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**CENTER LABORATORIES, INC.**

*(Incorporated in Taiwan with limited liability)*

**FAREAST LAND DEVELOPMENT CO., LTD**

*(Incorporated in Taiwan with limited liability)*

**BABYLAND HOLDINGS LIMITED**

*(Incorporated in the BVI with limited liability)*

**YUANTA I VENTURE CAPITAL CO., LTD.**

*(Incorporated in Taiwan with limited liability)*

**YUANTA ASIA INVESTMENT LIMITED**

*(Incorporated in the BVI with limited liability)*

**YUANTA SECURITIES (HONG KONG)**

**COMPANY LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**ASEAN BIO&MEDICAL PLATFORM**

**INVESTMENT, L.P.**

*(Established in Korea as limited partnership)*

**BIOENGINE TECHNOLOGY**

**DEVELOPMENT INC.**

*(Incorporated in Taiwan with limited liability)*

**POWER POINTER LIMITED**

*(Incorporated in Hong Kong with limited liability)*



**AUSNUTRIA DAIRY CORPORATION LTD**

**澳優乳業股份有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1717)**

**JOINT ANNOUNCEMENT**

**THE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS**

**THE MANDATORY CONDITIONAL GENERAL CASH OFFER  
BY OPTIMA CAPITAL LIMITED**

**ON BEHALF OF THE JOINT OFFERORS**

**TO ACQUIRE ALL THE ISSUED SHARES OF  
AUSNUTRIA DAIRY CORPORATION LTD**

**(OTHER THAN THOSE ALREADY OWNED OR  
AGREED TO BE ACQUIRED BY THE JOINT OFFERORS AND  
PARTIES ACTING IN CONCERT WITH ANY OF THEM)**

**Financial adviser to the Joint Offerors**



**Financial adviser to the Company**



As at 4:00 p.m. on Thursday, 23 July 2015, being the First Closing Date and the date of this joint announcement, valid acceptances of the Offer have been received in respect of 72,626,733 Shares representing approximately 7.36% of the issued share capital of the Company.

As at 4:00 p.m. on Thursday, 23 July 2015, taking into account the Acceptance Shares and the 474,809,050 Shares held by the Joint Offerors and parties acting in concert with any of them, the Joint Offerors and parties acting in concert with any of them are interested in an aggregate of 547,435,783 Shares, representing approximately 55.47% of the total issued share capital of the Company. Accordingly, the Condition has been fulfilled and is declared unconditional in all respects.

The Joint Offerors and the Company jointly announce that the closing date for the Offer has been extended to Thursday, 6 August 2015 in accordance with Rule 15.3 of the Takeovers Code. The Joint Offerors reserve their rights to revise or further extend the Offer until such date as they may determine and announce with the consent of the Executive and in accordance with the Takeovers Code.

References are made to (i) the joint announcement dated 10 June 2015 jointly issued by the Joint Offerors and the Company in respect of, among other things, the Offer; and (ii) the composite offer and response document dated 2 July 2015 jointly issued by the Joint Offerors and the Company in respect of the Offer (the “**Composite Document**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

#### **LEVEL OF ACCEPTANCES**

As set out in the Composite Document, the Offer shall be conditional on valid acceptances of the Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the First Closing Date in respect of such number of Shares which, together with Shares already owned by the Joint Offerors and parties acting in concert with any of them and acquired or agreed to be acquired before or during the Offer, will result in the Joint Offerors and parties acting in concert with any of them holding more than 50% of the voting rights of the Company.

As at 4:00 p.m. on Thursday, 23 July 2015, being the First Closing Date and the date of this joint announcement, valid acceptances of the Offer have been received in respect of 72,626,733 Shares (the “**Acceptance Shares**”) representing approximately 7.36% of the issued share capital of the Company.

