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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)**

## **ANNOUNCEMENT**

### **Bonds Transfer Agreement**

Reference is made to the announcements of Biostime International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 2 July 2013 and 30 July 2013, respectively (the “**Announcements**”), relating to the Framework Agreement and Bond Subscription Agreement entered into between the Group and ISM. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company would like to announce that for the purpose of internal restructuring, the Company intended that Biostime Hong Kong will serve as the investment vehicle regarding the Group’s investments in the Bonds issued or to be issued by ISM, instead of Biostime Investment. Accordingly, on 17 December 2013, Biostime Investment, Biostime Hong Kong and ISM entered into a bonds transfer agreement (the “**Bonds Transfer Agreement**”), pursuant to which Biostime Investment will transfer all the 5,825,692 Bonds in Tranche A issued by ISM to Biostime Hong Kong, and will assign to Biostime Hong Kong all the rights, and Biostime Hong Kong will assume all the obligations of Biostime Investment, under the Bond Subscription Agreement, including without limitation, rights and obligations in relation to the subscription of 5,825,692 Bonds in Tranche B and 5,825,691 Bonds in Tranche C with effect from 17 December 2013, at a consideration of EUR5,825,692 (approximately HK\$62,122,266.64) in aggregate. All costs, fees as well as taxes relating to the execution of the Bonds Transfer Agreement will be borne by Biostime Hong Kong.

\* *For the purpose of this announcement, the exchange rate of EUR1 = HK\$10.6635 has been used for currency translation, where applicable. Such exchange rate is for illustration purposes and does not constitute representations that any amount in EUR or HK\$ have been, could have been or may be converted at such rate.*

By Order of the Board  
**Biostime International Holdings Limited**  
**Luo Fei**  
*Chairman*

Hong Kong, 17 December 2013

*As at the date of this announcement, the executive Directors of the Company are Mr. Luo Fei and Ms. Kong Qingjuan; 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.*