

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 announcement.*

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

**GLOBAL RADIANCE COMPANY LIMITED**

(Incorporated in the Cayman Islands)

as an exempted company 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**

**PROPOSED PRIVATISATION BY GLOBAL RADIANCE COMPANY LIMITED  
OF  
NATURAL BEAUTY BIO-TECHNOLOGY LIMITED  
BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE COMPANIES LAW OF THE CAYMAN ISLANDS)  
WITH CANCELLATION CONSIDERATION OF EITHER  
(I) CASH OF HK\$1.20 FOR EVERY SCHEME SHARE  
OR  
(II) 0.000047 HOLDCO ORD SHARES AND 0.117868 HOLDCO PREF SHARES  
PLUS CASH OF HK\$0.28  
FOR EVERY SCHEME SHARE AND THE PROPOSED CASH OFFER TO CANCEL  
ALL OUTSTANDING NBBL OPTIONS**

- (1) RESULTS OF THE COURT MEETING AND THE EGM**
- (2) RESUMPTION OF TRADING IN NBBL SHARES**

**The Scheme was not approved by the requisite majority at the Court Meeting. As a result, the EGM was adjourned indefinitely.**

The proposed privatisation of NBBL will not proceed and the listing of NBBL Shares is and will be maintained.

At the request of NBBL, trading in NBBL Shares was suspended with effect from 9:30 a.m. on Thursday, 26 February 2009, pending the release of this announcement. An application has been made to the Stock Exchange requesting the resumption of trading in NBBL Shares with effect from 9:30 a.m. on Friday, 27 February 2009.

**Pursuant to Rule 31.1 of the Takeovers Code, none of the Offeror Group Companies or any persons acting in concert with Bidco are allowed to make another offer for NBBL within 12 months from the date of this announcement, except with the consent of the Executive.**

Reference is made to the scheme document (the “**Scheme Document**”) containing, among other things, details of the Scheme issued jointly by Bidco and NBBL and despatched to NBBL Shareholders on 30 January 2009. Unless

otherwise defined herein or the context otherwise requires, capitalised terms and expressions used herein shall have the respective meanings assigned to them in the Scheme Document.

## RESULTS OF THE COURT MEETING AND THE EGM

The results of the Court Meeting, held at 11:00 a.m. on Thursday, 26 February 2009 at Room 105-106, Hoi Yat Heen, 3/F Harbour Plaza North Point, 665 King's Road, North Point, Hong Kong, are as follows:

	<b>Votes cast by Disinterested Scheme Shareholders either in person or by proxy</b>	<b>Votes cast by Disinterested Scheme Shareholders either in person or by proxy in FAVOUR of the Scheme</b>	<b>Votes cast by Disinterested Scheme Shareholders either in person or by proxy AGAINST the Scheme</b>
Number of Disinterested Scheme Shareholders	13 <i>(Note 1)</i>	10	4
Number of Disinterested Scheme Shares represented	1,856,739,721	1,346,870,908 <i>(Note 2)</i>	509,868,813 <i>(Notes 3 and 4)</i>

### Notes:

- At the Court Meeting, 10 Disinterested Scheme Shareholders voted for the Scheme and 4 Disinterested Scheme Shareholders voted against the Scheme. HKSCC Nominees Limited, being the nominee for and on behalf of certain ultimate beneficial NBBL Shareholders which holds a total of 1,856,108,813 Disinterested Scheme Shares on behalf of beneficial owners of such Disinterested Scheme Shares who voted for and against the Scheme, was counted as one Disinterested Scheme Shareholder. Accordingly, the number of Disinterested Scheme Shareholders voting either in person or by proxy at the Court Meeting totalled 13.
- Such number represents approximately 72.54% of the number of Disinterested Scheme Shares held by all Disinterested Scheme Shareholders present and voting either in person or by proxy at the Court Meeting.
- Such number represents approximately 27.46% of the number of Disinterested Scheme Shares held by all the Disinterested Scheme Shareholders present and voting either in person or by proxy at the Court Meeting.
- Such number represents approximately 25.49% of the number of Disinterested Scheme Shares held by all the Disinterested Scheme Shareholders (whether or not present and voting either in person or by proxy at the Court Meeting).
- No Disinterested Scheme Shareholders abstained from voting.

As the Scheme was not approved (by way of poll) by a majority in number of Disinterested Scheme Shareholders present and voting either in person or by proxy at the Court Meeting representing at least three-fourths in value of the

votes attaching to the Disinterested Scheme Shares that were cast either in person or by proxy by the Disinterested Scheme Shareholders at the Court Meeting and was disapproved (by way of poll) by Disinterested Scheme Shareholders holding more than 10% in value of all the Disinterested Scheme Shares held by Disinterested Scheme Shareholders (whether or not present and voting either in person or by proxy at the Court Meeting), the Scheme cannot be put into effect and hence has lapsed.

The share registrar of NBBL, Hong Kong Registrars Limited, acted as the scrutineer for the purpose of taking votes at the Court Meeting and the EGM.

The EGM was adjourned indefinitely as the Scheme was not approved by the requisite majority at the Court Meeting.

The Proposal will not be implemented as the Scheme was not approved by the requisite majority at the Court Meeting.

The Offer Period as defined in the Takeovers Code and the Scheme Document has ended.

