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*This joint announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Natural Beauty Bio-Technology Limited.*

**Far Eastern Silo & Shipping  
(Panama) S.A.**  
遠東倉儲航運(巴拿馬)股份有限公司  
*(Incorporated in the Republic of Panama  
with limited liability)*

**Insbro Holdings Limited**  
保經控股有限公司  
*(Incorporated in Hong Kong with limited  
liability)*

  
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)

## **JOINT ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 13.09 OF THE LISTING RULES, INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE**

This joint announcement is made by Natural Beauty Bio-Technology Limited (the “**Company**”), Far Eastern Silo & Shipping (Panama) S.A. (“**Purchaser A**”) and Insbro Holdings Limited (“**Purchaser B**”, together with Purchaser A, the “**Potential Purchasers**”) pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

### **THE MEMORANDUM OF UNDERSTANDING**

The board of directors of the Company (the “**Board**”) was informed by Efficient Market Investments Limited (“**Vendor A**”), Adventa Group Limited (“**Vendor B**”) (collectively, the “**Potential Vendors**”) and Dr. Tsai Yen-Yu (“**Dr. Tsai**”) that the Potential Vendors and Dr. Tsai entered into a non-legally binding memorandum of understanding on 30 July 2018 (the “**MOU**”) with the Potential Purchasers in relation to a potential sale of 1,021,071,476 issued shares of the Company (the “**Shares**”) held by the Potential Vendors, representing approximately 51% of the total issued Shares as at the date of this joint announcement for an intended total consideration of approximately HK\$918,964,328.40 (representing HK\$0.90 per Share) (the “**Possible Transaction**”).

Pursuant to the MOU, Dr. Tsai shall procure (i) Vendor A to sell, 600,630,280 Shares (representing approximately 30% of the total issued Shares as at the date of this joint announcement) to Purchaser A at an intended consideration of HK\$540,567,252; (ii) Vendor A and Vendor B to sell, 420,441,196 Shares in aggregate (representing approximately 21% of the total issued Shares as at the date of this joint announcement) to Purchaser B at an intended aggregate consideration of HK\$378,397,076.40. The parties to the MOU intend to negotiate in good faith to enter into a definitive document in relation to the Possible Transaction (the “**Sale and Purchase Agreement**”) on or before the later of 10 September 2018 or the third business day after Purchaser A having

obtained the approval from the relevant investment regulatory committee in Taiwan in relation to the investment amount payable by Purchaser A to Vendor A (the “**Relevant Date**”). Subject to the Sale and Purchase Agreement, the intended total consideration for the Possible Transaction will be HK\$918,964,328.40, that is, HK\$0.90 per Share subject to the sale and purchase.

The directors of Purchaser A confirm that, after consulting with its Taiwan legal advisers, pursuant to the applicable regulations and practice in Taiwan, Purchaser A must apply for a prior approval from the Investment Commission, Ministry of Economic Affairs (the “**IC**”) of Taiwan, for paying the consideration, and indicate the amount of the consideration in its application supported by a copy of a share purchase agreement with the amount of consideration. Where the share purchase agreement is not available, the IC would accept a memorandum of understanding which contains the amount of consideration. When Purchaser A enters into the MOU, even if it is non-legally binding, Purchaser A’s parent company, Eastern Media International Corporation (stock code: 2614) (“**EMIC**”), a company whose shares are listed on the Taiwan Stock Exchange (the “**TWSE**”), will be required by applicable regulations of the TWSE to publish an announcement on the TWSE disclosing the material contents of the MOU including the intended purchase price per Share. Given the announcement published or to be published by EMIC on the TWSE contains the intended purchase price per Share, the intended purchase price per Share is therefore also stated in this joint announcement for equal dissemination of information.

The MOU does not create any legally binding effect on the parties thereto in relation to the Possible Transaction but is legally binding on such terms relating to confidentiality, costs, governing law and other general provisions. If the Sale and Purchase Agreement is not entered into on or before the Relevant Date, the MOU shall be terminated and the parties thereto shall not have liabilities in relation to such termination.

As at the date of this joint announcement, the Company has 2,002,100,932 total Shares in issue. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this joint announcement.

As at the date of this joint announcement, the Potential Purchasers and parties acting in concert with them do not hold any Shares in the share capital or voting rights of the Company. The Possible Transaction, if materialised, will lead to a change in control of the Company and a mandatory general offer under the Takeovers Code for all the issued Shares (other than those already owned by or agreed to be acquired by the Potential Purchasers and parties acting in concert with them) (the “**General Offer**”). Accordingly, Purchaser B will make a General Offer following the completion of the Possible Transaction in compliance with the Takeovers Code.

