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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 TRANSACTIONS

THE CCT AGREEMENTS

On 22 March 2019, Taiwan NB, an indirect wholly-owned subsidiary of the Company, entered into the ET New Media Cooperation Agreement with ET New Media, pursuant to which Taiwan NB agrees to engage ET New Media to produce, publish and broadcast advertisements and to organise media events, with a view to enhance the image of the “Natural Beauty” brand and to raise public awareness on the brand.

On 22 March 2019, Taiwan NB, an indirect wholly-owned subsidiary of the Company, entered into the Eastern Health Procurement Agreement with Eastern Health, pursuant to which Taiwan NB may from time to time make wholesale purchase of products from Eastern Health such as health supplements for on-sale to end customers.

On 22 March 2019, Taiwan NB, an indirect wholly-owned subsidiary of the Company, entered into the Eastern Home Consignment Agreement with Eastern Home, pursuant to which Taiwan NB shall authorise the sale of the Target Products to end customers and the use of related promotional materials by Eastern Home, and shall be responsible for the provision of the Target Products. While Eastern Home shall be responsible for the production of relevant programs and/or advertisements to be broadcasted, transmitted and/or published through various channels, and to market and sell the Target Products through these channels to end customers.

On 22 March 2019, NB China, a direct wholly-owned subsidiary of the Company, entered into the Strawberry Service Agreement with Strawberry, pursuant to which NB China will, within the validity period of the Strawberry Service Agreement, provide the Strawberry Services to Strawberry for the Service Fees.

On 22 March 2019, Taiwan NB, an indirect wholly-owned subsidiary of the Company, entered into the Eastern Tenmax Procurement Agreement with Eastern Tenmax, pursuant to which Eastern Tenmax may from time to time make wholesale purchase of Taiwan NB products such as health supplements, skin-care products and cosmetic products, and Taiwan NB shall sell such products to Eastern Tenmax at a certain discount to relevant retail price for on-sale by Eastern Tenmax.

LISTING RULES IMPLICATIONS

The transactions contemplated under each of the CCT Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Since (a) ET New Media, Eastern Health, Eastern Home, Strawberry and Eastern Tenmax are connected with one another through FESS, a controlling shareholder of the Company, and/or Insbro, a substantial shareholder of the Company, and (b) the Previous Agreements and the CCT Agreements were all entered into or completed within a 12-month period, the Directors consider it is appropriate to aggregate the Previous Agreements and the CCT Agreements pursuant to Rule 14A.81 of the Listing Rules.

As the highest applicable percentage ratio of the cap of each of the transactions contemplated under the CCT Agreements and the historical transaction amount of the Previous Agreements (in aggregate) is more than 0.1% but less than 5%, the entering into of the CCT Agreements is subject to the reporting, announcement and annual review requirements and is exempt from the circular (including independent financial advice) and Shareholders' approval requirements as required under Chapter 14A of the Listing Rules.

A. ET NEW MEDIA COOPERATION AGREEMENT

On 22 March 2019, Taiwan NB, an indirect wholly-owned subsidiary of the Company, entered into the ET New Media Cooperation Agreement with ET New Media.

As at the date of this announcement, FESS is a controlling shareholder of the Company, and EMI is the 100% shareholder of FESS. As ET New Media is a direct non-wholly owned subsidiary of EMI owned directly as to approximately 93.90% of its shareholding by EMI, ET New Media is a connected person of the Company for the purposes of the Listing Rules and the transactions contemplated under the ET New Media Cooperation Agreement constitute continuing connected transactions of the Company.

Major terms of the ET New Media Cooperation Agreement are summarised below:

Date	22 March 2019
Parties	(i) Taiwan NB; and (ii) ET New Media
Subject matter	Taiwan NB agrees to engage ET New Media to produce, publish and broadcast advertisements and to organise media events, with a view to enhance the image of the "Natural Beauty" brand and to raise public awareness on the brand.
Nature of transactions	Taiwan NB may from time to time instruct ET New Media to carry out advertising projects. The parties shall separately agree on the timing, manner and fees of each specific advertising project at the appropriate time.
Pricing	At a certain discount to the prices ET New Media offer to its clients which are independent third parties.
Term	From 22 March 2019 to 31 May 2019.

