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**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**

**(1) CLOSE OF UNCONDITIONAL MANDATORY GENERAL CASH OFFER FOR ALL THE ISSUED SHARE CAPITAL IN THE COMPANY (OTHER THAN THOSE ALREADY OWNED BY FESS AND/OR PARTIES ACTING IN CONCERT WITH IT) BY CCB INTERNATIONAL CAPITAL LIMITED FOR AND ON BEHALF OF THE OFFEROR;**

**(2) RESULTS OF THE OFFER;**

**(3) PUBLIC FLOAT;**

**AND**

**(4) CHANGE OF COMPOSITION OF THE BOARD AND BOARD COMMITTEES OF THE COMPANY**

**Financial Adviser to the Offeror**



## **CLOSE OF THE OFFER**

The Offeror and the Company jointly announce that the Offer closed at 4:00 p.m. on Friday, 16 November 2018 and was not revised or extended by the Offeror.

## **RESULTS OF THE OFFER**

As at 4:00 p.m. on Friday, 16 November 2018, being the latest time and date for acceptance of the Offer, the Offeror received valid acceptances in respect of the Offer for a total of 87,658,160 Shares, representing approximately 4.38% of the total issued share capital of the Company as at the date of this joint announcement.

## **PUBLIC FLOAT**

Immediately after the close of the Offer, subject to the due registration by the Registrar of then transfer of the Offer Shares (in respect of which valid acceptances have been received), 448,056,213 Shares, representing approximately 22.38% of the entire issued share capital of the Company, are held by the public (within the meanings under the Listing Rules). Accordingly, the minimum public float requirement of 25% as set out in Rule 8.08(1)(a) of the Listing Rules is not satisfied. An application will be made to the Stock Exchange for a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules for a period of not more than three months commencing from the close of the Offer on Friday, 16 November 2018. The sole director of the Offeror and the Directors will take appropriate steps to ensure that sufficient public float exists in the Shares as soon as possible following the close of the Offer. Further announcement(s) will be made by the Company regarding restoration of public float in the Shares as and when appropriate in accordance with the Listing Rules.

## **CHANGES OF COMPOSITION OF THE BOARD AND BOARD COMMITTEES OF THE COMPANY**

### **Resignation of Directors**

The Board announces that with effect immediately after the close of the Offer on 16 November 2018:

- (i) Mr. LEE Ming-Ta (alias Mr. LEE Ming-Tah) resigned as an executive Director, vice chairman and ceased to be a member of the Nomination Committee and the chairman of the Executive Committee of the Company;
- (ii) Dr. SU Chien-Cheng resigned as an executive Director and ceased to be a member of the Remuneration Committee and the Executive Committee of the Company;
- (iii) Dr. SU Sh-Hsyu resigned as an executive Director and ceased to be a member of the Audit Committee, Remuneration Committee and Executive Committee of the Company;
- (iv) Mr. HSIEH Pang-Chang (alias Mr. SHIA Ben-Chang) resigned as an independent non-executive Director and ceased to be a member of the Audit Committee and the chairman of the Nomination Committee of the Company; and
- (v) Dr. TSAI Yen-Yu (alias Dr. TSAI Yen-Pin), a non-executive Director and the honorary chairman ceased to be a member of the Nomination Committee of the Company.

The resignation of each of the Resigning Directors was due to the change in control of the Company. The resignation of Mr. Hsieh was due to other business commitments.

### **Appointment of Directors**

The Board further announces that with effect immediately after the close of the Offer on 16 November 2018, each of Ms. LU Yu-Min and Ms. LIN Shu-Hua has been appointed as a non-executive Director and Mr. YANG Shih-Chien has been appointed as an independent non-executive Director.

### **Change of composition of board committees of the Company**

The Board further announces that effective immediately after the relevant Resigning Directors have ceased to be members and/or the chairmen of the board committees of the Company,

- (i) Dr. Chien Lei AKA Chien Joanna Lei, the Chairperson and an executive Director, has been appointed as the chairman of the Executive Committee of the Company and a member of the Remuneration Committee and the Nomination Committee of the Company;
- (ii) Mr. Pan Yi-Fan Ivan, an executive Director, has been appointed as a member of the Remuneration Committee, the Executive Committee and the Nomination Committee of the Company;
- (iii) Ms. Lu Yu-Min, the newly appointed non-executive Director, has been appointed as a member of the Executive Committee of the Company;
- (iv) Ms. Lin Shu-Hua, the newly appointed non-executive Director, has been appointed as a member of the Audit Committee and Executive Committee of the Company; and
- (v) Mr. Yang Shih-Chien, the newly appointed independent non-executive Director, has been appointed as the chairman of the Nomination Committee of the Company and a member of the Audit Committee and the Remuneration Committee of the Company.

