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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)

VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION IN RELATION TO THE ACQUISITION OF THE REMAINING APPROXIMATELY 17% EQUITY INTEREST IN BIOSTIME AUSTRALIA HOLDINGS

THE 17% ACQUISITION

On 15 December 2016, the Company (as purchaser) and the Target Minority Shareholders (as sellers) entered into the Share Sale Agreement, pursuant to which each of the Target Minority Shareholders has conditionally agreed to sell, and the Company has conditionally agreed to acquire, by itself or through its subsidiary, a total of approximately 17% equity interest in Biostime Australia Holdings for a consideration of AUD311.3 million (equivalent to approximately HKD1,808.7 million).

Completion of the 17% Acquisition is subject to the fulfilment of certain conditions as further described in this announcement. Upon completion of the 17% Acquisition, the Company's equity interest in Biostime Australia Holdings will increase from approximately 83% to 100%, and the financial information of the BAH Group will continue to be consolidated into the accounts of the Group.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as calculated under Rule 14.07 of the Listing Rules) in respect of the 17% Acquisition, when aggregated with the 83% Acquisition pursuant to Rule 14.22 of the Listing Rules, exceeds 100%, the 17% Acquisition constitutes a very substantial acquisition for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, Radek Sali is a director of the Company and therefore a connected person of the Company. Accordingly, the acquisitions of the equity interests in Biostime Australia Holdings, as part of the 17% Acquisition, from the associates of Radek Sali which are amongst the Target Minority Shareholders (namely, Kednel Pty Ltd (as trustee for the Sali Investment Trust) and Super Radek Pty Ltd (as trustee for the Super Radek Superannuation Fund)) (the “**Acquisitions from Radek Sali**”) constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As the 17% Acquisition is conducted on normal commercial terms and each of the applicable percentage ratios (as calculated under Rule 14.07 of the Listing Rules) in respect of the Acquisitions from Radek Sali is more than 0.1% but less than 5%, pursuant to Rule 14A.76(2) of the Listing Rules, the Acquisitions from Radek Sali are exempt from the circular (including independent financial advice) and shareholders’ approval requirements under Chapter 14A of the Listing Rules.

Furthermore, as at the date of this announcement, each of Stephen Ring (with Adem Karafili being his alternate director) and Ulrich Algreen Irgens is a director of certain subsidiaries of the Company and therefore a connected person of the Company at the subsidiary level. Accordingly, the acquisitions of the equity interests in Biostime Australia Holdings, as part of the 17% Acquisition, from Fiske Pty Ltd (as trustee for the Ring Family Trust, and thus an associate of Stephen Ring), Ankara Holdings Pty Ltd (as trustee for the Ankara Family Trust, and thus an associate of Adem Karafili) and Ulrich Algreen Irgens (the “**Acquisitions from Directors at Subsidiary Level**”) constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

Given that each of Stephen Ring, Adem Karafili and Ulrich Algreen Irgens is a connected person at the subsidiary level only, pursuant to Rule 14A.101 of the Listing Rules, the Acquisitions from Directors at Subsidiary Level are exempt from the circular, independent financial advice and shareholders’ approval requirements, as (i) the Board has approved the 17% Acquisition; and (ii) the independent non-executive Directors have confirmed that the terms of the 17% Acquisition are fair and reasonable, and the 17% Acquisition is conducted on normal commercial terms and is in the interests of the Company and the Shareholders as a whole.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, other than Kednel Pty Ltd (as trustee for the Sali Investment Trust), Super Radek Pty Ltd (as trustee for the Super Radek Superannuation Fund), Fiske Pty Ltd (as trustee for the Ring Family Trust), Ankara Holdings Pty Ltd (as trustee for the Ankara Family Trust) and Ulrich Algreen Irgens, each of the Target Minority Shareholders and their respective ultimate beneficial owners is a third party independent of the Company and its connected persons.

DISPATCH OF THE CIRCULAR AND THE EGM

The Company will convene an EGM for the Shareholders to consider and, if thought fit, approve relevant matters in relation to the 17% Acquisition. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder apart from all the Target Minority Shareholders and their respective associates if they hold any Shares should abstain from voting on the resolutions approving the 17% Acquisition.

