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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)

VOLUNTARY ANNOUNCEMENT CHANGES IN SHAREHOLDING STRUCTURE

The Board was notified on 14 June 2012 that CEC has on the same day indirectly transferred for cash consideration an aggregate of 160,000,000 Shares, representing approximately 13.44% of the issued share capital of the Company, to ATE through (i) the transfer by CECFB (a wholly-owned subsidiary of CEC) of the entire issued share capital of CFB, which in turn holds 69,572,263 Shares, to ATE and (ii) the transfer by CEC Agricapital (an indirect wholly-owned subsidiary of CEC) of 90,427,737 Shares to ATE. Subsequent to the Transfer, CEC remains indirectly interested in 233,532,263 Shares, representing approximately 19.61% of the issued share capital of the Company.

This announcement is made pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The board of directors (“**Board**”) of Bio-Dynamic Group Limited (the “**Company**”) was notified on 14 June 2012 that China Enterprise Capital Limited (“**CEC**”), the ultimate controlling shareholder of the Company, has on the same day indirectly transferred for cash consideration an aggregate of 160,000,000 shares of the Company (“**Shares**”), representing approximately 13.44% of the issued share capital of the Company, to Able Turbo Enterprises Limited (“**ATE**”) through (i) the transfer by CEC F&B Limited (“**CECFB**”) (a wholly-owned subsidiary of CEC) of the entire issued share capital of China Food and Beverage Group Limited (“**CFB**”), which in turn holds 69,572,263 Shares, to ATE and (ii) the transfer by CEC Agricapital Group Limited (“**CEC Agricapital**”) (an indirect wholly-owned subsidiary of CEC) of 90,427,737 Shares to ATE (the “**Transfer**”).

BACKGROUND OF ATE

ATE is an investment holding company incorporated in the British Virgin Islands. Mr. Han Dong (executive director of the Company), Mr. Huang Qingxi (non-executive director of the Company), a director of a subsidiary of the Company and a member of the management of a subsidiary of the Company hold in aggregate approximately 46% of the issued share capital of ATE. The remaining 54% of the issued share capital of ATE is held by independent third parties.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company before and after the Transfer:

Shareholders	Shareholding immediately before the Transfer		Shareholding immediately after the Transfer	
	Number of Shares	%	Number of Shares	%
OrienteLite Investments Limited ⁽¹⁾	195,000,000	16.38	195,000,000	16.38
CEC Agricapital ⁽¹⁾	128,960,000	10.83	38,532,263	3.24
CFB ⁽²⁾	69,572,263	5.84	69,572,263	5.84
ATE ⁽³⁾	–	–	90,427,737	7.59
Public shareholders	797,210,134	66.95	797,210,134	66.95
Total	<u>1,190,742,397</u>	<u>100.00</u>	<u>1,190,742,397</u>	<u>100.00</u>

Notes:

- (1) CEC owns 100% of the issued share capital of OrienteLite Investments Limited, which in turn owns 100% of the issued share capital of CEC Agricapital.
- (2) CEC owns 100% of the issued share capital of CECFB, which in turn owned 100% of the issued share capital of CFB before the Transfer. ATE owns 100% of the issued share capital of CFB after the Transfer.
- (3) Mr. Han Dong (executive director of the Company), Mr. Huang Qingxi (non-executive director of the Company), a director of a subsidiary of the Company and a member of the management of a subsidiary of the Company hold in aggregate approximately 46% of the issued share capital of ATE. The remaining 54% of the issued share capital of ATE is held by independent third parties.

Subsequent to the Transfer, CEC remains indirectly interested in 233,532,263 Shares, representing approximately 19.61% of the issued share capital of the Company.

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

Hong Kong, 14 June 2012

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