Annual cap

Pursuant to the terms of the ET New Media Cooperation Agreement, the cap in respect of the fees payable by Taiwan NB to ET New Media thereunder for its term, i.e. the period from 22 March 2019 to 31 May 2019 shall be NT\$2,000,000 (equivalent to approximately HK\$509,645). The cap has been arrived at based on the following factors:

- (i) the marketing plan and campaigns of Taiwan NB for the same period; and
- (ii) the advertising volume that Taiwan NB is expected to purchase from ET New Media during the term of the ET New Media Cooperation Agreement.

Information on the parties

ET New Media is a company incorporated in Taiwan with limited liability. It is principally engaged in operation of internet news outlet, sale of advertising, and audio-video production. It is the first news, media and communication networks in Taiwan.

Taiwan NB is a company incorporated in Taiwan with limited liability. It is principally engaged in: (i) production and sale of skin care and beauty products, and (ii) provision of beauty treatments and spa services and the relevant training services.

B. EASTERN HEALTH PROCUREMENT AGREEMENT

On 22 March 2019, Taiwan NB, an indirect wholly-owned subsidiary of the Company, entered into the Eastern Health Procurement Agreement with Eastern Health.

As at the date of this announcement, Far Rich can, directly or indirectly, control the composition of a majority of the board of directors of EMI. As such, Far Rich is considered the holding company of EMI for the purposes of the Listing Rules. As Eastern Health is an indirect non-wholly owned subsidiary of Far Rich owned indirectly as to 90% of its shareholding by Far Rich, Eastern Health is a connected person of the Company for the purposes of the Listing Rules and the transactions contemplated under the Eastern Health Procurement Agreement constitute continuing connected transactions of the Company.

The major terms of the Eastern Health Procurement Agreement are as follows:

Date	22 March 2019
Parties	(i) Taiwan NB; and (ii) Eastern Health
Nature of transactions	During the term of the Eastern Health Procurement Agreement, Taiwan NB may from time to time make wholesale purchase of products from Eastern Health such as health supplements for on-sale to end customers.
Pricing	At a certain discount to the relevant market retailing price.
Term	From 22 March 2019 to 31 May 2019.

Historical transaction amount

Taiwan NB has signed the Previous Eastern Health Procurement Agreement with Eastern Health on 1 January 2019, which expired on 21 March 2019, with terms similar to the Eastern Health Procurement Agreement. It is expected that nil amount of goods purchase will be recorded under the Previous Eastern Health Procurement Agreement.

Annual cap

Pursuant to the terms of the Eastern Health Procurement Agreement, the cap in respect of the aggregate amount of goods to be purchased under the Eastern Health Procurement Agreement for its term, i.e. the period from 22 March 2019 to 31 May 2019 shall be NT\$10,000,000 (equivalent to approximately HK\$2,548,225). The cap has been arrived at based on the projected purchase amount of goods under the Eastern Health Procurement Agreement.

Information on the parties

Eastern Health is a company incorporated in Taiwan with limited liability. It is principally engaged in research and development and sale of health supplements.

Taiwan NB is a company incorporated in Taiwan with limited liability. It is principally engaged in: (i) production and sale of skin care and beauty products, and (ii) provision of beauty treatments and spa services and the relevant training services.

C. EASTERN HOME CONSIGNMENT AGREEMENT

On 22 March 2019, Taiwan NB, an indirect wholly-owned subsidiary of the Company, entered into the Eastern Home Consignment Agreement with Eastern Home.

For the year ended 31 December 2018, Eastern Home was accounted for and consolidated in the audited consolidated accounts of EMI as a subsidiary thereof since EMI could during the relevant time, directly or indirectly, control the composition of a majority of the board of directors of Eastern Home. Since 1 January 2019, EMI can no longer directly or indirectly, control the composition of a majority of the board of directors of Eastern Home, and since then Eastern Home has not been and will not be accounted for and consolidated in the audited consolidated accounts of EMI as a subsidiary.