The Controlling Shareholder, holding approximately 71.38% of the total issued share capital of the Company as at the date of this announcement, has irrevocably undertaken to vote in favour of the relevant resolution(s) to be proposed at the EGM to approve the 17% Acquisition.

A circular containing, among others, (i) details of the 17% Acquisition; (ii) basic information of the BAH Group and the Swisse Group; and (iii) notice of the EGM is expected to be despatched to the Shareholders on or before 30 December 2016.

Completion of the 17% Acquisition is subject to the fulfilment of certain conditions and, accordingly, may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares and other securities of the Company.

INTRODUCTION

References are made to the announcement of the Company dated 17 September 2015 and the circular of the Company dated 9 November 2015, in relation to, among other things, the acquisition by the Company of approximately 83% equity interest in Swisse Wellness pursuant to the terms and conditions of the Previous Share Sale Agreement.

The 83% Acquisition completed on 30 September 2015 and, since then, the Company holds an approximate 83% effective equity interest in the Swisse Group and the financial results of the Swisse Group have been consolidated into the accounts of the Group.

References are also made to the announcement of the Company dated 19 July 2016 and the circular of the Company dated 29 August 2016 (the “**Roll-Up Circular**”), in relation to, among other things, the exercise of the roll-up call option (as defined and described in the Roll-Up Circular) by Biostime Australia Investment, to require the Target Minority Shareholders to sell all of the shares they continued to hold in Swisse Wellness after completion of the 83% Acquisition to Biostime Australia Investment, in exchange for an issue of shares representing an equivalent stake in Biostime Australia Holdings.

The exercise of the roll-up call option completed 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 (as defined and described in the Roll-Up Circular). As a result, Biostime Australia Investment directly holds the entire issued share capital of Swisse Wellness. 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.

THE SHARE SALE AGREEMENT

Date: 15 December 2016

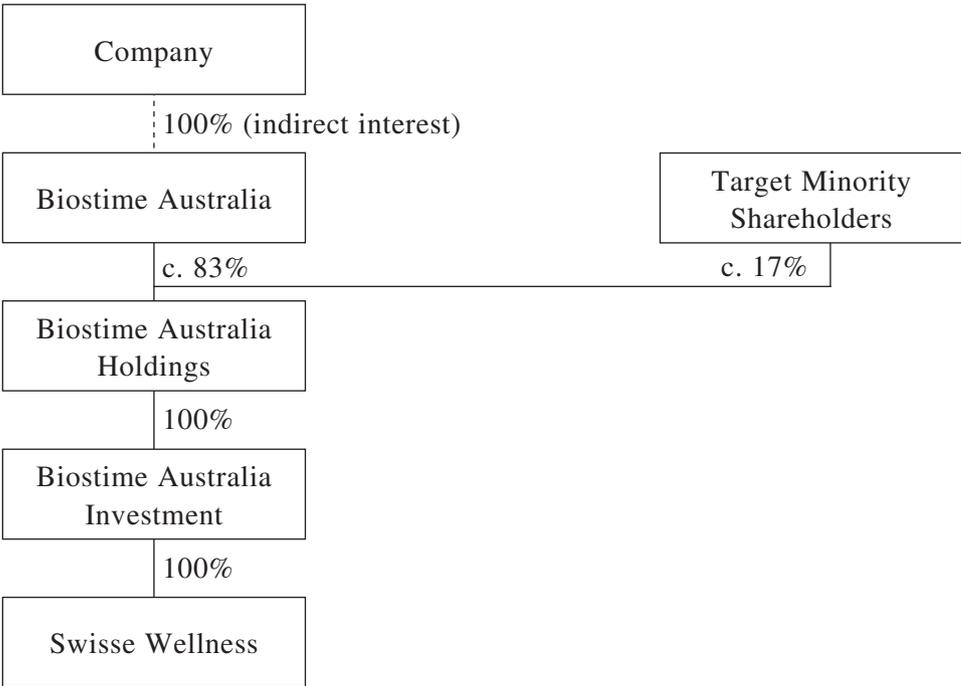
Parties: (i) the Company, as purchaser; and
(ii) the Target Minority Shareholders, as sellers.