As at 4:00 p.m. on Thursday, 23 July 2015, taking into account the Acceptance Shares and the 474,809,050 Shares held by the Joint Offerors and parties acting in concert with any of them, the Joint Offerors and parties acting in concert with any of them are interested in an aggregate of 547,435,783 Shares, representing approximately 55.47% of the total issued share capital of the Company. Accordingly, the Condition has been fulfilled.

Immediately before the commencement of the Offer Period on 21 January 2015, the Joint Offerors and parties acting in concert with any of them were interested in 268,954,450 Shares, representing approximately 27.25% of the issued share capital of the Company. Save for (i) the acquisition of the Sale Shares, being 197,368,600 Shares in aggregate, by the Joint Offerors from the Vendor pursuant to the Agreement; (ii) the acquisition of 8,486,000 Shares by the Joint Offerors and any parties acting in concert with any of them as disclosed in the section headed “Dealing Disclosure” in the Composite Document; and (iii) the Shares validly tendered for acceptance under the Offer as disclosed above, the Joint Offerors and parties acting in concert with any of them have not acquired or agreed to acquire any Shares or the rights over Shares since the commencement of the Offer Period up to the First Closing Date. Neither the Joint Offerors nor any parties acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company since the commencement of the Offer Period up to the date of this joint announcement.

### **THE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS**

As the Condition set out in the Composite Document has now been fulfilled, the Joint Offerors announce that the Offer has become unconditional in all respects on Thursday, 23 July 2015.

### **THE OFFER REMAINS OPEN FOR ACCEPTANCE**

The Joint Offerors and the Company jointly announce that the closing date for the Offer has been extended to Thursday, 6 August 2015 in accordance with Rule 15.3 of the Takeovers Code. The Joint Offerors reserve their rights to revise or further extend the Offer until such date as they may determine and announce with the consent of the Executive and in accordance with the Takeovers Code.

### **SETTLEMENT OF THE OFFER**

Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be made to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within 7 Business Days following the later of the date of this joint announcement and the date of the receipt of duly completed acceptances together with all the valid requisite documents by the Registrar from the Independent Shareholders accepting the Offer in accordance with the Takeovers Code.

**Independent Shareholders are advised to read the Composite Document before taking any action on the Offer. Shareholders and/or potential investors should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers. The Joint Offerors and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.**

All references to times and dates contained in this joint announcement are to Hong Kong times and dates.

By order of the board of  
**Center Laboratories, Inc.**  
**Lin Jung-Chin**  
*Chairman*

By order of the Board  
**Ausnutria Dairy Corporation Ltd**  
**Yan Weibin**  
*Chairman*

By order of the board of  
**Fareast Land Development Co., Ltd**  
**Chao Wen-Chia**  
*Chairman*

By order of the board of  
**Babyland Holdings Limited**  
**Kang Pei**  
*Director*

By order of the board of  
**Yuanta I Venture Capital Co., Ltd**  
**Chan Wen-Liang**  
*Director*

By order of the board of  
**Yuanta Asia Investment Limited**  
**Kuo Ming Cheng**  
*Director*

By order of the board of  
**Yuanta Securities (Hong Kong) Company Limited**  
**Chen Miao Ju**  
*Director*

By order of  
**Asean Bio&Medical Platform Investment, L.P.**  
**Sung-Hyeok Hong**  
*Director of M-Venture Investment Inc.*  
*the general partner of Asean Bio&Medical*  
*Platform Investment, L.P.*

By order of the board of  
**Bioengine Technology Development Inc.**  
**Lin Jung-Chin**  
*Chairman*

By order of  
**Power Pointer Limited**  
**Lu I-Yen**  
*Director*

Hong Kong, 23 July 2015

## **RESPONSIBILITY STATEMENT**

### ***The Company***

*As at the date of this joint announcement, the Board comprises four executive Directors, namely Mr. Yan Weibin (Chairman), Mr. Lin Jung-Chin, Mr. Bartle van der Meer (Chief Executive Officer) and Ms. Ng Siu Hung, and three independent non-executive Directors, namely Mr. Qiu Weifa, Mr. Jason Wan and Mr. Lau Chun Fai Douglas.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (save for the information relating to the Joint Offerors and parties acting in concert with any of them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Joint Offerors and parties acting in concert with any of them) 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.*

