the Company and appointed as the Chairman of the Nomination Committee of the Board with effect from 1 December 2012. Mr. Lo will remain as the Chairman of the Company and a member of the Remuneration Committee of the Board. Details regarding Mr. Lo are set out below.

**Mr. Peter Lo**, aged 56, was appointed an executive director and the chairman of the Company in May 2005. He is a director of certain subsidiaries of the Company. Mr. Lo is currently a director of China Enterprise Capital Limited. He is also an executive director and the chairman of China Outfitters Holdings Limited, an independent non-executive director of Ajisen (China) Holdings Limited and Uni-President China Holdings Ltd., companies currently listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). He was the chief executive officer and executive director of Harbin Brewery Group Limited, a company formerly listed on the Main Board of the Stock Exchange, from 1998 to 2004. He held senior management positions in the Hong Kong offices of several international companies and has more than 20 years’ experience in doing business in the PRC. Mr. Lo received a Bachelor of Science (Economics) Degree in Mathematical Economics and Econometrics from the London School of Economics and Political Science in 1982. He received the “Directors of the Year 2004” award from The Hong Kong Institute of Directors. Save as disclosed above, Mr. Lo did not hold any directorship in any listed public companies in the last three years.

Mr. Lo does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). As at the date of this announcement, Mr. Lo has a personal interest of 6,480,000 shares of the Company and holds 3,680,000 options granted by the Company under the share option scheme of the Company. Save as disclosed above, Mr. Lo has no interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Lo will enter into a letter of appointment with the Company for a term of 3 years commencing from 1 December 2012. Such appointment is subject to renewal and retirement by rotation and re-election pursuant to the articles of association of the Company.

Mr. Lo will be entitled to an annual emolument of HK\$100,000 as non-executive director of the Company which is determined by the Board by reference to his duties and responsibilities with the Company, the Company's remuneration policy and the Remuneration Committee's recommendation.

There is no information to be disclosed pursuant to the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of the redesignation of Mr. Lo as non-executive director of the Company.

The Board wishes to express its gratitude to Mr. Lo for his invaluable contribution to the Company during the tenure of his office as executive director.

## **RESIGNATION OF DIRECTORS**

The Board announces that Mr. David Lee Sun will resign as executive director and authorised representative of the Company and Mr. Derek Emory Ting-Lap Yeung will resign as non-executive director of the Company, with effect from 1 December 2012, due to their other business commitments. Both Mr. Sun and Mr. Yeung have confirmed that they have no disagreement with the Board and there are no matters relating to their resignation that need to be brought to the attention of the shareholders of the Company.

The Board also announces that Mr. Sam Zuchowski will resign as independent non-executive director of the Company and will cease to be the Chairman of the Remuneration and Nomination Committee of the Board, and a member of the Audit Committee of the Board with effect from 1 December 2012 due to other business engagements which require more of his dedication. Mr. Zuchowski has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its appreciation to Mr. Sun, Mr. Yeung and Mr. Zuchowski for their contribution to the Company during their tenure.

## **APPOINTMENT OF DIRECTORS**

The Board announces that Mr. Kong Hor Fai will be appointed as non-executive director and Mr. Li Xiaofeng will be appointed as independent non-executive director of the Company and a member of the Audit Committee of the Board, with effect from 1 December 2012. Details regarding the new appointed directors are set out below.

**Mr. Kong Hor Fai**, aged 56. He is currently a director of Tin Yau Engineering Limited and Kwan Chiu Kee Engineering Company Limited. Mr. Kong is concurrently a committee member of Shenzhen Baoan District of Chinese People's Political Consultative Conference, the vice chairman of Federation of Hong Kong Shenzhen Associates Limited, the standing director of Hong Kong Buchong Residents Association, the vice chairman of Returned Overseas Chinese Federation of Shenzhen Baoan and executive vice president of Shenzhen Baoan Shajing Residents (Hong Kong) Association. Mr. Kong has over 30 years' experience in construction industry. Mr. Kong did not hold any directorship in any listed public companies in the last three years.

**Mr. Li Xiaofeng**, aged 35. He is currently a supervisor of the credit department of Shenzhen Rural Commercial Bank Shajing branch. Mr. Li has been engaged in financial services industry since 1998. Mr. Li graduated from Department of Finance of Jinan University. Mr. Li did not hold any directorship in any listed public companies in the last three years.

Each of Mr. Kong and Mr. Li does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the date of this announcement, both Mr. Kong and Mr. Li have no interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Each of Mr. Kong and Mr. Li will enter into a letter of appointment with the Company for a term of 3 years commencing from 1 December 2012. Such appointment is subject to renewal and retirement by rotation and re-election pursuant to the articles of association of the Company.

Each of Mr. Kong and Mr. Li will be entitled to an annual emolument of HK\$50,000 as non-executive director and independent non-executive director of the Company, respectively, which is determined by the Board by reference to their duties and responsibilities with the Company, the Company's remuneration policy and the Remuneration Committee's recommendation.

There is no information to be disclosed pursuant to the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of the directors' appointment.

The Board would like to take this opportunity to welcome Mr. Kong and Mr. Li to join the Company.

#### **CHANGE OF CHAIRMAN AND MEMBER OF BOARD COMMITTEES**

The Board announces that Dr. Loke Yu, an independent non-executive director of the Company, will be appointed as the Chairman of the Remuneration Committee of the Board and Mr. Zhang Yonggen, an independent non-executive director of the Company, will be appointed as a member of the Remuneration Committee and Nomination Committee of the Board, with effect from 1 December 2012.

#### **CHANGE OF AUTHORISED REPRESENTATIVE**

The Board announces that Mr. Chan Kwong Leung, Eric, the Company Secretary of the Company, will be appointed as authorised representative of the Company with effect from 1 December 2012.

By Order of the Board  
**BIO-DYNAMIC GROUP LIMITED**  
**Peter Lo**  
*Chairman*

Hong Kong, 30 November 2012

*As at the date hereof, the executive directors are Mr. Peter Lo, Mr. Han Dong, Mr. David Lee Sun, and Mr. Qu Shuncaï; the non-executive directors are Mr. Derek Emory Ting-Lap Yeung, Mr. Huang Qingxi and Mr. Chen Hua; and the independent non-executive directors are Mr. Sam Zuchowski, Dr. Loke Yu alias Loke Hoi Lam and Mr. Zhang Yonggen.*