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BIOSTIME

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)

- (1) GRANT OF SHARE OPTIONS PURSUANT TO
SHARE OPTION SCHEME;**
**(2) GRANT OF AWARDED SHARES PURSUANT TO
THE 2011 SCHEME;**
AND
**(3) GRANT OF AWARDED SHARES PURSUANT TO
THE 2013 SCHEME**

(1) GRANT OF SHARE OPTIONS PURSUANT TO THE SHARE OPTION SCHEME

On 19 April 2017, a total of 1,927,499 share options to subscribe for the Shares were granted, subject to acceptance of the grantees of the share options, under the share option scheme adopted by the Company on 25 November 2010.

(2) GRANT OF AWARDED SHARES PURSUANT TO THE 2011 SCHEME

On 19 April 2017, the Board has resolved to grant and granted a total of 111,108 2011 Awarded Shares (i.e. the 2017 Batch 1 Awarded Shares), to one Selected Participant by way of allocation of a combination of (i) 2011 Returned Shares, which were 2011 Awards previously granted to certain Selected Participants that did not vest, and (ii) Shares previously purchased by the 2011 Scheme Trustee which were not yet granted, currently held by the 2011 Scheme Trustee, pursuant to the 2011 Scheme, conditional upon the execution by such 2017 Batch 1 Awarded Participant of acceptance of the grant letters in relation to the 2017 Batch 1 Awarded Shares. In accordance with the 2011 Scheme, the 2011 Scheme Trustee shall transfer such Shares to the 2017 Batch 1 Award Participant at no consideration upon the satisfaction of the relevant vesting conditions specified by the Board.

(3) GRANT OF AWARDED SHARES PURSUANT TO THE 2013 SCHEME

On 19 April 2017, the Board has also resolved to grant and granted the 2017 Batch 2 Awarded Shares, comprising a total of 81,992 2013 Awarded Shares, to 6 Selected Participants by way of allotment of new Shares pursuant to the 2013 Scheme and the general mandate granted by the shareholders of the Company at the annual general meeting held on 13 May 2016, conditional upon (i) the execution by such 2017 Batch 2 Awarded Participants of acceptance of the grant letters in relation to the 2017 Batch 2 Awarded Shares and (ii) the granting of the listing of, and permission to deal in such 2017 Batch 2 Awarded Shares by the Stock Exchange.

Pursuant to the 2013 Scheme, the Board will cause to be paid the subscription money for such 2017 Batch 2 Awarded Shares from the Company's resources into the Account. The 2013 Scheme Trustee shall subscribe for such number of the 2017 Batch 2 Awarded Shares in cash. Upon the allotment of such number of the 2017 Batch 2 Awarded Shares, the 2013 Scheme Trustee shall hold such Shares on trust for the 2017 Batch 2 Award Participants and shall transfer such Shares to the Batch 2 Award Participants at no consideration upon the satisfaction of the relevant vesting conditions specified by the Board.

The total number of Shares available for 2013 Awards under the 2013 Scheme was 2,374,255 as at 19 April 2017 before the granting of the 2017 Batch 2 Awarded Shares, and shall not exceed 1.5% of the issued share capital of the Company as at the date of adoption of the 2013 Scheme. Following the granting of the 2017 Batch 2 Awarded Shares, there remains 2,292,263 Shares available under the 2013 Scheme for further grant of 2013 Award(s) by the Board.

(1) GRANT OF SHARE OPTIONS PURSUANT TO THE SHARE OPTION SCHEME

On 19 April 2017, 1,927,499 share options (the "**Share Options**") to subscribe for the Shares were granted, subject to acceptance of the grantees, under the share option scheme adopted by the Company on 25 November 2010.

Each Share Option shall entitle the holder of the Share Option to subscribe for one Share upon exercise of such Share Option at an exercise price of HK\$25.75 per Share, which represents the highest of (1) the nominal value of a Share; (2) the closing price of HK\$25.00 per Share as stated in the daily quotation sheets issued by the Stock Exchange on 19 April 2017; and (3) the average closing price of HK\$25.75 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant.

Among the 1,927,499 Share Options, 1,477,499 Share Options (the “**Group 1 Share Options**”) were granted to 56 eligible participants of the Share Option Scheme, out of which 3 grantees are directors of certain indirect subsidiaries of the Company (and otherwise not connected persons of the Company) and 53 are employees of the Group. The Group 1 Share Options shall vest in accordance with the timetable below with a 6-year exercise period:

Vesting Date	Amount of the Share Options to vest
1 April 2018	50% of the Group 1 Share Options granted
1 April 2019	50% of the Group 1 Share Options granted

Other than the 3 grantees who are directors of certain indirect subsidiaries of the Company and are otherwise not connected persons of the Company as disclosed above, none of the grantees of the Group 1 Share Options is a director, chief executive or substantial shareholder of the Company, or their respective associates (as defined in the Listing Rules).

