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自然美  
natural beauty

Natural Beauty Bio-Technology Limited  
自然美生物科技有限公司  
(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 00157)

## **REDESIGNATION OF NON-EXECUTIVE DIRECTORS**

### **CHANGES IN COMPOSITION OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE**

**AND**

### **FORMATION OF NOMINATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of Natural Beauty Bio-Technology Limited (the “**Company**”) is pleased to announce the following, all of which will take effect from 15 December 2011:

- the redesignation of Dr. Su Chien-Cheng and Dr. Su Sh-Hsyu, both currently non-executive Directors, as executive Directors
- the change in composition of the audit committee of the Company (the “**Audit Committee**”)
- the change in composition of the remuneration committee of the Company (the “**Remuneration Committee**”)
- the formation of nomination committee of the Company (the “**Nomination Committee**”)

## **REDESIGNATION OF DIRECTOR**

### **Dr. Su Chien-Cheng redesignated as an executive Director**

Dr. Su Chien-Cheng, a non-executive Director, will be redesignated as an executive Director with effect from 15 December 2011. Dr. Su Chien-Cheng, aged 40, is the son of Dr. Tsai Yen-Yu (an executive Director and the chairperson of the Company) and Mr. Lee Ming-Ta (an executive Director and the vice chairman of the Company), and the elder brother of Dr. Su Sh-Hsyu, who is a non-executive Director. Dr. Su Chien-Cheng graduated from the University of Westminster with a master degree in business administration and obtained his PhD in the Shanghai University of Finance and Economics in Shanghai, the PRC. He joined the Group in 1999 and had been a Director since 29 June 2001. He had been an executive Director since 28 October 2005 but was redesignated as a non-executive Director on 1 February 2010. He is also a director of certain subsidiaries of the Company.

The term of service under the existing director service contract between the Company and Dr. Su Chien-Cheng will expire on 31 December 2011. The Company will enter into a service contract with Dr. Su Chien-Cheng as an executive director for a term of three years, i.e. from 1 January 2012 to 31 December 2014, with an initial annual remuneration of HK\$1,250,000 (subject to an annual increment, at the discretion of the Board, of not more than 10 per cent. of the annual remuneration immediately prior to such increase) plus management bonus as may be recommended by the Remuneration Committee.

Dr. Su Chien-Cheng is a director and substantial shareholder of Next Focus Holdings Limited, which owns 50 per cent. of the equity interest in Starsign International Limited. Starsign International Limited in turn wholly-owns Standard Cosmos Limited, which directly and indirectly owns approximately 65.63 per cent. of the equity interest in the Company. Dr. Su Chien-Cheng is deemed to be a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

Save as disclosed above, (a) Dr. Su Chien-Cheng has not held any directorship in any public company listed in Hong Kong or overseas in the past three years; (b) he does not hold any other position with the Company or its subsidiaries and does not have any other relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; (c) he does not have any other interest in the securities of the Company within the meaning of Part XV of the SFO; (d) there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited Listing Rules; and (e) there are no other matters that need to be brought to the attention of the shareholders and the Company in connection with his redesignation.

#### **Dr. Su Sh-Hsyu redesignated as an executive Director**

Dr. Su Sh-Hsyu, a non-executive Director since 24 November 2009, will be redesignated as an executive Director with effect from 15 December 2011. Dr. Su Sh-Hsyu, aged 38, is the daughter of Dr. Tsai Yen-Yu (an executive Director and the chairperson of the Company) and Mr. Lee Ming-Ta (an executive Director and the vice chairman of the Company), and the younger sister of Dr. Su Chien-Cheng, who is a non-executive Director. Dr. Su Sh-Hsyu graduated from the London School of Economics with a Master of Science degree in industrial relations, personnel management and human resources management and obtained her PhD in international and comparative education from Columbia University in New York, United States. Dr. Su Sh-Hsyu had been actively engaged in the marketing and business development of the Company and its subsidiaries in Taiwan and China during the period from 2004 to 2009. She had been an executive Director since 21 September 2004 until she was redesignated as a non-executive Director on 24 November 2009. She is a director of certain subsidiaries of the Company.

