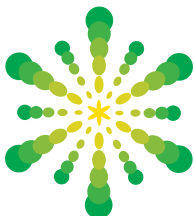


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**BIO-DYNAMIC GROUP LIMITED**  
**生物動力集團有限公司**

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

**(Stock Code: 039)**

**PROPOSED AMENDMENTS TO THE EXISTING  
ARTICLES OF ASSOCIATION**

The Board announces that a special resolution will be proposed at the forthcoming AGM to be convened to amend the existing Articles to bring them up to date and in line with certain recent changes to the Listing Rules.

A circular containing, among other matters, details of the proposed amendments to the Articles will be despatched to the shareholders of the Company as soon as practicable.

The board of directors (“**Board**”) of BIO-DYNAMIC GROUP LIMITED (the “**Company**”) proposes that amendments are to be made to the existing articles of association (the “**Articles**”) of the Company (the “**Proposed Amendments**”) to bring them up to date and in line with certain recent changes to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Proposed Amendments are subject to approval by the shareholders of the Company (the “**Shareholders**”) by way of a special resolution to be voted upon by way of poll at the forthcoming annual general meeting of the Company (the “**AGM**”) to be convened.

The Proposed Amendments are summarized below:

1. to update the relevant provisions of the Articles to reflect the new name of the Company “BIO-DYNAMIC GROUP LIMITED”, which was approved by the Shareholders by way of special resolution on 8 May 2008, and had taken effect on 8 May 2008;
2. to amend the provisions of the Articles relating to the authorised share capital of the Company, being HK\$100,000,000 divided into 1,000,000,000 shares of HK\$0.10 each, so as to conform with the memorandum of association of the Company;
3. to allow the Company to use the Company’s website and other electronic means to send or make available corporate communication (as defined in the Listing Rules) or notices to the Shareholders, subject to the compliance with the Listing Rules and applicable laws of the Company; and
4. consequential amendments to Article 2 in respect of defined terms.

A circular containing, among other matters, details of the Proposed Amendments will be despatched to the shareholders of the Company as soon as practicable.

By Order of the Board  
**Chan So Fong**  
*Company Secretary*

Hong Kong, 24 April 2009

*As at the date hereof, the executive directors are Mr. Peter Lo, Mr. Li Wentao, Mr. David Lee Sun, Mr. Zhao Difei, Mr. Li Jian Quan and Mr. Lu Gui Pin; the non-executive director is Mr. Derek Emory Ting-Lap Yeung; and the independent non-executive directors are Dr. Leung Kwan-Kwok, Mr. Sam Zuchowski and Dr. Loke Yu alias Loke Hoi Lam.*