Among the 1,927,499 Share Options, 450,000 Share Options (the “Group 2 Share Options”) were granted to three directors of the Company. The Group 2 Share Options shall vest in accordance with the timetable below with a 6-year exercise period:

Vesting Date	Amount of the Share Options to vest
1 April 2018	One-third of the Group 2 Share Options granted
1 April 2019	One-third of the Group 2 Share Options granted
1 April 2020	One-third of the Group 2 Share Options granted

The name, position and entitlement of each grantee of the Group 2 Share Options are as follows:

Name of Director	Position held with the Company	Number of Options
Dr. Ngai Wai Fung	Independent Non-executive Director	150,000
Mr. Tan Wee Seng	Independent Non-executive Director	150,000
Professor Xiao Baichun	Independent Non-executive Director	150,000

The grant of Share Options to each of the grantees of the Group 2 Share Options has been approved by the independent non-executive directors of the Company (with the respective independent non-executive director abstaining from voting on the relevant resolution approving the grant of Share Options to him).

(2) GRANT OF AWARDED SHARES PURSUANT TO THE 2011 SCHEME

Reference is made to the 2011 Scheme.

On 19 April 2017, the Board has resolved to grant and granted a total of 111,108 2011 Awarded Shares (i.e. the 2017 Batch 1 Awarded Shares), to one Selected Participant, who is a director of certain indirect subsidiaries of the Company (and would otherwise not be a connected person of the Company), by way of allocation of a combination of (i) 2011 Returned Shares, which were the 2011 Awards previously granted to certain Selected Participants that did not vest, and (ii) Shares previously purchased by the 2011 Scheme Trustee which were not yet granted, currently held by the 2011 Scheme Trustee pursuant to the 2011 Scheme, conditional upon the execution by such 2017 Batch 1 Awarded Participant of acceptance of the grant letters in relation to the 2017 Batch 1 Awarded Shares. The 2017 Batch 1 Awarded Shares are granted for the purpose of providing incentive to the grantee for his continued contribution to the Group.

In accordance with the 2011 Scheme, the 2011 Scheme Trustee shall transfer such Shares to the 2017 Batch 1 Award Participant at no consideration upon the satisfaction of the relevant vesting conditions specified by the Board.

Subject to the terms of the 2011 Scheme, the 2017 Batch 1 Awarded Shares will vest on 1 April 2018.

To the best of the knowledge, information and belief of the directors of the Company having made all reasonable enquiry, the 2011 Scheme Trustee is a third party independent of the Company and is not a connected person of the Company, or a director or a substantial shareholder (as defined under the Listing Rules) of the Group.

To the best of the knowledge, information and belief of the directors of the Company having made all reasonable enquiry, the 2017 Batch 1 Award Participant is not a director of the Company or a substantial shareholder (as defined under the Listing Rules) of the Group.

(3) GRANT OF AWARDED SHARES PURSUANT TO THE 2013 SCHEME

Reference is made to the 2013 Scheme.

On 19 April 2017, the Board has also resolved to grant and granted the 2017 Batch 2 Awarded Shares, comprising a total of 81,992 2013 Awarded Shares, to 6 Selected Participants, who are employees of the Group, by way of allotment of new Shares pursuant to the 2013 Scheme and the general mandate granted by the shareholders of the Company at the annual general meeting held on 13 May 2016, conditional upon (i) the execution by such 2017 Batch 2 Awarded Participants of acceptance of the grant letters in relation to the 2017 Batch 2 Awarded Shares and (ii) the granting of the listing of, and permission to deal in such 2017 Batch 2 Award Participants by the Stock Exchange. The 2017 Batch 2 Awarded Shares are granted for the purpose of providing incentive to the 2017 Batch 2 Award Participants for their continued contribution to the Group.

Except for 1,051,279 2013 Awarded Shares to be allotted pursuant to the grant under the 2013 Scheme as disclosed in the announcement of the Company dated 23 December 2016 and the grant of the 2017 Batch 2 Awarded Shares as disclosed in this announcement, the aforesaid general mandate has not been used by the Board for other purposes as at the date of this announcement.

Pursuant to the 2013 Scheme, the Board shall cause to be paid the subscription money for such 2017 Batch 2 Awarded Shares from the Company's resources into the Account. The 2013 Scheme Trustee shall subscribe for such number of the 2017 Batch 2 Awarded Shares in cash. Upon the allotment of such number of the 2017 Batch 2 Awarded Shares, the 2013 Scheme Trustee shall hold such Shares on trust for the 2017 Batch 2 Award Participants and shall transfer such Shares to the 2017 Batch 2 Award Participants at no consideration upon the satisfaction of the relevant vesting conditions specified by the Board.

These 2017 Batch 2 Awarded Shares, when issued and fully paid, will rank pari passu among themselves and with the Shares in issue as at the date of this announcement, with the right to receive all dividends and other distributions declared, made or paid on or after the date of allotment. Pursuant to the 2013 Scheme, the 2013 Scheme Trustee however shall not exercise the voting rights in respect of any Shares held by it on trust.

Application will be made by the Company to the Stock Exchange for the granting of the listing of, and permission to deal in, such number of the 2017 Batch 2 Awarded Shares.