The 17% Acquisition

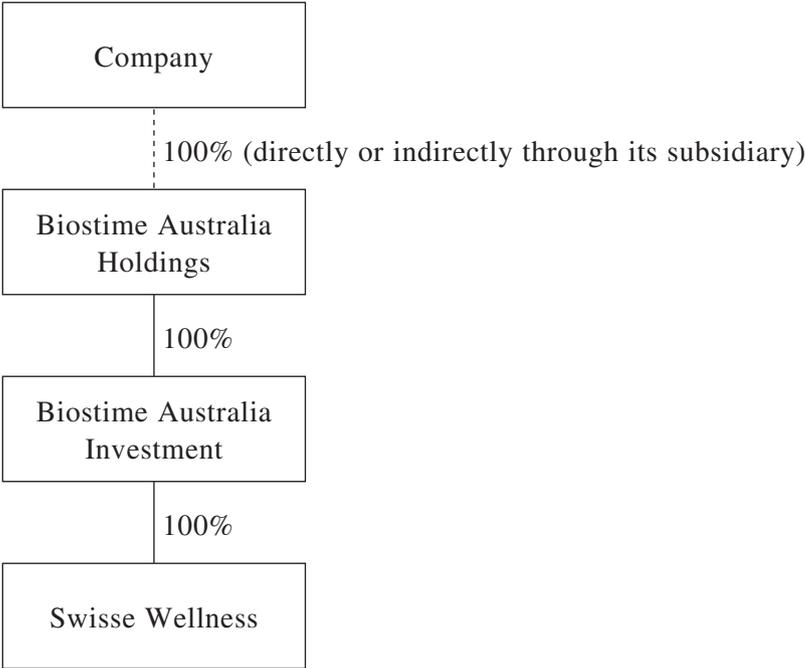
Each of the Target Minority Shareholders has conditionally agreed to sell, and the Company has conditionally agreed to acquire, by itself or through its subsidiary, a total of approximately 17% equity interest in Biostime Australia Holdings. The sale by each of the Target Minority Shareholders will be conducted on an individual and separate basis, and not inter-conditional with the sale by any or all of the other Target Minority Shareholders.

Set out below is a simplified shareholding structure of Biostime Australia Holdings, Biostime Australia Investment and Swisse Wellness (i) as at the date of this announcement; and (ii) immediately upon completion of the 17% Acquisition.

(i) *As at the date of this announcement*



(ii) *Immediately upon completion of the 17% Acquisition*



Consideration

Pursuant to the Share Sale Agreement, the cash consideration payable by the Company to the Target Minority Shareholders for the 17% Acquisition is AUD311.3 million (equivalent to approximately HKD1,808.7 million).

The consideration for the 17% Acquisition was determined after arm’s length negotiations between the parties to the Share Sale Agreement with reference to the consideration for the 83% Acquisition, the business prospects, financial position and performance of the Swisse Group, and the reasons and benefits to be derived from undertaking the 17% Acquisition as described below. The consideration will be funded by a combination of internal resources and debt and/or equity financing.

Based on the information provided by the Target Minority Shareholders, the aggregate original acquisition cost for a total of approximately 13.1% equity interest in Biostime Australia Holdings incurred by the connected persons of the Company (and/or their associates), which are amongst the Target Minority Shareholders, was approximately AUD3,619,814. Please refer to the section headed “LISTING RULES IMPLICATIONS” below for details of the connected persons of the Company and their associates, which are amongst the Target Minority Shareholders.

Conditions Precedent

Completion of the 17% Acquisition is conditional on the following conditions having been fulfilled:

- (i) the first of any of the following to occur:

- (a) the Company has received a written notice under the FATA, by or on behalf of the Treasurer of the Commonwealth of Australia stating that the Commonwealth Government does not object to the transactions contemplated by the Share Sale Agreement, either unconditionally or on terms that do not impose unduly onerous obligations on the Company;
 - (b) the Treasurer of the Commonwealth of Australia becomes precluded from making an order in relation to the subject matter of the Share Sale Agreement and the transactions contemplated by it under the FATA; or
 - (c) if an interim order is made under the FATA in respect of the transaction contemplated by the Share Sale Agreement, the subsequent period for making a final order prohibiting the transaction the contemplated by the Share Sale Agreement elapses without a final order being made;
- (ii) the Company has received the requisite consents under an existing facility instrument for the purposes of financing the consideration for the 17% Acquisition in full or in part;
 - (iii) the Company has received satisfactory confirmation issued by the requisite PRC authority in respect of any financing and/or refinancing (in full or in part) of any existing financial indebtedness of the Group to fund the consideration for the 17% Acquisition in full or in part; and
 - (iv) the approval of the 17% Acquisition by the Shareholders in accordance with the requirements of Chapter 14 of the Listing Rules.