### **SHAREHOLDERS OF NBBL**

As stated in the Scheme Document and immediately prior to the Court Meeting, so far as NBBL is aware, persons that hold more than 5% of the issued share capital of NBBL were:

<b>Name of NBBL Shareholder</b>	<b>Number of NBBL Shares owned ('000)</b>	<b>% of issued share capital (rounded up to the nearest four decimal places)</b>
Efficient Market	838,530 <i>(Note 1)</i>	41.9131
Knightcote Enterprises Limited	838,530 <i>(Note 1)</i>	41.9131
Adventa Group	236,580 <i>(Note 2)</i>	11.8252
Beautivalue Holdings Limited	236,580 <i>(Note 2)</i>	11.8252
Fortune Bright	236,580 <i>(Note 3)</i>	11.8252
Colour Shine Holdings Limited	236,580 <i>(Note 3)</i>	11.8252
Martin Currie (Holdings) Limited	174,096 <i>(Note 4)</i>	8.7020
Keywise Capital Management (HK) Limited	161,540 <i>(Note 5)</i>	8.0744
UBS AG	119,762 <i>(Note 6)</i>	5.9862

*Notes:*

1. Efficient Market is beneficially wholly-owned by Knightcote Enterprises Limited and Knightcote Enterprises Limited is therefore deemed to be interested in the 838,530,000 NBBL Shares which Efficient Market is beneficially interested in.
2. Adventa Group is beneficially wholly-owned by Beautivalue Holdings Limited and Beautivalue Holdings Limited is therefore deemed to be interested in the 236,580,000 NBBL Shares which Adventa Group is beneficially interested in.
3. Fortune Bright is beneficially wholly-owned by Colour Shine Holdings Limited and Colour Shine Holdings Limited is therefore deemed to be interested in the 236,580,000 NBBL Shares which Fortune Bright is beneficially interested in.
4. Martin Currie (Holdings) Limited was incorporated in Bermuda in October 2007. It is headquartered in Edinburgh and is the holding company of Martin Currie Ltd, and investment management services firm managing over US\$25.0 billion in funds as at 30 June 2008.
5. Keywise Capital Management (HK) Limited, headquartered in Hong Kong, is a hedge fund specialising in small-cap investments across the Greater China region, according to [www.InvestHK.gov.hk](http://www.InvestHK.gov.hk).
6. UBS AG held 120,737,000 NBBL Shares (being 6.0349% of the issued share capital of NBBL (rounded up to the nearest four decimal places) as at the date of the Scheme Document.

As at the date of the announcement, Citibank N.A., an affiliate of Citi, held 5,535,400 NBBL Shares as custodian on behalf of its clients (who are the beneficial owners thereof and who control the entire voting rights attaching thereto) and of which Citibank N.A. does not have discretionary management of, representing approximately 0.28% of the issued share capital of NBBL.

Save as disclosed above, neither the Offeror Group Companies nor persons acting in concert with Bidco owns or controls any NBBL Shares, NBBL Options or any convertible securities, warrants, options or derivatives in respect of the NBBL Shares.

As at the date of this announcement, at least 25% of NBBL's total issued share capital is held by the public as required under the Listing Rules.

**NBBL Shareholders, NBBL Optionholders and potential investors in NBBL are advised to exercise caution when dealing in NBBL Shares.**

#### **SUSPENSION AND RESUMPTION OF TRADING IN NBBL SHARES**

At the request of NBBL, trading in NBBL Shares was suspended with effect from 9:30 a.m. on Thursday, 26 February 2009, pending the release of this announcement. An application has been made to the Stock Exchange requesting the resumption of trading in NBBL Shares with effect from 9:30 a.m. on Friday, 27 February 2009.

#### **GENERAL**

As the Scheme was not approved by the requisite majority of Disinterested Scheme Shareholders at the Court Meeting, the proposed privatisation of NBBL will not proceed and the listing of NBBL Shares is and will be maintained. Pursuant to Rule 31.1 of the Takeovers Code, none of the Offeror Group Companies or any persons acting in concert with Bidco are allowed to make another offer for NBBL within 12 months from the date of this announcement, except with the consent of the Executive.

By order of the board of  
**GLOBAL RADIANCE COMPANY LIMITED**

Mr. Hans Wang Watganai  
Director

By order of the board of  
**NATURAL BEAUTY  
BIO-TECHNOLOGY LIMITED**

Mr. Yeh Liang Fei  
Independent Non-executive Director

Hong Kong, 26 February 2009

*As at the date of this announcement, the Bidco Board comprises Mr. Roy Kuan, Mr. Hans Wang Watganai, Mr. Budi Mulyana and Mr. Roger Lin.*

*As at the date of this announcement, the Holdco Board comprises Mr. Roy Kuan, Mr. Hans Wang Watganai, Mr. Budi Mulyana and Mr. Roger Lin.*

*As at the date of this announcement, the CVC Holdco Board comprises Mr. Roy Kuan, Mr. Hans Wang Watganai, Mr. Budi Mulyana and Mr. Roger Lin.*

*As at the date of this announcement, the NBBL Board comprises Dr. Tsai Yen-Yu (Chairwoman), Mr. Lee Ming Ta, Dr. Su Chien Cheng and Dr. Su Sh Hsyu as executive directors; and Mr. Yeh Liang Fei, Mrs. Chen Shieh Shu Chen and Mr. Chen Ching as independent non-executive directors.*

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

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