However, given that (a) EMI is holding, directly or indirectly, altogether approximately 25.87% of the shareholding in Eastern Home, (b) one member of the board of directors of Eastern Home, namely Mr. Liao Shang-Wen, is also the chairperson of EMI, (c) FESS is a controlling shareholder of the Company, and EMI is the 100% shareholder of FESS, (d) the vice president of Eastern Home, namely Mr. Chao Shih Heng, is the sole ultimate beneficial owner of Insbro which is holding 22.76% of the issued Shares, (e) one member of the board of directors of Eastern Home, namely Dr. Lei Chien, is also the chairperson and an executive Director of the Company, (f) the finance vice president of Eastern Home, namely Ms. Lin Shu-Hua, is also a non-executive Director of the Company; and (g) the Eastern Home Consignment Agreement was entered into on the same date as the other transactions disclosed in this announcement, the Directors consider that it is appropriate to voluntarily treat Eastern Home as a connected person of the Company and to comply with Chapter 14A of the Listing Rules accordingly. As such, the transactions contemplated under the Eastern Home Consignment Agreement constitute continuing connected transactions of the Company.

Major terms of the Eastern Home Consignment Agreement are summarised below:

Date	22 March 2019
Parties	(i) Taiwan NB; and (ii) Eastern Home
Subject matter	Certain products manufactured, distributed or sold by Taiwan NB and services provided by Taiwan NB will be selected by Eastern Home as the products or services to be marketed and sold to end customers by Eastern Home under the Eastern Home Consignment Agreement (the “ Target Products ”).
Nature of transactions	<p>Taiwan NB shall authorise the sale of the Target Products to end customers and the use of related promotional materials by Eastern Home, and shall be responsible for the provision of the Target Products.</p> <p>Eastern Home shall be responsible for the production of relevant programs and/or advertisements to be broadcasted, transmitted and/or published through various channels including but not limited to television, internet, catalogues, publications, mobile phones, newspapers, radio shows and direct mail, and to market and sell the Target Products through these channels to end customers.</p> <p>The proceeds received by Eastern Home from the end customers through the sale of the Target Products pursuant to the Eastern Home Consignment Agreement shall, after deducting relevant fees, commission and cost of sales, be paid over to Taiwan NB (the “Net Proceeds”).</p>
Fees and commission	<p>In respect of Target Products being sold through the internet:</p> <p>(a) Taiwan NB shall pay a sale commission at 3% of the relevant sale proceeds to Eastern Home; and</p> <p>(b) given Eastern Home shall from time to time organise marketing events, Taiwan NB shall additionally pay a marketing sponsorship fee at 2% of the relevant sale proceeds to Eastern Home for such Target Products sold during the month of May 2019.</p>
Term	From 22 March 2019 to 31 May 2019.

Historical transaction amount

Taiwan NB has signed the Previous Eastern Home Consignment Agreement with Eastern Home on 10 December 2018, which expired on 21 March 2019, with terms similar to the Eastern Home Consignment Agreement. The aggregate Net Proceeds actually payable by Eastern Home under the Previous Eastern Home Consignment Agreement is expected to be approximately NT\$5,299,508 (equivalent to approximately HK\$1,350,434).

Annual cap

Pursuant to the terms of the Eastern Home Consignment Agreement, the cap in respect of the aggregate Net Proceeds payable under the Eastern Home Consignment Agreement for its term, i.e. the period from 22 March 2019 to 31 May 2019 shall be NT\$40,000,000 (equivalent to approximately HK\$10,192,901). The cap has been arrived at based on the following factors:

- (i) the historical transaction amount relating to the Net Proceeds;
- (ii) the projected sale of Target Products under the Eastern Home Consignment Agreement; and
- (iii) the projected fees, commission and cost of sales deductible from the amount described in paragraph (ii) above.

Information on the parties

Eastern Home is a company incorporated in Taiwan with limited liability. It is principally engaged in distribution of goods through TV shopping and e-commerce in Taiwan. It is the first TV shopping company in Taiwan.

Taiwan NB is a company incorporated in Taiwan with limited liability. It is principally engaged in: (i) production and sale of skin care and beauty products, and (ii) provision of beauty treatments and spa services and the relevant training services.

D. STRAWBERRY SERVICE AGREEMENT

On 22 March 2019, NB China, a direct wholly-owned subsidiary of the Company, entered into the Strawberry Service Agreement with Strawberry.

