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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)**

**GRANT OF AWARDED SHARES PURSUANT TO  
2011 SHARE AWARD SCHEME**

On 31 December 2015, the Board (including all independent non-executive Directors), based on the recommendation by the remuneration committee of the Board of the Company, resolved to grant a total of 932,817 Awarded Shares to 11 employees who are Eligible Persons pursuant to the 2011 Scheme and among whom, (i) Mr. Luo Fei is the chief executive officer, an executive Director and the chairman of the Company, (ii) Ms. Kong Qingjuan is the chief operating officer and an executive Director of the Company, (iii) 4 Participants are directors of subsidiaries of the Company; and (iv) the remaining 5 Participants are not connected persons (as defined in the Listing Rules).

Reference is made to the announcements of Biostime International Holdings Limited (the “**Company**”) dated 28 November 2011 and 30 March 2012 (the “**Announcements**”) relating to the adoption of a share award scheme (the “**2011 Scheme**”) of the Company and amendment to the 2011 Scheme. Unless otherwise defined in this announcement, capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcements.

On 31 December 2015, the Board (including all independent non-executive Directors), based on the recommendation by the remuneration committee of the Board of the Company, resolved to grant a total of 932,817 shares of the Company (the “**Awarded Shares**”) to 11 employees who are Eligible Persons pursuant to the 2011 Scheme and among whom, (i) Mr. Luo Fei is the chief executive officer, an executive Director and the chairman of the Company, (ii) Ms. Kong Qingjuan is the chief operating officer and an executive Director of the Company, (iii) 4 Participants are directors of subsidiaries of the Company and are not connected persons of the Company at the Company’s level, and (iv) the remaining 5 Participants are not connected persons (as defined in the Listing Rules). Details of the grant are as follows:

<b>Name of Participants</b>	<b>No. of Awarded Shares</b>	<b>Vesting Date</b>
Mr. Luo Fei	138,031	31 December 2016
Ms. Kong Qingjuan	102,994	31 December 2016
4 Participants who are directors of subsidiaries of the Company and are not connected persons of the Company at the Company’s level	619,685	31 December 2016
Remaining 5 Participants who are Eligible Persons and are not connected persons (as defined in the Listing Rules)	72,107	31 December 2016

The closing price of the Shares of the Company on the date of grant of the Awarded Shares is HK\$15.98. Pursuant to the 2011 Scheme, the grant of the said Awarded Shares was made by the Board by way of allocation of shares previously awarded under the 2011 Scheme which did not vest and were lapsed and which are currently held by the Trustee. Pursuant to the rules of the 2011 Scheme, the Awarded Shares have been granted to the grantees of such Awarded Shares for no consideration.

As Mr. Luo Fei is the chief executive officer and an executive Director of the Company, Ms. Kong Qingjuan is an executive Director of the Company and 4 Participants are directors of subsidiaries of the Company, they are connected persons of the Company. The grant of Awarded Shares to Mr. Luo Fei and Ms. Kong Qingjuan has been approved by the independent non-executive Directors of the Company as required under the 2011 Scheme. Each of Mr. Luo Fei and Ms. Kong Qingjuan has abstained from voting so far as the resolution for the approval of the grant of Awarded Shares to each of them was concerned.

The grant of Awarded Shares to each of Mr. Luo Fei and Ms. Kong Qingjuan forms part of their remunerations under their respective service contracts entered into with the Company and therefore is exempt from the reporting, announcement and independent shareholders' approval requirements pursuant to Rules 14A.73(6) and 14A.95 of the Listing Rules. The grant of Awarded Shares to the 4 directors of subsidiaries of the Company is exempt from the reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.76(1)(b) of the Listing Rules as all the relevant percentage ratios under the Listing Rules for the grant of Awarded Shares are less than 1% and they are connected persons of the Company at the subsidiary level.

**Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 31 December 2015

*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.*