References are made to the composite offer and response document dated 26 October 2018 jointly issued by the Offeror and the Company in relation to the Offer (the “**Composite Document**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

### **CLOSE OF THE OFFER**

The Offeror and the Company jointly announce that the Offer closed at 4:00 p.m. on Friday, 16 November 2018 and was not revised or extended by the Offeror.

### **RESULTS OF THE OFFER**

As at 4:00 p.m. on Friday, 16 November 2018, being the latest time and date for acceptance of the Offer, the Offeror received valid acceptances in respect of the Offer for a total of 87,658,160 Shares, representing approximately 4.38% of the total issued share capital of the Company as at the date of this joint announcement.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately before the commencement of the Offer Period, none of the Offeror or parties acting in concert with it held, controlled or directed any Shares or rights over any Shares or securities of the Company.

Upon the close of the Offer and as at the date of this joint announcement, taking into account (i) the 87,658,160 Offer Shares acquired by the Offeror via valid acceptances under the Offer; and (ii) the 1,021,071,476 Sale Shares acquired by the Purchasers pursuant to the Sale and Purchase Agreement, the Offeror and parties acting in concert with it were interested in an aggregate of 1,108,729,636 Shares, representing approximately 55.38% of the issued share capital of the Company.

Save as disclosed in this joint announcement, none of the Offeror or parties acting in concert with it (i) acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period, or (ii) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

Set out below is the shareholding structure of the Company (i) immediately before the commencement of the Offer Period; (ii) after Completion and before taking into account any acceptance of the Offer; and (iii) immediately after the close of the Offer and as at the date of this joint announcement:

	Immediately before the commencement of the Offer Period		After Completion and before taking into account any acceptance of the Offer		Immediately after the close of the Offer and as at the date of this joint announcement	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Vendor A	838,530,000	41.88	50,130	0.0025	50,130	0.0025
Vendor B	236,580,000	11.82	53,988,394	2.70	53,988,394	2.70
Fortune Bright Group Limited (Note 2)	236,580,000	11.82	236,580,000	11.82	236,580,000	11.82
Standard Cosmos Limited (Note 2)	2,340,000	0.12	2,340,000	0.12	2,340,000	0.12
Next Focus Holdings Limited (Note 3)	152,356,559	7.61	152,356,559	7.61	152,356,559	7.61
The Offeror and parties acting in concert with it	–	–	1,021,071,476	51.00	1,108,729,636	55.38
<i>The Offeror</i>	–	–	420,441,196	21.00	508,099,356	25.38
<i>FESS</i>	–	–	600,630,280	30.00	600,630,280	30.00
Other public Shareholders	535,714,373	26.75	535,714,373	26.75	448,056,213	22.38
Total	<u>2,002,100,932</u>	<u>100</u>	<u>2,002,100,932</u>	<u>100</u>	<u>2,002,100,932</u>	<u>100</u>

*Notes:*

- (1) Certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.
- (2) Each of Fortune Bright Group Limited and Standard Cosmos Limited is an indirect wholly-owned subsidiary of Next Focus Holdings Limited.
- (3) The figures represent the direct shareholding held by Next Focus Holdings Limited, and does not reflect any deemed shareholding held by it in the capacity as shareholder (directly or indirectly) of Vendor A, Vendor B, Fortune Bright Group Limited and Standard Cosmos Limited.

## **SETTLEMENT OF THE OFFER**

Remittances in respect of the cash consideration (after deducting the applicable seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer have been posted, or will be posted to the Independent Shareholders who tendered under the Offer by ordinary mail at his/her/its own risk as soon as possible but in any event within seven (7) Business Days after the date of receipt by the Registrar of all the relevant documents to render the acceptance under the Offer complete and valid.

The latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offer will be Tuesday, 27 November 2018.

## **PUBLIC FLOAT**

Immediately after the close of the Offer, subject to the due registration by the Registrar of then transfer of the Offer Shares (in respect of which valid acceptances have been received), 448,056,213 Shares, representing approximately 22.38% of the entire issued share capital of the Company, are held by the public (within the meanings under the Listing Rules). Accordingly, as less than 25% (being the minimum prescribed percentage as required under the Listing Rules) of the issued Shares are held by the public, the Company does not satisfy the public float requirement as set out in Rule 8.08(1)(a) of the Listing Rules. An application will be made to the Stock Exchange for a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules for a period of not more than three months commencing from the close of the Offer on Friday, 16 November 2018. The sole director of the Offeror and the Directors will take appropriate steps to ensure that sufficient public float exists in the Shares as soon as possible following the close of the Offer. Further announcement(s) will be made by the Company regarding restoration of public float in the Shares as and when appropriate in accordance with the Listing Rules.