As disclosed in the section headed “C. Eastern Home Consignment Agreement” above, the Directors voluntarily treat Eastern Home as a connected person of the Company. Since (a) Strawberry is an indirect non-wholly owned subsidiary of Eastern Home owned indirectly as to 76% of its shareholding by Eastern Home and (b) the Strawberry Service Agreement was entered into on the same date as the other transactions disclosed in this announcement, the Directors consider that it is also appropriate to voluntarily treat Strawberry as a connected person of the Company and to comply with Chapter 14A of the Listing Rules accordingly. As such, the transactions contemplated under the Strawberry Service Agreement constitute continuing connected transactions of the Company.

Major terms of the Strawberry Service Agreement are summarised below:

Date	22 March 2019
Parties	(i) NB China; and (ii) Strawberry
Subject matter	NB China will, within the validity period of the Strawberry Service Agreement, provide the Strawberry Services to Strawberry for the Service Fees.

- Nature of transactions** During the provision of the Strawberry Services by NB China:
- (a) the parties will actively cooperate with a view to determine (and NB China shall have the discretion to make the final decision on) the specific items and price of the Strawberry Goods to be displayed, and the manner of such display, on the NB Website;
 - (b) NB China will provide the Strawberry Services with a view to promote and/or facilitate the placing of purchase orders (“**Purchase Orders**”) and payment of purchase price by customers for the Strawberry Goods through the NB Website;
 - (c) NB China will, promptly upon receipt of Purchase Orders, pass the Purchase Orders to Strawberry. Upon receipt of the Purchase Orders from NB China, Strawberry will promptly pack and deliver the ordered Strawberry Goods in accordance with the Purchase Orders to the customers in a manner mutually agreed by the parties;
 - (d) NB China will, through payment services available to customers on the NB Website, collect the purchase price for the Strawberry Goods purchased through the NB Website from the customers for and on behalf of Strawberry; and
 - (e) NB China will, after deducting the Service Fees and other relevant charges, return the collected purchase price to Strawberry in accordance with the terms and conditions under the Strawberry Service Agreement.

Service Fees NB China is entitled to the Service Fees. For each Purchase Order accepted by Strawberry, NB China will charge Service Fees at an agreed percentage of the gross item price of the Strawberry Goods ordered therein as indicated on the Strawberry Website as at the date of such Purchase Order.

Term From 22 March 2019 to 31 May 2019.

Annual cap

Pursuant to the terms of the Strawberry Service Agreement, the cap of the Service Fees payable by Strawberry to NB China thereunder for its term, i.e. the period from 22 March 2019 to 31 May 2019 shall be NT\$3,000,000 (equivalent to approximately HK\$764,468). The cap has been arrived at based on the following factors:

- (i) the estimated aggregate of the gross item price of Strawberry Goods ordered by end customers through the NB Website during the term of the Strawberry Service Agreement; and
- (ii) the agreed rate of the Service Fees.

Information on the parties

Strawberry is a company incorporated in Hong Kong with limited liability. It is principally engaged in sale of internationally renowned skin care and beauty products through internet.

NB China is a company incorporated in Hong Kong with limited liability. It is principally engaged in wholesale and retailing of various goods.

E. EASTERN TENMAX PROCUREMENT AGREEMENT

On 22 March 2019, Taiwan NB, an indirect wholly-owned subsidiary of the Company, entered into the Eastern Tenmax Procurement Agreement with Eastern Tenmax.

As at the date of this announcement, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of Eastern Tenmax and its ultimate beneficial owners is an Independent Third Party. However, given that (a) one member of the board of directors of Eastern Tenmax, namely Mr. Chao Shih Heng, is the sole ultimate beneficial owner of Insbro which is holding 22.76% of the issued Shares, and (b) the Eastern Tenmax Procurement Agreement was entered into on the same date as the other transactions disclosed in this announcement, the Directors consider that it is appropriate to voluntarily treat Eastern Tenmax as a connected person of the Company and to comply with Chapter 14A of the Listing Rules accordingly. As such, the transactions contemplated under the Eastern Tenmax Procurement Agreement constitute continuing connected transactions of the Company.

