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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)

GRANT OF OPTIONS

The Board announces that on 4 April 2014, the Company granted Options to the Subject Grantees pursuant to the Share Option Scheme to subscribe for up to an aggregate maximum of 34,536,239 Shares.

I. GRANT OF OPTIONS

This announcement is made pursuant to Rule 17.06A of the Listing Rules.

The Board announces that on 4 April 2014, the Company granted Options to the Subject Grantees pursuant to the Share Option Scheme to subscribe for up to an aggregate maximum of 34,536,239 Shares.

Details of the Options are set out below:

Date of grant:	4 April 2014 (the “ Date of Grant ”)
Subscription price of Options granted:	HK\$0.99 per Share
Total number of Shares which may be issued upon full exercise of the Options and the approximate percentage in the issued share capital of the Company:	34,536,239 Shares representing 1.725% of the issued share capital of the Company as at the date of this announcement
Closing price of the Shares on the Date of Grant:	HK\$0.42 per Share
Validity period of the Options:	Ten (10) years from the Date of Grant

Exercise period of the Options: All vested Options may be exercised by the Grantees prior to the expiry of Ten (10) years from the Date of Grant of the Options and at the earlier of:

- (a) the nine(9)-year anniversary of the Date of Grant of the Options; and
- (b) the occurrence of a change in control of the Company.

In the case that a change in control occurs prior to the vesting of all the Options, the Board shall have full discretions on the vesting and exercise of such unvested Options.

Vesting period of the Options: The Options will vest over Four (4) years commencing from the date falling on the publication of the audited financial results of the Group for the financial year 2015 at the rate of up to a maximum of 40% for the first year and up to a maximum of 20% for each of the following three years, subject to (i) the achievement of the performance targets for each financial year as determined by the Board at its sole discretion, and (ii) the relevant Grantee remaining as an Eligible Person at the time of each vesting of the Options.

Performance targets: The Board shall have full discretions on the vesting of the Options.

The Company's right to buy back the Options or the Option Shares: Upon the occurrence of a change in control of the Company, the Company may, in its absolute discretion, purchase any unexercised Options or any Option Shares at such time held by the Grantees and the Grantees shall sell to the Company such unexercised Options or Option Shares, at the following price:

- in the case of unexercised Options, the price offered by the offeror in the general offer minus the subscription price of the Options; and
- in the case of Option Shares, the price offered by the offeror in the general offer.

The Company shall comply with all the applicable laws when exercising such buy back right.

A total of 34,536,239 Options were granted to Ten (10) employees and senior management of the Group, details of which are set out below:

Subject Grantees	Position held with the Group	Number of Options granted
Total Ten (10) Subject Grantees	Employee and senior management of the Group	34,536,239

Total		<u>34,536,239</u>

None of the Subject Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective Associate(s).

II. DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the meanings set opposite to them below:

“Associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors or a duly authorised committee thereof;
“chief executive”	has the meaning ascribed to it under the Listing Rules;
“the Company”	Natural Beauty Bio-Technology Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“control”	the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a person, whether through the ownership of voting securities, by contract or otherwise, and includes (i) ownership directly or indirectly of more than 50% of the shares in issue or other equity interests of such person; (ii) possession directly or indirectly of more than 50% of the voting power of such person; or (iii) the power directly or indirectly to appoint a majority of the members of the board of directors or similar governing body of such person;
“Director(s)”	the director(s) of the Company;
“Eligible Person(s)”	any full-time employee of any member of the Group and the chief executive, any executive or non-executive director of any member of the Group at the time when an Option is granted to such person as determined by the Board at its absolute discretion;
“Grantee”	any Eligible Person who accepts an offer in accordance with the terms of the Share Option Scheme, or (where the context so permits) his/her personal representatives;
“Group”	the Company and its subsidiaries;

“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange;
“Option”	a right granted to subscribe for Shares pursuant to the Share Option Scheme;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Option Scheme”	the share option scheme of the Company adopted on 13 May 2011;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subject Grantees”	Ten (10) employees and senior management of the Group;
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“%”	per cent.

By order of the Board
Natural Beauty Bio-Technology Limited
Tsai Yen-Yu
Chairperson

Hong Kong, 4 April 2014

As at the date of this announcement, the Board comprises Dr. Tsai Yen-Yu, Mr. Lee Ming-Ta and Dr. Su Chien-Cheng as executive directors, Mr. Patrick Thomas Siewert, Ms. Janine Junyuan Feng, Ms. Christina Shieu-Yeung Ng, Mr. Poon Yee Man Alwin and Dr. Su Sh-Hsyu 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.