

6 December 2016

Markets Announcement Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000



ASX ANNOUNCEMENT

## **Federal Court of Australia approves Scheme of Arrangement**

Vitaco Holdings Limited (ASX: VIT) (**Vitaco**) is pleased to announce that the Federal Court of Australia (**Court**) has today made orders approving the scheme of arrangement to effect the proposed acquisition of Vitaco by Zeus One Company Pty Limited ACN 615 426 545 (**Zeus One**) (an entity controlled by SIIC Medical Science and Technology (Group) Limited, a 100% subsidiary of Shanghai Pharmaceuticals Holdings Co., Ltd, and PV Zeus Limited, a 100% subsidiary of Primavera Capital Fund II L.P.), (**Scheme**).

A copy of the Court's orders were lodged with the Australian Securities and Investments Commission today and, as a result, the Scheme is now legally effective and Vitaco's shares will be suspended effective from close of trading on ASX today. A copy of the Court order is attached to this announcement.

Vitaco shareholders who hold shares on the record date for the Scheme (currently proposed as 7pm on Friday, 9 December 2016) (**Scheme Shareholders**) will be entitled to receive the Scheme consideration (in accordance with the terms of the Scheme as set out in Annexure B to the Scheme booklet dated 26 October 2016 (**Scheme Booklet**)). The Scheme consideration will be paid to Scheme Shareholders (as defined in the Scheme Booklet) on the implementation date (currently proposed as Friday, 16 December 2016).

For further information, please contact:

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- Ends -



Federal Court of Australia

District Registry: New South Wales

Division: General

No: NSD1746/2016

**IN THE MATTER OF VITACO HOLDINGS LIMITED ACN 606 826 493**

**VITACO HOLDINGS LIMITED ACN 606 826 493**

Plaintiff

**ORDER**

**JUDGE:** JUSTICE JAGOT


**DATE OF ORDER:** 06 December 2016

**WHERE MADE:** Sydney

**THE COURT ORDERS THAT:**

1. Pursuant to subsection 411(4)(b) of the *Corporations Act 2001* (Cth) (**Act**), the scheme of arrangement proposed between the Plaintiff, Vitaco Holdings Limited (ACN 606 826 493) (**Vitaco**) and
  - a. all holders of fully paid ordinary shares in Vitaco who are not Management Shareholders; and
  - b. seven nominated holders of fully paid ordinary shares in Vitaco who are members of senior management of Vitaco (**Management Shareholders**),in the form of Annexure B of the Scheme Booklet, which is Exhibit 1 in this proceeding, be approved.
2. The plaintiff lodge with the Australian Securities and Investments Commission a copy of the approved scheme of arrangement at the time of lodging a copy of these Orders.
3. Pursuant to subsection 411(12) of the Act, the Plaintiff be exempted from compliance with subsection 411(11) of the Act in relation to Order 1.
4. These Orders be entered forthwith.

**Date that entry is stamped: 6 December 2016**

  
Registrar