Major terms of the Eastern Tenmax Procurement Agreement are summarised below:

Date	22 March 2019
Parties	(i) Taiwan NB; and (ii) Eastern Tenmax
Nature of transactions and pricing	During the term of the Eastern Tenmax Procurement Agreement, Eastern Tenmax may from time to time make wholesale purchase of Taiwan NB products such as health supplements, skin-care products and cosmetic products, and Taiwan NB shall sell such products to Eastern Tenmax at an agreed discount to relevant retail price for on-sale by Eastern Tenmax.
Term	From 22 March 2019 to 31 May 2019.

Historical transaction amount

Taiwan NB has signed the Previous Eastern Tenmax Procurement Agreement with Eastern Tenmax on 1 November 2018, which expired on 21 March 2019, with terms similar to the Eastern Tenmax Procurement Agreement. The aggregate amount of purchase made by Eastern Tenmax under the Previous Eastern Tenmax Procurement Agreement is expected to be approximately NT\$972,900 (equivalent to approximately HK\$247,917).

Annual cap

Pursuant to the terms of the Eastern Tenmax Procurement Agreement, the cap in respect of the aggregate amount of purchase to be made by Eastern Tenmax under the Eastern Tenmax Procurement Agreement for its term, i.e. the period from 22 March 2019 to 31 May 2019 shall be NT\$5,000,000 (equivalent to approximately HK\$1,274,113). The cap has been arrived at based on the following factors:

- (i) the historical amount of purchase made by Eastern Tenmax under the Previous Eastern Tenmax Procurement Agreement;
- (ii) the projected amount of purchase to be made by Eastern Tenmax under the Eastern Tenmax Procurement Agreement for its term; and
- (iii) the changes in the price of the products to be purchased.

Information on the parties

Eastern Tenmax is a company incorporated in Taiwan with limited liability. It is principally engaged in wholesale and retailing of various goods.

Taiwan NB is a company incorporated in Taiwan with limited liability. It is principally engaged in: (i) production and sale of skin care and beauty products, and (ii) provision of beauty treatments and spa services and the relevant training services.

REASONS FOR AND BENEFITS OF THE CONTINUING CONNECTED TRANSACTIONS

Following the close of the 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 Insbro, FESS becomes a controlling shareholder of the Company. EMI, the 100% shareholder of FESS, is an investment holding company holding interests in various companies focusing in media, virtual retail, real estate, and entertainment content production in Taiwan. To the best knowledge of the Directors, EMI is desirous to utilise the network and resources of its subsidiaries or associated companies to help the expansion of the Group's business and to improve the financial performance of the Group.

The Directors consider that the Eastern Home Consignment Agreement and the Eastern Tenmax Procurement Agreement provide a framework to (a) allow the Group to sell "Natural Beauty" products via the well-established sales channel of Eastern Home and Eastern Tenmax and (b) promote the "Natural Beauty" brand and products by utilising the marketing expertise of Eastern Home and Eastern Tenmax. As a result, the entering into of the Eastern Home Consignment Agreement and the Eastern Tenmax Procurement Agreement represents an opportunity to the Group to further expand its business and increase sales.

The Directors consider that the ET New Media Cooperation Agreement provides a framework to promote the "Natural Beauty" brand and products by utilising the marketing expertise of ET New Media. As a result, the entering into of the ET New Media Cooperation Agreement represents an opportunity to the Group to further enhance brand awareness and increase sales.

The Directors consider that the Strawberry Service Agreement provides a framework for the Group to utilise its existing customer base and sales network to market the Strawberry Goods, thereby generating a new revenue stream for the Group without substantial additional costs.

The Directors consider that the Eastern Health Procurement Agreement provides a framework to allow the Group to purchase products which the Group currently has no in-house capability to manufacture but does sell to end customers as one of its ordinary and usual course of business, e.g. health supplements at a discount, thereby reducing the procurement costs of the Group and would help improve the financial performance of the Group.

The Directors, including the independent non-executive Directors, consider the terms of each of the CCT Agreements had been negotiated and arrived at on an arms-length basis, on normal commercial terms or better, and are (other than the Strawberry Service Agreement) in the ordinary and usual course of business of the Group. Based on the above, the Directors, including the independent non-executive Directors, consider the terms of each of the CCT Agreements (including their respective pricing arrangement and cap) are fair and reasonable and in the interests of the Shareholders as a whole.

Subject to an assessment by the Board of the performance of each of the CCT Agreements, and the negotiations with the respective counter-parties thereto, the Company will consider to renew such agreements upon their respective expiry subject to relevant requirements of the Listing Rules.