### ***Center Lab***

*As at the date of this joint announcement, the board of Center Lab comprised seven directors, namely Mr. Lin Jung-Chin, Mr. Chen Wann-Lai, Mr. Chou Ta-Wei, Mr. Chang Po-Chih, Witty Mate Corporation (whose directors were Mr. Lee Ching-Chan, Mr. Lee Yu-shu and Mr. Lee Tsung-ting), Yuhwa Universal Co, Ltd (whose directors were Ms. Chiao Ting and Ms. Chiao Ling) and Jason Biotech Co., Ltd (whose directors were Ms. Lin O Li-Chu, Mr. Lin Hung-Hsuan and Mr. Lin Wei-Hsuan); and two independent directors, namely Mr. Chen Yung-Chang and Mr. Ho Shin-Chinn.*

*The directors of Center Lab jointly and severally accept full responsibility for the accuracy of the information (save for the information relating to the Group and the other Joint Offerors and parties acting in concert with any of them) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions (excluding those expressed by the Group and the other Joint Offerors and parties acting in concert with any of them but including those expressed by BioEngine Tech and parties acting in concert with it) 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.*

### ***Fareast LD***

*As at the date of this joint announcement, the board of Fareast LD comprised three directors, namely Mr. Chao Teng-Hsiung, Mr. Chao Wen-Chia and Ms. Chao Chen Sor. Fareast LD is wholly owned by 信宇投資股份有限公司 (Shin Yu Investment Ltd.). The board of 信宇投資股份有限公司 (Shin Yu Investment Ltd.) comprised three directors, namely Mr. Chao Teng-Hsiung, Mr. Chao Wen-Chia and Ms. Chao Chen Sor.*

*The directors of Fareast LD jointly and severally accept full responsibility for the accuracy of the information (save for the information relating to the Group and the other Joint Offerors and parties acting in concert with any of them) 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 Group and the other Joint Offerors and parties acting in concert with any of them) 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.*

*The directors of 信宇投資股份有限公司 (Shin Yu Investment Ltd.) jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (save for the information relating to the Group and the other Joint Offerors and parties acting in concert with any of them), 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 Group and the other Joint Offerors and parties acting in concert with any of them) 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 contained in this joint announcement misleading.*

### **Babyland**

*As at the date of this joint announcement, the sole director of Babyland was Mr. Kang Pei. Babyland was controlled by Chengwei Evergreen Capital, L.P., whose general partner was Chengwei Evergreen Management, LLC. The board of Chengwei Evergreen Management, LLC comprised two directors, mainly Mr. Kang Pei and Mr. Li Eric X.*

*The sole director of Babyland accepts full responsibility for the accuracy of the information (save for the information relating to the Group and the other Joint Offerors and parties acting in concert with any of them) contained in this joint announcement and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions (other than those expressed by the Group and the other Joint Offerors and parties acting in concert with any of them) 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.*

*The directors of Chengwei Evergreen Management, LLC jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (save for the information relating to the Group and the other Joint Offerors and parties acting in concert with any of them), 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 Group and the other Joint Offerors and parties acting in concert with any of them) 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 contained in this joint announcement misleading.*

### **Yuanta I Venture, Yuanta Asia and Yuanta Securities**

*As at the date of this joint announcement, the board of Yuanta I Venture comprised three directors, namely Mr. Li Ko Ming, Mr. Chan Wen Liang and Ms. Lin Tse Fen.*

*The directors of Yuanta I Venture jointly and severally accept full responsibility for the accuracy of the information (save for the information relating to the Group and the other Joint Offerors and parties acting in concert with any of them) 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 Group and the other Joint Offerors and parties acting in concert with any of them) 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.*