## CHANGES OF COMPOSITION OF THE BOARD AND BOARD COMMITTEES

### Resignation of Directors

The Board announces that with effect immediately after the close of the Offer on 16 November 2018:

- (i) Mr. LEE Ming-Ta (alias Mr. LEE Ming-Tah) (“**Mr. Lee**”) resigned as an executive Director, vice chairman and ceased to be a member of the Nomination Committee and the chairman of the Executive Committee of the Company;
- (ii) Dr. SU Chien-Cheng (“**Dr. Su CC**”) resigned as an executive Director and ceased to be a member of the Remuneration Committee and the Executive Committee of the Company;
- (iii) Dr. SU Sh-Hsyu (“**Dr. Su SH**”) resigned as an executive Director and ceased to be a member of the Audit Committee, Remuneration Committee and Executive Committee of the Company;
- (iv) Mr. HSIEH Pang-Chang (alias Mr. SHIA Ben-Chang) (“**Mr. Hsieh**”) resigned as an independent non-executive Director and ceased to be a member of the Audit Committee and the chairman of the Nomination Committee of the Company; and
- (v) Dr. TSAI Yen-Yu (alias Dr. TSAI Yen-Pin), a non-executive Director and the honorary chairman ceased to be a member of the Nomination Committee of the Company.

(Mr. Lee, Dr. Su CC, Dr. Su SH and Mr. Hsieh together, the “**Resigning Directors**”).

The resignation of each of Mr. Lee, Dr. Su CC and Dr. Su SH was due to the change in control of the Company. The resignation of Mr. Hsieh was due to other business commitments.

Each of the Resigning Directors has confirmed that he/she has no disagreement with the Board and there is no matter relating to his/her resignation that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude and appreciation to the Resigning Directors for their valuable contributions to the Company during their term of office.

## Appointment of Directors

The Board further announces that with effect immediately after the close of the Offer on 16 November 2018, each of Ms. LU Yu-Min and Ms. LIN Shu-Hua has been appointed as a non-executive Director and Mr. YANG Shih-Chien has been appointed an independent non-executive Director, the biographies of each of the newly appointed Directors are as follows:

**Ms. LU Yu-Min (陸瑜民) (“Ms. Lu”)**, aged 54, is the consultant for cosmetic business of FESS since October 2018. Ms. Lu has over 25 years of experience in the luxury retail and cosmetics industry with a solid understanding of Chinese consumers and the Chinese markets. Ms. Lu previously worked for The Estee Lauder Companies for over 14 years, managing brands including Estée Lauder, Clinique, MAC Cosmetics, Bobbi Brown, Origins, La Mer, Darphin and Aramis as managing director of the beauty product group’s Taiwan Affiliate from 1999 to 2011. Ms. Lu then became the vice president and general manager of Bobbie Brown International, overseeing five global regions based out of its New York headquarter. Ms. Lu also has experience in management of buying, operations, logistics, sales and marketing for global brands such as Céline, Salvatore Ferragamo and COACH when she worked for DFS from 1989 to 1990, and Bally Hong Kong from 1991 to 1992. From 2014 to 2016, Ms. Lu has also provided end-to-end e-commerce business services to Shanghai Baozun E-Commerce Limited\* (上海寶尊電子商務有限公司).

Ms. Lu obtained a bachelor’s degree in journalism from National Chengchi University in June 1986.

Ms. Lu has entered into a service contract with the Company for a term of one year effective from 16 November 2018. Pursuant to the service contract, Ms. Lu is entitled to a Director’s fee of US\$50,000 per annum. The Director’s fee payable to Ms. Lu was recommended by the Remuneration Committee of the Company and confirmed by the Board with reference to her duties, responsibilities and performance and results of the Company, and shall be reviewed by the Remuneration Committee of the Company from time to time.

**Ms. LIN Shu-Hua (林淑華) (“Ms. Lin”)**, aged 55, was the vice president of the finance department of Eastern Home Shopping & Leisure Co., Ltd.\* (東森得易購股份有限公司) between January 2005 and September 2008. In April 2016, Ms. Lin re-joined the same company, holding the same position since then. After obtaining her qualification as a Certified Public Account of the Republic of China in August 1996, Ms. Lin has since then worked at the finance department of various companies, including Eastern Broadcasting Co., Ltd.\* (東森電視事業股份有限公司), Eastern Multimedia Co., Ltd.\* (東森媒體科技股份有限公司) and Sensen Home Shopping Co., Ltd.\* (森森百貨股份有限公司), accumulating over 20 years of experience in total.

Ms. Lin graduated from the Department of Accounting at National Chung Hsing University in 1987 and obtained an executive master degree of business administration from the National Taiwan University in 2016.