INFORMATION ON THE GROUP

The Company is listed on the Main Board of the Stock Exchange and is principally engaged in (a) manufacturing and sales of a range of products including skin care, beauty, aroma-therapeutic, health supplements and make-up products and (b) provision of skin treatments, beauty and spa services and skin care consulting and beauty training.

LISTING RULES IMPLICATIONS

As disclosed above, the transactions contemplated under each of the CCT Agreements constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

In respect of the continuing connected transactions entered into before the date of this announcement, i.e. the Previous Agreements, as each of the applicable percentage ratio of the historical transaction amounts under the Previous Agreements (in aggregate) is less than 5% and the total consideration is less than HK\$3,000,000, they constitute *de minimis* transactions pursuant to Rule 14A.76(1) of the Listing Rules and are fully exempt from Shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

Since (a) ET New Media, Eastern Health, Eastern Home, Strawberry and Eastern Tenmax are connected with one another through FESS, a controlling shareholder of the Company, and/or Insbro, a substantial shareholder of the Company, and (b) the Previous Agreements and the CCT Agreements were all entered into or completed within a 12-month period, the Directors consider it is appropriate to aggregate the Previous Agreements and the CCT Agreements pursuant to Rule 14A.81 of the Listing Rules.

As the highest applicable percentage ratio of the cap of each of the transactions contemplated under the CCT Agreements and the historical transaction amount of the Previous Agreements (in aggregate) is more than 0.1% but less than 5%, the entering into of the CCT Agreements is subject to the reporting, announcement and annual review requirements and is exempt from the circular (including independent financial advice) and Shareholders' approval requirements as required under Chapter 14A of the Listing Rules.

Dr. Lei Chien, Mr. Pan Yi-Fan, Ms. Lu Yu-Min and Ms. Lin Shu-Hua are Directors nominated by EMI and therefore are considered to have a material interest in the CCT Agreements and the transactions contemplated respectively thereunder. As such, each of Dr. Lei Chien, Mr. Pan Yi-Fan, Ms. Lu Yu-Min and Ms. Lin Shu-Hua abstained from voting on the relevant board resolutions approving the CCT Agreements and the transactions contemplated respectively thereunder.

Since the Directors consider that the transactions contemplated under the Eastern Home Consignment Agreement, ET New Media Cooperation Agreement, Eastern Health Procurement Agreement and Eastern Tenmax Procurement Agreement are of revenue in nature and in the ordinary and usual course of business of the Group, such transactions do not fall under the definition of "transaction" under Chapter 14 of the Listing Rules and are not subject to the requirements under Chapter 14 the Listing Rules.

The Directors consider that the transactions contemplated under the Strawberry Service Agreement are not in the ordinary and usual course of business of the Group. As the highest applicable percentage ratio in respect of the cap of the transactions contemplated under the Strawberry Service Agreement under Chapter 14 of the Listing Rules is below 5%, the entering into of the Strawberry Service Agreement does not constitute a notifiable transaction for the purposes of the Listing Rules.

DEFINITIONS

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

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“CCT Agreements”	the ET New Media Cooperation Agreement, Eastern Health Procurement Agreement, Eastern Home Consignment Agreement, Strawberry Service Agreement and Eastern Tenmax Procurement Agreement
“Company”	Natural Beauty Bio-Technology Limited (自然美生物科技有限公司), 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(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules

