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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)**

## **CONTINUING CONNECTED TRANSACTION**

### **RENEWAL OF CONSULTANCY SERVICES AGREEMENT**

The Board announces that on 2 December 2014, the Company and CA NB entered into the Renewed Consultancy Services Agreement, pursuant to which the Company agreed to retain CA NB for the provision of certain consultancy services.

As CA NB is a substantial shareholder of the Company which indirectly holds approximately 32.82% of the total issued share capital of the Company as at the date of this announcement, CA NB is a connected person of the Company and the provision of services by CA NB to the Company under the Renewed Consultancy Services Agreement constitutes a continuing connected transaction for the Company under Rule 14A.31 of the Listing Rules.

Since the relevant applicable percentage ratios (other than profits ratio) set out in Rule 14.07 of the Listing Rules calculated on annual basis by reference to the annual cap of the consultancy fee payable by the Company to CA NB under the Renewed Consultancy Services Agreement are greater than 0.1% but less than 5.0%, in accordance with Rule 14A.76(2) of the Listing Rules, the Renewed Consultancy Services Agreement is only subject to the announcement, annual reporting and annual review requirements set out in Rule 14A.35, Rule 14A.49 and Rules 14A.55 to 14A.57 of the Listing Rules and is exempt from the circular (including independent financial advice) and shareholders' approval requirements.

## **INTRODUCTION**

Reference is made to the announcement of the Company dated 14 December 2011 in relation to the Existing Consultancy Services Agreement, pursuant to which the Company agreed to retain CA NB for the provision of certain consultancy services for the period from 1 January 2012 to 31 December 2014. The Board announces that on 2 December 2014, the Company and CA NB entered into the Renewed Consultancy Services Agreement. The details of the Renewed Consultancy Services Agreement are set out below:

## THE PRINCIPAL TERMS OF THE RENEWED CONSULTANCY SERVICES AGREEMENT

Date	:	2 December 2014
Parties	:	The Company; and CA NB
Services	:	CA NB shall provide the Company with consultancy services in connection with its operation and management (the scope of services can be adjusted by the Parties from time to time subject to their mutual agreement in writing)
Term	:	A period of 36 calendar months commencing on 1 January 2015 and expiring on 31 December 2017, both dates inclusive
Consultancy fee	:	HK\$368,000 per calendar month, payable on or prior to the last working day of each calendar month

### **HISTORICAL AMOUNT AND ANNUAL CAP**

The annual cap of the consultancy fees payable by the Company under the Renewed Consultancy Services Agreement is as follows:

	<b>Year ending 31 December 2015</b>	<b>Year ending 31 December 2016</b>	<b>Year ending 31 December 2017</b>
	<i>HK\$</i>	<i>HK\$</i>	<i>HK\$</i>
<b>Total:</b>	4,416,000	4,416,000	4,416,000

In determining the above annual cap, the Directors have taken into consideration the historical transaction amount of services provided by CA NB to the Company under the Existing Consultancy Services Agreement.

### **IMPLICATIONS UNDER THE LISTING RULES**

As CA NB is a substantial shareholder of the Company which indirectly holds approximately 32.82% of the total issued share capital of the Company as at the date of this announcement, CA NB is a connected person of the Company and the provision of services by CA NB to the Company under the Renewed Consultancy Services Agreement constitutes a continuing connected transaction for the Company under Rule 14A.31 of the Listing Rules.

Since the relevant applicable percentage ratios (other than profits ratio) set out in Rule 14.07 of the Listing Rules calculated on annual basis by reference to the annual cap of the consultancy fee payable by the Company to CA NB under the Renewed Consultancy Services Agreement are greater than 0.1% but less than 5.0%, in accordance with Rule 14A.76(2) of the Listing Rules, the Renewed Consultancy Services Agreement is only subject to the announcement, annual reporting and annual review requirements set out in Rule 14A.35, Rule 14A.49 and Rules 14A.55 to 14A.57 of the Listing Rules and is exempt from the circular (including independent financial advice) and shareholders' approval requirements.