By mutual agreement between the Company and Dr. Su Sh-Hsyu, the existing director service contract of Dr. Su Sh-Hsyu will be terminated on 31 December 2011. The Company will enter into a service contract with Dr. Su Sh-Hsyu as an executive Director for a term of three years, i.e. from 1 January 2012 to 31 December 2014, with an initial annual remuneration of HK\$1,250,000 (subject to an annual increment, at the discretion of the Board, of not more than 10 per cent. of the annual remuneration immediately prior to such increase) plus management bonus as may be recommended by the Remuneration Committee.

Dr. Su Sh-Hsyu is a director and substantial shareholder of Next Focus Holdings Limited, which owns 50 per cent. of the equity interest in Starsign International Limited. Starsign International Limited in turn wholly-owns Standard Cosmos Limited, which directly and indirectly owns approximately 65.63 per cent. of the equity interest in the Company. Dr. Su Sh-Hsyu is deemed to be a substantial shareholder of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, (a) Dr. Su Sh-Hsyu has not held any directorship in any public company listed in Hong Kong or overseas in the past three years; (b) she does not hold any other position with the Company or its subsidiaries and does not have any other relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; (c) she does not have any other interest in the securities of the Company within the meaning of Part XV of the SFO; (d) there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ; and (e) there are no other matters that need to be brought to the attention of the shareholders and the Company in connection with her redesignation.

## CHANGES IN THE COMPOSITION OF THE AUDIT COMMITTEE AND REMUNERATION COMMITTEE, AND FORMATION OF THE NOMINATION COMMITTEE

The Board approved, with effect from 15 December 2011, the following:

- (i) the cessation of Dr. Su Chien-Cheng as a member of the Audit Committee;
- (ii) the cessation of Dr. Su Sh-Hsyu and Mr. Gregory Michael Zeluck, and the appointment of Mr. Francis Goutenmacher and Mr. Yang Tze-Kaing, as the members of the Remuneration Committee; and
- (iii) the formation of the Nomination Committee and the appointment of Dr. Tsai Yen Yu, Mr. Patrick Thomas Siewert, Mr. Francis Goutenmacher, Ms. Su-Mei Thompson, Mr. Chen Ruey-Long and Mr. Yang Tze-Kaing as its members.

Upon the above becoming effective on 15 December 2011, the composition of the Audit Committee, the Remuneration Committee, the Nomination Committee, the executive committee of the Company as well as the vice chairmen of the Company will be as set out below:

Name of Director	Director Type	Audit Committee	Remuneration Committee	Executive Committee	Nomination Committee	Vice Chairmen
TSAI Yen-Yu	ED		Y	Y	Y	
LEE Ming-Ta	ED					Y
SU Chien-Cheng	ED					
SU Sh-Hsyu	ED			Y		
Patrick Thomas SIEWERT	NED		Y	Y	Y	Y
Gregory Michael ZELUCK	NED			Y		
FENG Janine Junyuan	NED					
NG Shieu Yeing Christina	NED	Y				
Francis GOUTENMACHER	INED	Y	Y	Y	Y	
Su-Mei THOMPSON	INED	Y	Y		Y	
CHEN Ruey-Long	INED	Y	Y		Y	
YANG Tze-Kaing	INED	Y	Y	Y	Y	

ED: Executive Director

NED: Non-Executive Director

INED: Independent Non-Executive Director

Save as disclosed above, the Board is not aware of any other matters which need to be brought to the attention of the shareholders of the Company relating to the redesignation of Directors, the changes in composition of the Audit Committee and Remuneration Committee, and the formation of the Nomination Committee.

By Order of the Board  
Natural Beauty Bio-Technology Limited

Hong Kong, 14 December 2011

*As at the date of this announcement, the Board comprises Dr. Tsai Yen-Yu and Mr. Lee Ming-Ta as executive Directors, Dr. Su Chien-Cheng, Dr. Su Sh-Hsyu, Mr. Patrick Thomas Siewert, Mr. Gregory Michael Zeluck, Ms. Janine Junyuan Feng and Ms. Christina Shieu-Yeing Ng as non-executive Directors and Mr. Francis Goutenmacher, Ms. Su-Mei Thompson, Mr. Chen Ruey-Long and Mr. Yang Tze-Kaing as independent non-executive Directors.*