“Director(s)”	the director(s) of the Company
“Eastern Health”	Eastern Health Biomedical Co., Ltd. (東森健康生醫有限公司), a company incorporated in Taiwan with limited liability
“Eastern Health Procurement Agreement”	the goods procurement agreement dated 22 March 2019 entered into between Taiwan NB and Eastern Health
“Eastern Home”	Eastern Home Shopping & Leisure Co., Ltd. (東森得易購股份有限公司), a company incorporated in Taiwan with limited liability
“Eastern Home Consignment Agreement”	the product consignment agreement dated 22 March 2019 entered into between Taiwan NB and Eastern Home
“Eastern Tenmax”	Eastern Tenmax Direct Co., Ltd. (東森天美仕直銷股份有限公司), a company incorporated in Taiwan with limited liability
“Eastern Tenmax Procurement Agreement”	the product procurement agreement dated 22 March 2019 entered into between Taiwan NB and Eastern Tenmax
“EMI”	Eastern Media International Corporation (東森國際股份有限公司), a company incorporated in Taiwan whose shares are listed on the Taiwan Stock Exchange
“ET New Media”	ET New Media Holding Limited Co. (東森新媒體控股股份有限公司), a company incorporated in Taiwan with limited liability
“ET New Media Cooperation Agreement”	the project cooperation agreement dated 22 March 2019 entered into between Taiwan NB and ET New Media
“Far Rich”	Far Rich International Corporation (遠富國際股份有限公司), a company incorporated in Taiwan with limited liability
“FESS”	Far Eastern Silo & Shipping (Panama) S.A. (遠東倉儲航運(巴拿馬)股份有限公司), a company incorporated in Panama with limited liability
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	a third party independent of the Company and connected persons of the Company
“Insbro”	Insbro Holdings Limited (保經控股有限公司), a company incorporated in Hong Kong with limited liability

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“NB China”	Natural Beauty China Holding Company Limited (自然美中國控股有限公司), a company incorporated in Hong Kong with limited liability
“NB Website”	a website with domain name http://strawberrynet.nblife.com owned and operated by NB China
“NT\$”	New Taiwan Dollar(s), the lawful currency of Taiwan
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Previous Agreements”	the Previous Eastern Health Procurement Agreement, the Previous Eastern Home Consignment Agreement and the Previous Eastern Tenmax Procurement Agreement
“Previous Eastern Health Procurement Agreement”	the goods procurement agreement dated 1 January 2019 entered into between Taiwan NB and Eastern Health with terms similar to Eastern Health Procurement Agreement, which expired on 21 March 2019
“Previous Eastern Home Consignment Agreement”	the product consignment agreement dated 10 December 2018 entered into between Taiwan NB and Eastern Home with terms similar to Eastern Home Consignment Agreement, which expired on 21 March 2019
“Previous Eastern Tenmax Procurement Agreement”	the product procurement agreement dated 1 November 2018 entered into between Taiwan NB and Eastern Tenmax with terms similar to Eastern Tenmax Procurement Agreement, which expired on 21 March 2019
“Service Fees”	service fees for the provision of Strawberry Services by NB China to Strawberry pursuant to the Strawberry Service Agreement
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Strawberry”	Strawberry Cosmetics (Greater China) Limited, a company incorporated in Hong Kong with limited liability
“Strawberry Goods”	a variety of goods sold by Strawberry through the Strawberry Website, including without limitation skincare, make-up and haircare products, perfume, men’s cologne and health foods

“Strawberry Service Agreement”	the service agreement dated 22 March 2019 entered into between Strawberry and NB China in relation to the provision of Strawberry Services
“Strawberry Services”	services relating to the marketing and sales of Strawberry Goods through the NB Website, including (a) goods display and merchandising, goods search, purchase order creation, transaction management, payment and customer services enhancement; and (b) increasing goods exposure, integrated brand marketing, training for operations and sales, to be provided by NB China to Strawberry
“Strawberry Website”	a website with domain name http://www.strawberrynet.com owned and operated by Strawberry
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Taiwan”	Republic of China (Taiwan)
“Taiwan NB”	Natural Beauty Bio-Technology Company Limited (自然美生物科技股份有限公司), a company incorporated in Taiwan with limited liability
“Taiwan Stock Exchange”	Taiwan Stock Exchange Corporation

By order of the Board
Natural Beauty Bio-Technology Limited
LEI Chien
Chairperson

Hong Kong, 22 March 2019

As at the date of this announcement, the Board comprises Dr. Lei Chien and Mr. Pan Yi-Fan as executive directors; Mr. Hsiao Wen-Chung, Ms. Lu Yu-Min, Ms. Lin Shu-Hua and Mr. Chen Shou-Huang as non-executive directors; and Mr. Chen Ruey-Long, Mr. Lu Chi-Chant and Mr. Yang Shih-Chien as independent non-executive directors.

Unless otherwise indicated, the exchange rate of HK\$1.00 to NT\$3.9243 used in this announcement is for illustration purposes only and does not constitute a representation that any amount has been, could have been or may be converted at such or any other rates at all.