Ms. Lin has entered into a service contract with the Company for a term of one year effective from 16 November 2018. Pursuant to the service contract, Ms. Lin is not entitled to any Director’s fee. The Director’s fee payable to Ms. Lin shall be reviewed by the Remuneration Committee of the Company from time to time.

**Mr. YANG Shih-Chien (楊世緘) (“Mr. Yang”)**, aged 74, is currently the chairman and chief executive officer of Global Strategic Investment Fund, a board director of Tecom Co., Ltd. (TWSE. 2321), Yageo Corporation (TWSE. 2327), TECO Electric & Machinery Co., Ltd. (TWSE. 1504) and Mitac Inc. (TWSE. 3706), and an independent director of TOPKEY Corporation (TWSE. 4536) and WUS Printed Circuit Co., Ltd (TWSE. 2316). Mr. Yang was a national policy advisor to the President of the Republic of China between January 2009 and May 2016. Prior to that, Mr. Yang already worked in the government of the Republic of China for more than 38 years, such as the director of the Planning and Evaluation Division of the National Science Council, Senior Vice Minister of the Ministry of Economic Affairs and Minister of State. Mr. Yang also worked as a research engineer at the Chung Shan Institute of Science & Technology between November 1973 and January 1978.

Mr. Yang obtained a bachelor’s degree in electrical engineering from the National Taiwan University in June 1967. Mr. Yang subsequently obtained a master and a doctor degree in electrical engineering from Northwestern University in June 1971 and August 1973 respectively.

Mr. Yang has entered into a service contract with the Company for a term of one year effective from 16 November 2018. Pursuant to the service contract, Mr. Yang is entitled to a Director’s fee of HK\$240,000 per annum and entitled to a quota of free products of the Group at staff discount prices of up to HK\$30,000 per annum. The Director’s fee payable to Mr. Yang was recommended by the Remuneration Committee of the Company and confirmed by the Board with reference to his duties, responsibilities and performance and results of the Company, and shall be reviewed by the Remuneration Committee of the Company from time to time.

Save as disclosed above, each of Ms. Lu, Ms. Lin and Mr. Yang (i) does not hold any other position with the Company or any of its subsidiaries; (ii) has not hold any other directorship in any other public companies the securities of which are listed on any security market in Hong Kong or overseas in the three years prior to the date of this joint announcement; and (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined under the Listing Rules) of the Company. Each of Ms. Lu, Ms. Lin and Mr. Yang does not have any interest in the Shares or underlying Shares in the Company (within the meaning of Part XV of the SFO). There is no other information in relation to the appointments of Ms. Lu, Ms. Lin and Mr. Yang that is required to be disclosed nor are/were they involved in any of the matters required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

### **Change of composition of board committees of the Company**

The Board further announces that effective immediately after the relevant Resigning Directors have ceased to be members and/or the chairmen of the board committees of the Company,

- (i) Dr. Chien Lei AKA Chien Joanna Lei, the chairperson and an executive Director, has been appointed as the chairman of the Executive Committee of the Company and a member of the Remuneration Committee and the Nomination Committee of the Company;
- (ii) Mr. Pan Yi-Fan Ivan, an executive Director, has been appointed as a member of the Remuneration Committee, the Executive Committee and the Nomination Committee of the Company;
- (iii) Ms. Lu, the newly appointed non-executive Director, has been appointed as a member of the Executive Committee of the Company;



- (iv) Ms. Lin, the newly appointed non-executive Director, has been appointed as a member of the Audit Committee and Executive Committee of the Company; and
- (v) Mr. Yang, the newly appointed independent non-executive Director, has been appointed as the chairman of the Nomination Committee of the Company and a member of the Audit Committee and the Remuneration Committee of the Company.

By order of the board of  
**Insbro Holdings Limited**  
**Chao Shih-Heng**  
Director

By order of the board of  
**Natural Beauty Bio-Technology Limited**  
**Chien Lei**  
Chairperson

Hong Kong, 16 November 2018

*As at the date of this joint announcement, the Board comprises Dr. Chien Lei AKA Chien Joanna Lei and Mr. Pan Yi-Fan Ivan as executive Directors; Dr. Tsai Yen-Yu, Mr. Hsiao Wen-Chung Ms. Lu Yu-Min and Ms. Lin Shu-Hua as non-executive Directors; and Mr. Chen Ruey-Long, Mr. Lu Chi-Chant and Mr. Yang Shih-Chien as independent non-executive Directors.*

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

*As at the date of this joint announcement, the directors of FESS 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.*

*The Directors and the Resigning Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Purchasers) 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 FESS or the sole director of the Offeror) 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 sole director of the Offeror, the directors of FESS and the directors of EMIC jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group, and the Vendors) 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 and the Resigning Directors) 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.*