Subject to the terms of the 2013 Scheme, the 2017 Batch 2 Awarded Shares will vest on 1 April 2018.

Further information relating to the issue of these 2017 Batch 2 Awarded Shares pursuant to the 2013 Scheme is set out below:

Securities to be issued:	81,992 Shares
Issue price (net):	Shares shall be allotted to the 2013 Scheme Trustee at nominal value
Funds to be raised:	Nil

Note: HK\$819.92, which is the total nominal value of such number of the 2017 Batch 2 Awarded Shares to be issued, shall be paid from the Company's resources into the Account and shall be used by the 2013 Scheme Trust as subscription money for such Shares

Reasons for the issue:	To recognise the contributions made by the Selected Participants and to attract and retain talent for the continuous operations and development of the Group
Identity of the allottee:	2013 Scheme Trustee, which will hold the 2017 Batch 2 Awarded Shares on trust for the 2017 Batch 2 Award Participants
Market price of the Shares:	HK\$25.00, being the closing price of the Shares as at 19 April 2017
Fund raising activities in the past 12 months:	The Company has not engaged in any fund raising activities by any issue of Shares or any other equity securities in the 12 months immediately preceding the date of this announcement.

The total number of Shares available for 2013 Awards under the 2013 Scheme was 2,374,255 as at 19 April 2017 before the granting of the 2017 Batch 2 Awarded Shares, and shall not exceed 1.5% of the issued share capital of the Company as at the date of adoption of the 2013 Scheme. Following the granting of the 2017 Batch 2 Awarded Shares, there remains 2,292,263 Shares available under the 2013 Scheme for further 2013 Awards by the Board.

The 2017 Batch 2 Award Participants are employees of the Group. To the best of the knowledge, information and belief of the directors of the Company having made all reasonable enquiry, 2013 Scheme Trustee and the 2017 Batch 2 Award Participants are third parties independent of the Company and are not connected persons of the Company, and none of them is a director or a substantial shareholder (as defined under the Listing Rules) of the Group.

DEFINITIONS

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

“2011 Returned Shares”	2011 Awards previous granted to certain Selected Participant that did not vest and are currently held by the 2011 Scheme Trustee pursuant to the 2011 Scheme
“2011 Scheme”	the 2011 Share Award Scheme of the Company adopted by the Board on 28 November 2011 (as amended on 30 March 2012)
“2011 Scheme Trustee”	HSBC Trustee (Hong Kong) Limited, the trustee of trust set up in connection with the 2011 Scheme
“2013 Scheme”	the 2013 Share Award Scheme of the Company adopted by the Board on 29 November 2013 (as amended on 14 May 2015)
“2013 Scheme Trustee”	BOCI-Prudential Trustee Limited, the trustee of the trust set up in connection with the 2013 Scheme
“2011 Award(s)”	award(s) of Shares by the Company to any Selected Participant(s) under the 2011 Scheme
“2011 Awarded Shares”	in respect of any Selected Participant(s), such number of Shares determined by the Board and granted to such Selected Participant(s) pursuant to the 2011 Scheme
“2013 Award(s)”	an award(s) of Shares by the Company to any Selected Participant(s) under the 2013 Scheme
“2013 Awarded Shares”	in respect of any Selected Participant(s), such number of Shares determined by the Board and granted to such Selected Participant(s) pursuant to the 2013 Scheme

“2017 Batch 1 Awarded Shares”	a total of 111,108 2011 Awarded Shares granted to the 2017 Batch 1 Award Participants on 19 April 2017, conditional upon the execution by such Selected Participant of acceptance of the grant letters
“2017 Batch 1 Award Participant”	The one Selected Participant who is granted the 2017 Batch 1 Awarded Shares
“2017 Batch 2 Awarded Shares”	a total of 81,992 2013 Awarded Shares granted to the 2017 Batch 2 Award Participants on 19 April 2017, conditional upon the execution by such Selected Participant of acceptance of the grant letters
“2017 Batch 2 Award Participants”	The six Selected Participants who are granted the 2017 Batch 2 Awarded Shares
“Account”	the bank account opened in the name of the Company to be operated solely for the purposes of operating the 2013 Scheme and the funds thereof to be held on trust by the Company for the Selected Participants
“Board”	the board of Directors
“Company”	Biostime International Holdings Limited (合生元國際控股有限公司), a limited liability incorporated in the Cayman Islands, the shares of which are listed on the Stock Exchange
“Date of Grant”	19 April 2017, being the date of the grant of the Share Options
“Eligible Participants”	any bona fide employee or any consultant, adviser or agent of the Company or of any subsidiary, excluding any connected person (as defined in Chapter 14A under the Listing Rules) of the Group from time to time, provided always that such term shall exclude any person who at the relevant time has tendered his resignation or who is working out his period of notice pursuant to his employment contract or service contract or otherwise
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Selected Participant(s)”	Eligible Participants from time to time selected by the Board for participation in the 2011 Scheme or the 2013 Scheme, as applicable
“Share(s)”	ordinary shares of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 19 April 2017

As at the date of this announcement, the executive director of the Company is Mr. Luo Fei; 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.