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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 3 MAY 2012
AND
RETIREMENT OF DIRECTORS**

The Board is pleased to announce that all resolutions proposed at the AGM were duly passed by the Shareholders by way of poll at the AGM held on 3 May 2012.

The Board further announces that Mr. Zhao Difei and Mr. Li Jian Quan, both being Executive Directors, retired from the Board at the conclusion of the AGM.

Reference is made to the circular (the “Circular”) of the Company dated 27 March 2012. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 3 MAY 2012

The Board is pleased to announce that all resolutions proposed at the AGM were duly passed by the Shareholders by way of poll at the AGM held on 3 May 2012. Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong, had acted as the scrutineer for vote-taking at the AGM. The results of the voting are as follows:

Ordinary Resolutions		Number of Shares (approximate % of votes cast)	
		For	Against
1	To receive and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 December 2011	663,746,263 (100%)	0 (0%)
2	To re-elect Mr. Lo Peter as Executive Director	663,746,263 (100%)	0 (0%)
3	To re-elect Mr. Zhao Difei as Executive Director (<i>Note</i>)	N/A	N/A
4	To re-elect Mr. Han Dong as Executive Director	663,746,263 (100%)	0 (0%)
5	To re-elect Mr. Zhang Yonggen as Independent Non-executive Director	663,746,263 (100%)	0 (0%)

6	To authorise the Board of Directors to fix the Directors' remuneration	663,746,263 (100%)	0 (0%)
7	To re-appoint Ernst & Young as Auditors and to authorise the Board of Directors to fix their remuneration	663,746,263 (100%)	0 (0%)
8	To grant a general mandate to the Directors to issue and allot new shares of the Company	660,074,263 (99.447%)	3,672,000 (0.553%)
9	To grant a general mandate to the Directors to repurchase shares of the Company	663,746,263 (100%)	0 (0%)
10	To extend the general mandate to the Directors to issue additional shares repurchased by the Company	660,074,263 (99.447%)	3,672,000 (0.553%)

Note: Subsequent to the date of the notice of AGM and the Circular, Mr. Zhao Difei notified the Company that he would not offer himself for re-election at this AGM. Hence, this resolution was withdrawn.

As at the date of the AGM, the total number of issued Shares was 1,190,742,397, which was the total number of Shares entitling the holders thereof to attend and vote for or against all resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM.

RETIREMENT OF DIRECTORS

The Board further announces that Mr. Zhao Difei and Mr. Li Jian Quan, both being Executive Directors, retired by rotation and did not offer themselves for re-election due to other business engagements which require more of their dedication and have retired from the Board at the conclusion of the AGM.

Mr. Zhao and Mr. Li have confirmed to the Board that they have no disagreement with the Board and there is no matter relating to their retirement from the Board that needs to be brought to the attention of the Shareholders.

The Board would like to express its appreciation to Mr. Zhao and Mr. Li for their contribution to the Company during their tenure.

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

Hong Kong, 3 May 2012

As at the date hereof, the executive directors are Mr. Peter Lo, Mr. Han Dong, Mr. David Lee Sun and Mr. Fu Hui; the non-executive director is Mr. Derek Emory Ting-Lap Yeung; and the independent non-executive directors are Mr. Sam Zuchowski, Dr. Loke Yu alias Loke Hoi Lam and Mr. Zhang Yonggen.