

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement is not for distribution, directly or indirectly, in or into the United States. This joint announcement does not constitute or form a part of any offer to purchase, or the solicitation of an offer to sell, any securities in the United States or any other jurisdiction.



自然美
natural beauty

Next Focus Holdings Limited

(a company incorporated in the British Virgin Islands
with limited liability)

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)

JOINT ANNOUNCEMENT

**DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION TO
THE MANDATORY UNCONDITIONAL CASH OFFERS BY KARL THOMSON
SECURITIES COMPANY LIMITED ON BEHALF OF
NEXT FOCUS HOLDINGS LIMITED**

**TO ACQUIRE ALL THE ISSUED SHARES OF NATURAL BEAUTY
BIO-TECHNOLOGY LIMITED (OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY NEXT FOCUS HOLDINGS LIMITED AND
PARTIES ACTING IN CONCERT WITH NEXT FOCUS HOLDINGS LIMITED)
AND**

**FOR CANCELLATION OF ALL THE OUTSTANDING SHARE OPTIONS OF
NATURAL BEAUTY BIO-TECHNOLOGY LIMITED**

Financial adviser to Next Focus Holdings Limited



Independent Financial Adviser to the Independent Board Committee



SOMERLEY CAPITAL LIMITED

INTRODUCTION

References are made to (i) the announcement issued by Natural Beauty Bio-Technology Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) dated 31 August 2015 in relation to the suspension of trading of the Shares on the Stock Exchange from 9:00 a.m. on 31 August 2015, (ii) the announcement issued by the Company dated 9 September 2015 providing an update to the Shareholders and potential investors of the Company that an agreement with respect to the Acquisition was entered into on 4 September 2015 and subject to closing of the Acquisition taking place, an announcement would be published in accordance with the Listing Rules and the Takeovers Code by the Company as soon as practicable, (iii) the announcement issued by the Company dated 20 October 2015 providing a further update to the Shareholders and potential investors of the Company on the closing of the Acquisition, and (iv) the announcement jointly issued by the Company and the Offeror dated 23 October 2015 in relation to, amongst other things, (a) the mandatory unconditional cash offers to be made by Karl Thomson Securities on behalf of the Offeror to acquire all issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and for cancellation of all the outstanding Share Options (together, the “**Offers**”), and (b) the resumption of trading of the Shares on the Stock Exchange from 9:00 a.m. on 23 October 2015 (the “**Joint Announcement**”).

Unless stated otherwise, capitalised terms used herein shall have the same respective meanings as those defined in the Joint Announcement.

DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT

As stated in the Joint Announcement, it is the intention of the Company and the Offeror to combine the offer document and the offeree board circular in the Composite Document, and to jointly despatch the Composite Document to the Shareholders and the Optionholders in accordance with the requirements of the Takeovers Code.

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document, together with the relevant forms of acceptance and transfer for Shares or cancellation for Share Options in respect of the Offers, is required to be despatched to the Shareholders and the Optionholders within 21 days from the date of the Joint Announcement (namely, on or before 13 November 2015), unless consent is sought and obtained from the Executive to extend the deadline for the despatch of the Composite Document.

As additional time is required to finalise the information to be disclosed in the Composite Document, including but not limited to the results from the review of, amongst other things, the financial and trading position of the Group pursuant to Rule 10.11 of the Takeovers Code, an application has been made to the Executive for, and the Executive has indicated that it is minded to grant, a waiver from the strict compliance with the requirement under Rule 8.2 of the Takeovers Code and consent to extend the deadline for the despatch of the Composite Document to 30 November 2015.

Further announcement will be made when the Composite Document, together with the relevant forms of acceptance and transfer for Shares or cancellation for Share Options in respect of the Offers, is despatched.

By order of the board of
Next Focus Holdings Limited
Tsai Yen-Yu
Director

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

Hong Kong, 13 November 2015

As at the date of this joint announcement, the Board comprises Dr. Tsai Yen-Yu, Mr. Lee Ming-Ta and Dr. Su Chien-Cheng as executive directors; Mr. Patrick Thomas Siewert, Dr. Su Sh-Hsyu, Mr. Gregory Michael Zeluck, Ms. Gong Zhizhi and Mr. Chang Hsiuguo 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.

As at the date of this joint announcement, the board of directors of the Offeror comprises three directors, namely Dr. Tsai Yen-Yu, Dr. Su Chien-Cheng and Dr. Su Sh-Hsyu.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (in relation to the information relating the Group only) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (in relation to opinions expressed by the Directors only) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Group) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions (other than those expressed by the Directors) expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.