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**BIOSTIME INTERNATIONAL HOLDINGS LTD.**

**合生元國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 01112)**

**ACCEPTANCE AMOUNT, PURCHASE PRICE AND RESULTS OF THE OFFER  
TO REPURCHASE FOR CASH  
THE COMPANY’S HK\$3.1 BILLION  
ZERO COUPON CONVERTIBLE BONDS DUE 2019**

This announcement is made by Biostime International Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 6 June 2016 in respect of the Offer (the “**Previous Announcement**”). Capitalised terms used and not otherwise defined in this announcement have the meanings ascribed to them in the Previous Announcement.

The Board is pleased to announce that following the expiration of the Offer at 16:00 hours (London time) on 14 June 2016:

- (a) the Company will accept for purchase valid tenders of the Convertible Bonds pursuant to the Offer (subject to satisfaction of certain conditions, including, without limitation, the New Issue Condition (as defined below) and the Transaction Conditions) and the Acceptance Amount is HK\$1,814,000,000; and
- (b) the Purchase Price is HK\$2,140,000 for each HK\$2,000,000 in principal amount of the Convertible Bonds and the Company will accept Tender Instructions validly submitted at Offer Prices equal to or below the Purchase Price or pursuant to Non-Competitive Offers, in each case, in full without pro-ration.

**The Offer is conditional, amongst other conditions, on (i) the pricing, issue and settlement of the Senior Notes prior to the Settlement Date (as defined below) on terms satisfactory to the Company in its sole and absolute discretion (the “*New Issue Condition*”) and (ii) the Transaction Conditions. Subject to the satisfaction (or, in the case of the Transaction Conditions only, waiver) of the New Issue Condition and the Transaction Conditions, the settlement date of the Offer is expected to be 22 June 2016 (the “*Settlement Date*”). For the avoidance of doubt, the New Issue Condition may not be waived by the Company. Shareholders and potential investors are urged to exercise caution when dealing in the shares and other securities of the Company.**

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the Previous Announcement. Capitalised terms used and not otherwise defined in this announcement have the meanings ascribed to them in the Previous Announcement.

## **ACCEPTANCE AMOUNT, PURCHASE PRICE AND RESULTS OF THE OFFER**

The Board is pleased to announce that following the expiration of the Offer at 16:00 hours (London time) on 14 June 2016:

- (a) the Company will accept for purchase valid tenders of Convertible Bonds pursuant to the Offer (subject to satisfaction of certain conditions, including, without limitation, the New Issue Condition and the Transaction Conditions) and the Acceptance Amount is HK\$1,814,000,000; and
- (b) the Purchase Price is HK\$2,140,000 for each HK\$2,000,000 in principal amount of the Convertible Bonds and the Company will accept Tender Instructions validly submitted at Offer Prices equal to or below the Purchase Price or pursuant to Non-Competitive Offers, in each case, in full without pro-ration.

The Offer is conditional, amongst other conditions, on (i) the New Issue Condition and (ii) the Transaction Conditions. Subject to the satisfaction (or, in the case of the Transaction Conditions only, waiver) of the New Issue Condition and the Transaction Conditions, the settlement date of the Offer is expected to be on the Settlement Date. For the avoidance of doubt, the New Issue Condition may not be waived by the Company.

If (a) the Convertible Bonds validly tendered in the Offer are accepted for purchase by the Company and (b) the New Issue Condition and the relevant Transaction Conditions are satisfied (or waived in the case of the Transaction Conditions only), the Purchase Consideration for the Convertible Bonds accepted for purchase pursuant to the Offer will be paid on the Settlement Date.

Any Convertible Bonds purchased pursuant to the Offer will be cancelled by the Company in accordance with the terms and conditions of the Bonds. Convertible Bonds that are not tendered and accepted for purchase pursuant to the Offer will remain outstanding.

## **GENERAL**

Reference is made to the Previous Announcement, which contained an extract of certain corporate and financial information regarding the Group, which included certain information that has not previously been made public.

**The Offer is conditional, amongst other conditions, on (i) the New Issue Condition and (ii) the Transaction Conditions. Subject to the satisfaction (or, in the case of the Transaction Conditions only, waiver) of the New Issue Condition and the Transaction Conditions, the settlement date of the Offer is expected to be on the Settlement Date. For the avoidance of doubt, the New Issue Condition may not be waived by the Company. Shareholders and potential investors are urged to exercise caution when dealing in the shares and other securities of the Company.**

## **DEFINITIONS**

“Acceptance Amount”	HK\$1,814,000,000, being the aggregate principal amount of the Convertible Bonds validly tendered pursuant to the Offer that the Company has determined that it will accept for purchase pursuant to the Offer
“Board”	the board of Directors
“Company”	Biostime International Holdings Limited (合生元國際控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability and whose shares are listed on the Stock Exchange
“Convertible Bonds”	the Company’s HK\$3,100,000,000 zero coupon convertible bonds due 2019
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the official currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Maximum Purchase Price”	HK\$2,150,000 for each HK\$2,000,000 in principal amount of the Convertible Bonds
“Minimum Purchase Price”	HK\$2,110,000 for each HK\$2,000,000 in principal amount of the Convertible Bonds

“Non-Competitive Offer”	a Tender Instruction which specifies the aggregate principal amount of the Convertible Bonds tendered pursuant to such Tender Instruction, but which either (i) does not specify an Offer Price for such Convertible Bonds; or (ii) specifies an Offer Price less than or equal to the Minimum Purchase Price for such Convertible Bonds
	Each Tender Instruction that does not specify a purchase price for the Convertible Bonds which are the subject of the Tender Instructions will be deemed to have specified an Offer Price equal to the Minimum Purchase Price
“Offer”	an offer to repurchase for cash the Convertible Bonds
“Offer Price”	the price specified (or deemed to be specified) by a bondholder for each specified denomination of HK\$2,000,000 in a Tender Instruction in an amount divisible by HK\$2,500 (which is not less than the Minimum Purchase Price and not greater than the Maximum Purchase Price) for the Convertible Bonds which are the subject of the relevant Tender Instruction that such bondholder would be willing to accept as the Purchase Price in respect of such Convertible Bonds. If the Offer Price specified in any Tender Instruction is not an amount divisible by HK\$2,500, it will be rounded up to the nearest HK\$2,500
“PRC”	the People’s Republic of China (excluding, for the purpose of this announcement, Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan)
“Purchase Consideration”	an amount in cash (rounded to the nearest cent with half a cent rounded upwards) calculated by applying the Purchase Price to each specified denomination (being each HK\$2,000,000 in aggregate principal amount) of Convertible Bonds validly tendered by a bondholder and accepted for purchase by the Company.

“Purchase Price”	HK\$2,140,000, being the amount payable by the Company for each HK\$2,000,000 in principal amount of the Convertible Bonds validly tendered and accepted by it for purchase pursuant to the Offer, which has been determined by the Company in the manner described in the Tender Offer Memorandum
“Regulation S”	Regulation S under the U.S. Securities Act
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“United States”	United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended

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

Hong Kong, 15 June 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.*