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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 2 December 2014, the Company granted Options to the Subject Grantees pursuant to the Share Option Scheme to subscribe for up to an aggregate maximum of 7,607,983 Shares.

I. GRANT OF OPTIONS

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

The Board announces that on 2 December 2014, the Company granted Options to the Subject Grantees pursuant to the Share Option Scheme to subscribe for up to an aggregate maximum of 7,607,983 Shares.

Details of the Options are set out below:

| | |
|---|---|
| Date of grant: | 2 December 2014 (the “ Date of Grant ”) |
| Exercise 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: | 7,607,983 Shares representing 0.380% 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\$0.75 per Share |
| Validity period of the Options: | Ten (10) years from the Date of Grant |

Exercise period of the Options:

A Grantee may exercise all vested Options (see “Vesting period of the Options” below) beginning from:

- (a) the ninth (9th) anniversary of the Date of Grant; and
- (b) the occurrence of a change in Control of the Company,

whichever is earlier, until the expiry of ten (10) years from the Date of Grant.

The Options shall only become exercisable after vesting.

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 2016 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.

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.

Performance targets:

The Board shall have full discretions on the performance targets for each financial year.

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 7,607,983 Options were granted to six (6) 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 six (6) Subject Grantees | Employee and senior management of the Group | 7,607,983 |
| Total | | <u>7,607,983</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 expressions shall have the following meanings:

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|-------------------|---|
| “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 |
| “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” | 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 |
| “Grantee(s)” | 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 |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “HK\$” | Hong Kong dollar(s), the lawful currency of Hong Kong |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Option(s)” | 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 |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subject Grantees” | six (6) employees and senior management of the Group |
| “substantial shareholder” | 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, 2 December 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. Christina Shieu-Yeing Ng, Mr. Poon Yee Man Alwin, Dr. Su Sh-Hsyu and Mr. Gregory Michael Zeluck 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.