*As at the date of this joint announcement, the board of Yuanta Asia comprised three directors, namely Mr. Kuo Ming Cheng, Ms. Yu Hsiao Tsui and Ms. Chiu Wen Ching.*

*The directors of Yuanta Asia jointly and severally accept full responsibility for the accuracy of the information (save for the information relating to the Group and the other Joint Offerors and parties acting in concert with any of them) 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 Group and the other Joint Offerors and parties acting in concert with any of them) 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.*

*As at the date of this joint announcement, the board of Yuanta Securities comprised seven directors, namely Ms. Chen Miao Ju, Mr. Wan Siu Shun, Mr. Yiu Chi Wah, Mr. Lim Pak Fu, Mr. Wang Chun-chieh, Mr. Tan Pei San and Mr. Kuo Ming Cheng.*

*The directors of Yuanta Securities jointly and severally accept full responsibility for the accuracy of the information (save for the information relating to the Group and the other Joint Offerors and parties acting in concert with any of them) 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 Group and the other Joint Offerors and parties acting in concert with any of them) 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.*

*As at the date of this joint announcement, the board of Yuanta Financial Holding Co., Ltd. (the ultimate parent company of Yuanta I Venture, Yuanta Asia and Yuanta Securities) comprised Mr. Seetoo Dah Hsian, Mr. Lin Cheng Ji, Mr. Chilai Ping, Mr. Wang Rong Jou, Mr. Shen Ting Chien, Mr. Ma Wei Chen, Mr. Fang Jun Long, Mr. Ho Ming Heng and Mr. Chiu Hsian Dao.*

*The directors of Yuanta Financial Holding Co., Ltd. jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (save for the information relating to the Group and the other Joint Offerors and parties acting in concert with any of them), 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 Group and the other Joint Offerors and parties acting in concert with any of them) 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 contained in this joint announcement misleading.*

#### **Asean BMPI**

*Asean BMPI is a partnership and does not have directors. M-Venture Investment Inc. is the general partner. As at the date of this joint announcement, the board of M-Venture Investment Inc. comprised five directors, namely, Mr. Sung-Hyoek Hong, Mr. Jong-Il Hong, Mr. Lin Jung-Chin, Mr. Doo Seung Yang and Mr. Ki Young Lee.*

*The directors of M-Venture Investment Inc. jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (save for the information relating to the Group and the other Joint Offerors and parties acting in concert with any of them), 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 Group and the other Joint Offerors and parties acting in concert with any of them) 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 contained in this joint announcement misleading.*

### **BioEngine Tech**

*As at the date of this joint announcement, the board of BioEngine Tech comprised five directors, namely Mr. Lin Jung-Chin, Mr. Hsu Jui-Pao, Mr. Chen Chun-Hong, Mr. Lee Chung-Liang and Mr. Cheng Wann-Lai.*

*The directors of BioEngine Tech jointly and severally accept full responsibility for the accuracy of the information (save for the information relating to the Group and the other Joint Offerors and parties acting in concert with any of them) 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 Group and the other Joint Offerors and parties acting in concert with any of them) 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.*

### **Power Pointer**

*As at the date of this joint announcement, the sole director of Power Pointer was Mr. Lu I-Yen. Power Pointer was controlled by China Consumer Fund, L.P., whose general partner was Strait Capital Partners. The sole director (and the sole shareholder) of Strait Capital Partners was Strait Capital Equity Limited (the directors of which comprised Mr. Hu Ting-Wu and Mr. Lu I-Yen).*

*The sole director of Power Pointer accepts full responsibility for the accuracy of the information (save for the information relating to the Group and the other Joint Offerors and parties acting in concert with any of them) contained in this joint announcement and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions (other than those expressed by the Group and the other Joint Offerors and parties acting in concert with any of them) 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.*