As at the date of this joint announcement, Dr. Tsai, through Next Focus Holdings Limited (which indirectly owns the entire issued share capital of each of Vendor A and Vendor B), is interested in 1,466,386,559 Shares, representing approximately 73.24% of the total issued Shares. Vendor A directly and beneficially owns 838,530,000 Shares, representing approximately 41.88% of the total issued Shares. Vendor B directly and beneficially owns 236,580,000 Shares, representing approximately 11.82% of the total issued Shares. Next Focus Holdings Limited is 40% beneficially owned by Dr. Tsai, 30% beneficially owned by Dr. Su Chien-Cheng, and 30% beneficially owned by Dr. Su Sh-Hsyu. Upon completion of the Possible Transaction, if materialised, Next Focus Holdings Limited would be interested in 445,315,083 Shares, representing approximately 22.24% of the total issued Shares.

As at the date of this joint announcement, Purchaser A is a company incorporated in the Republic of Panama and is a wholly-owned subsidiary of EMIC.

Purchaser B is a Hong Kong incorporated company and is wholly-owned by Good Titanic Limited, a company incorporated in the British Virgin Islands (“**Good Titanic**”), which is in turn owned as to 100% by Mr. Chao Shih-Heng (“**Mr. Chao**”). Mr. Chao is the sole director of each of Purchaser B and Good Titanic. Mr. Chao is also a shareholder of approximately 0.07% and a director of, Eastern Home Shopping & Leisure Company Limited, which is directly or indirectly owned as to 25.87% shareholding by EMIC. Neither Mr. Chao, Good Titanic nor Purchaser B owns any shares in EMIC. There is no shareholder who is entitled to exercise control (as defined in the Takeovers Code) of EMIC as at the date of this joint announcement.

To the best of the knowledge, information and belief of the directors of the Company, the Potential Purchasers and their beneficial owners are third parties independent to and not connected with the Company and its connected persons (as defined under the Listing Rules).

## **MONTHLY UPDATE**

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code.

## **DEALING DISCLOSURE**

As at the date of this joint announcement, the Company has 2,002,100,932 total Shares in issue. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this joint announcement.

For the purpose of the Takeovers Code, the offer period is deemed to commence on the date of this joint announcement, being 31 July 2018. The associates (as defined in the Takeovers Code including persons holding 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Company and the Potential Purchasers, respectively (including but not limited to a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or the Potential Purchasers, respectively) are hereby reminded to disclose their dealings in any relevant securities of the Company and any relevant securities in the same class as the securities that are offered as consideration under the Possible Transaction in accordance with the Takeovers Code.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

*“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.”*

**WARNING:**

**There is no assurance that the Possible Transaction will materialise or eventually be consummated and the discussions may or may not lead to a general offer for all issued Shares under Rule 26.1 of the Takeovers Code. The Possible Transaction, therefore, may or may not proceed. Shareholders of the Company and potential investors should exercise caution when dealing in the Shares and/or other securities of the Company, and if they are in any doubt about their position or as to the action they should take, they should consult their stockbroker, bank manager, solicitor or other professional adviser(s).**

By Order of the Board  
**Far Eastern Silo & Shipping  
(Panama) S.A.  
Liao Shang-Wen  
Director**

By Order of the Board  
**Insbro Holdings Limited  
Chao Shih-Heng  
Director**

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

Hong Kong, 31 July 2018

*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; Dr. Su Sh-Hsyu as non-executive director; and Mr. Chen Ruey-Long, Mr. Lu Chi-Chant and Mr. Hsieh Pang-Chang as independent non-executive directors.*

*As at the date of this joint announcement, the directors of Purchaser A are Mr. Liao Shang-Wen, Mr. Chiu Jaw-Shin and Mr. Tsai Kao-Ming.*

*As at the date of this joint announcement, the directors of EMIC are Mr. Liao Shang-Wen, Mr. Chiu Jaw-Shin, Mr. Tsai Kao-Ming, Mr. Paul Chen, Mr. Lee Kuen-Chang, Mr. Chen Su-Chang and Mr. Shyr Tien-Wei.*

*As at the date of this joint announcement, Mr. Chao is the sole director of each of Purchaser B and Good Titanic.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Potential Purchasers and parties acting in concert with them and the MOU) and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of Purchaser A or the sole director of Purchaser B or the directors of EMIC) 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.*

*The directors of the Potential Purchasers and EMIC accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Company, the Potential Vendors and parties acting in concert with any of them) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Company) 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.*

*In the case of inconsistency, the English text of this joint announcement shall prevail over the Chinese text.*