Each of Mr. Patrick Thomas Siewert, Ms. Ng Shieu-Yeing Christina, Mr. Poon Yee Man Alwin and Mr. Gregory Michael Zeluck, being non-executive Directors of the Company, is also a director of Carlyle which ultimately owns CA NB. As such, all the said non-executive Directors have abstained from participating in the Board approval of the Renewed Consultancy Services Agreement.

## **REASONS FOR THE TRANSACTION**

CA NB, the principal activities of which are investment holding and the provision of consultancy services, has experienced professionals in the field of operation and management of businesses. The Directors believe that CA NB's personnel can assist the Company in the following manners:

1. assisting the Company to review, prepare, draft and conduct business proposals and functions from time to time;
2. providing management staff or consultation, advice and solutions to operational, management and decision-making level or issues of the Company;
3. providing third party advisory search and supervisory services when needed as a result of the operational requirements of the Company; and
4. providing any other management and consultation services as requested by the Company from time to time.

As the consultancy fees payable by the Company under the Renewed Consultancy Services Agreement were determined after arm's length negotiations between the Parties having regard to (i) the services to be provided by CA NB under the Renewed Consultancy Services Agreement; (ii) the experience and expertise of the relevant personnel of CA NB; and (iii) the current market situation, the Directors (excluding the Directors who abstained from participating in the approval), including the independent non-executive Directors, believe that the terms of the Renewed Consultancy Services Agreement (including the consultancy fees payable thereunder) were entered into in the ordinary and usual course of business of the Company and are on normal commercial terms, and such terms are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

## **FUNDING OF CONSULTANCY FEES**

The consultancy fees payable under the Renewed Consultancy Services Agreement will be satisfied by the internal resources of the Group.

## **PRINCIPAL BUSINESS OF CA NB AND THE COMPANY**

### **CA NB**

CA NB is an exempted company incorporated in the Cayman Islands with limited liability on 30 September 2009. The principal activities of CA NB are investment holding and the provision of consultancy services. CA NB is ultimately owned by Carlyle Asia Partners III, L.P. (the "**Fund**"), a Cayman Islands limited liability partnership that was launched in 2007. The Fund is advised by investment advisory entities within Carlyle, including Carlyle Asia Investment Advisors Limited, an entity established in Hong Kong. Carlyle Asia Investment Advisors Limited has offices in Hong Kong, Mumbai, Seoul, Beijing, Shanghai, Singapore and Sydney. Carlyle Asia Investment Advisors Limited acts as the Asian investment advisor to various Asian focused investment funds managed by Carlyle, including the Fund and certain property and growth capital funds.

## **The Company**

The Company is listed on the Main Board of the Stock Exchange and is principally engaged in (a) manufacturing and selling of skin care, beauty and aromatherapeutic products and (b) provision of skin treatments, beauty and spa services and skin care consulting and beauty training.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors of the Company
“Carlyle”	The Carlyle Group, including Carlyle Asia Investment Advisors Limited, an entity established in Hong Kong. Carlyle Asia Investment Advisors Limited has offices in Hong Kong, Mumbai, Seoul, Beijing, Shanghai, Singapore and Sydney. Carlyle Asia Investment Advisors Limited acts as the Asian investment advisor to various Asian focused investment funds managed by The Carlyle Group
“CA NB”	CA NB Limited, a company incorporated in the Cayman Islands with limited liability
“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
“connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Consultancy Services Agreement”	the consultancy services agreement dated 14 December 2011 entered into between the Company and CA NB in relation to the provision of consultancy services by CA NB for the period from 1 January 2012 to 31 December 2014, both dates inclusive
“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
“Parties”	the parties to the Renewed Consultancy Services Agreement, which are the Company and CA NB

“Renewed Consultancy  
Services Agreement”

the consultancy services agreement dated 2 December 2014 entered into between the Company and CA NB for the provision of consultancy services by CA NB during the period from 1 January 2015 to 31 December 2017, both dates inclusive

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

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.*