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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)**

**COMPLETION OF PLACING OF EXISTING SHARES  
AND  
SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



**First Shanghai Securities Limited**

The Board is pleased to announce that the Placing and the Subscription were completed on 9 December 2009 and 15 December 2009, respectively, in accordance with the terms and conditions of the Placing and Subscription Agreement. An aggregate of 36,000,000 Placing Shares have been successfully placed to not less than six institutional, corporate and/or individual investors who are third parties independent of the Company and connected persons (within the meaning of the Listing Rules) of the Company, at the Placing Price of HK\$0.43 per Placing Share and an aggregate of 36,000,000 Subscription Shares have been issued and allotted by the Company to the Vendor at the Subscription Price of HK\$0.43 per Subscription Share.

Reference is made to the announcement of the Company dated 2 December 2009 (the“**Announcement**”) in relation to, among other things, the Placing and the Subscription. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

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#### CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) before the Placing and Subscription, (ii) immediately after completion of the Placing and (iii) immediately after completion of the Placing and the Subscription:

Shareholder	Shareholding before		Shareholding immediately		Shareholding immediately	
	the Placing and Subscription		after completion of the Placing		after completion of the Placing	
	<i>Number of</i>		<i>Number of</i>		<i>Number of</i>	
	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>
Vendor	195,000,000	33.77	159,000,000	27.53	195,000,000	31.78
Parties acting in concert with the Vendor	<u>128,960,000</u>	<u>22.33</u>	<u>128,960,000</u>	<u>22.33</u>	<u>128,960,000</u>	<u>21.02</u>
Vendor and parties acting in concert with the Vendor	323,960,000	56.10	287,960,000	49.86	323,960,000	52.80
Public (excluding Placees)	253,547,000	43.90	253,547,000	43.90	253,547,000	41.33
Placees	<u>–</u>	<u>–</u>	<u>36,000,000</u>	<u>6.24</u>	<u>36,000,000</u>	<u>5.87</u>
Total	<u>577,507,000</u>	<u>100.00</u>	<u>577,507,000</u>	<u>100.00</u>	<u>613,507,000</u>	<u>100.00</u>

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

Hong Kong, 15 December 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.*