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## **B & B NATURAL PRODUCTS LIMITED**

**(蜂林天然產品有限公司)\***

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

(Stock Code: 8156)

### **ANNOUNCEMENT**

References are made to (i) the announcement of Aptus dated 24th December 2004 in relation to the notice of annual general meeting of Aptus held on 19th January 2005; and (ii) the circular of Aptus dated 24th December 2004 in relation to, among other things, the Refreshment.

Aptus, a subsidiary of the Company, proposed the Refreshment subject to, among other conditions, the approval of the Shareholders at the general meeting. To enable Aptus to grant further options to the eligible participants under the Existing Share Option Scheme and provide incentives or awards to the employees for their contributions to the Aptus Group and encourage them to perform their best in achieving the goals of the Aptus Group, the Board will convene the EGM and propose an ordinary resolution to approve the Refreshment at the EGM.

A circular giving details of the Refreshment and containing a notice of the EGM will be dispatched to the Shareholders in due course.

References are made to (i) the announcement of Aptus Holdings Limited (“**Aptus**”) dated 24th December 2004 in relation to the notice of annual general meeting of Aptus held on 19th January 2005; and (ii) the circular of Aptus dated 24th December 2004 in relation to, among other things, the refreshment (the “**Refreshment**”) of the 10% general limit on the grant of options under the share option scheme of Aptus adopted pursuant to an ordinary resolution passed by the shareholders of Aptus on 24th April 2002 (the “**Existing Share Option Scheme**”)

Aptus, a subsidiary of the Company, whose shares are listed on The Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited, proposed the Refreshment subject to (i) the shareholders of Aptus passing an ordinary resolution to approve the Refreshment at the annual general meeting of Aptus held on 19th January 2005; (ii) the GEM Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the shares of Aptus to be issued upon exercise of any options granted under the refreshed limit of the Existing Share Option Scheme; and (iii) the shareholders of the Company (the “**Shareholders**”) passing an ordinary resolution to approve the Refreshment at the general meeting.

The shareholders of Aptus passed an ordinary resolution to approve the Refreshment at the annual general meeting of Aptus held on 19th January 2005.

The purpose of the Existing Share Option Scheme is to provide incentives or awards to the eligible participants under the Existing Share Option Scheme, being, among others, the employees and the directors of Aptus and its subsidiaries (the “**Aptus Group**”) for their contributions to the Aptus Group and encourage them to perform their best in achieving the goals of the Aptus Group. The Refreshment will enable the board of directors of Aptus to grant further options to such employees and directors of the Aptus Group who have contributed or may contribute to the Aptus Group. In this regard, the board of directors of the Company (the “**Directors**” and the “**Board**”) will convene an extraordinary general meeting (the “**EGM**”) and propose an ordinary resolution to approve the Refreshment at the EGM.

A circular giving further details of the Refreshment and containing a notice of the EGM will be dispatched to the Shareholders in due course.

Made by the order of the Board, the Directors of which collectively and individually accept responsibility for the accuracy of this announcement.

By Order of the Board  
**B & B Natural Products Limited**  
**CHAN Ting**  
*Director*

Hong Kong, 31st January 2005

The Directors as at the date of this announcement are:

*Executive Directors:*

Madam Cheung Kwai Lan, Mr. Chan Tung Mei and Mr. Chan Ting

*Non-executive Director:*

Mr. Kyle Arnold Shaw Junior

*Independent Non-Executive Directors:*

Professor Peter Chin Wan Fung, Mr. Tian He Nian, Mr. Du Ying Min and Mr. Tsui Wing Tak

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable. This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting thereon.*

\* For identification purpose only