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Biostime International Holdings Limited

合生元國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1112)

**COMPLETION OF THE MAJOR AND CONNECTED TRANSACTION
ENTRY INTO OF THE ROLL-UP SHAREHOLDERS' AGREEMENT
FOR THE GRANT OF THE HOLDCO PUT OPTION
IN RESPECT OF THE ACQUISITION OF
APPROXIMATELY 17% EQUITY INTEREST
IN BIOSTIME AUSTRALIA HOLDINGS
FOLLOWING THE PROPOSED EXERCISE OF
ROLL-UP CALL OPTION**

Unless otherwise defined in this announcement, terms defined in the circular dated 29 August 2016 (the “**Circular**”) issued by Biostime International Holdings Limited (the “**Company**”) have the same meanings when used in this announcement.

The Board is pleased to announce that, as each of the Transactions were approved at the EGM held on 13 September 2016, all the conditions precedent to the proposed exercise of the Roll-Up Call Option as stated in the Circular have been fulfilled. The Purchaser then gave an option notice to the Target Minority Shareholders on 14 September 2016, to exercise the Roll-Up Call Option under the Roll-Up Call Option Deed, namely the right to require the Target Minority Shareholders to sell all of the shares they hold in the Target Company to the Purchaser, in exchange for an issue of shares representing an equivalent stake in Biostime Australia Holdings.

Accordingly, completion of the exercise of the Roll-Up Call Option took place on 14 September 2016. On the same date, Biostime Australia, Biostime Australia Holdings and the Target Minority Shareholders entered into the Roll-Up Shareholders' Agreement, the principal terms of which were set out in the Circular. As a result, the Purchaser directly holds the entire issued share capital of the Target Company. Biostime Australia holds approximately 83% equity interest in Biostime Australia Holdings and the Target Minority Shareholders in aggregate holds approximately 17% equity interest in Biostime Australia Holdings.

By order of the Board
Biostime International Holdings Limited
Luo Fei
Chairman

Hong Kong, 14 September 2016

As at the date of this announcement, the executive Directors of the Company are Mr. Luo Fei and Mr. Radek Sali; the non-executive Directors of the Company are Dr. Zhang Wenhui, Mr. Wu Xiong, Mr. Luo Yun and Mr. Chen Fufang; and the independent non-executive Directors of the Company are Dr. Ngai Wai Fung, Mr. Tan Wee Seng and Professor Xiao Baichun.