Completion of the 17% Acquisition

Completion of the 17% Acquisition is expected to take place before late April 2017, failing which may lead to the termination of the Share Sale Agreement, unless otherwise agreed by the Company and the Target Minority Shareholders.

Upon completion of the 17% Acquisition, the Company's equity interest in Biostime Australia Holdings will increase from approximately 83% to 100%, and the financial information of the BAH Group will continue to be consolidated into the accounts of the Group.

INFORMATION ON THE GROUP

The Group is principally engaged in providing premium paediatric nutritional and baby care products in the PRC, including premium probiotic supplements for children, infant formulas, dried baby food products and baby care products for infants and children. Through the 83% Acquisition and the 17% Acquisition, the Group has repositioned itself as an all-round nutrition and care provider for the entire family, providing high-end pediatric and adult nutrition and care products through its established brands predominantly in China, Australia and New Zealand, and other countries around the world.

INFORMATION ON THE BAH GROUP, THE SWISSE GROUP AND THE TARGET MINORITY SHAREHOLDERS

The BAH Group comprises Biostime Australia Holdings, Biostime Australia Investment and the Swisse Group.

Each of Biostime Australia Holdings and Biostime Australia Investment is an investment holding company and an indirect subsidiary of the Company, incorporated solely for the purposes of holding the equity interest in Swisse.

The Swisse Group comprises the operating companies of the BAH Group and is principally engaged in the research, marketing and distribution of vitamins, health supplements, skincare and sports nutrition products in Australia, New Zealand and China under the “Swisse” brand. Since the completion of the 83% Acquisition on 30 September 2015, the Company holds an approximate 83% effective equity interest in the Swisse Group and the financial information of the Swisse Group has been consolidated into the accounts of the Group.

Each of the Target Minority Shareholders is either an individual that is a current or former member of the management of Swisse Wellness or a trustee company of a trust to which a current or former member of management of Swisse Wellness is a beneficiary. The proportion of the equity interest held by each of the Target Minority Shareholders within the total of approximately 17% equity interest in Biostime Australia Holdings is set out below:

<i>Target Minority Shareholders</i>	<i>Relevant Proportion</i>	<i>Target Minority Shareholders</i>	<i>Relevant Proportion</i>
Kednel Pty Ltd as trustee for the Sali Investment Trust	27.0135%	Copper Blonde Pty Limited as trustee for the MJ & MD Howard Family Trust	2.4280%
Super Radek Pty Ltd as trustee for the Super Radek Superannuation Fund	5.4489%	Catherine Crowley	1.9799%
O’Hoy Super Pty Ltd as trustee for the Jennifer O’Hoy Superannuation Fund	5.3085%	George Livery and Lynne Maree Livery	1.4969%
Ankara Holdings Pty Ltd as trustee for the Ankara Family Trust	5.3613%	Michael Rosario John Da Gama Pinto and Amanda Da Gama Pinto as trustees for the DGP Superannuation Fund	1.3971%
Michael Rosario John Da Gama Pinto as trustee for the DGP Trust	3.5987%	Fiske Pty Ltd as trustee for the Ring Family Trust	36.6167%
Ulrich Algreen Irgens	2.6865%	Michael Saba	5.8505%
GFBR Nominees Pty Limited as trustee for the George St Group Superannuation Fund	0.8134%		

Financial Information on the Swisse Group

Set out below is the audited financial information of the Swisse Group for the years ended 30 June 2014 and 30 June 2015, extracted from the consolidated audited financial statements of the Swisse Group. The Swisse Group's consolidated audited financial statements are prepared in accordance with Australian generally accepted accounting principles.

	For the year ended 30 June 2014 (audited) <i>(Note 1)</i>	For the year ended 30 June 2015 (audited)
Revenue from continuing operations	AUD125,324,000 (equivalent to approximately HKD728,132,440)	AUD312,412,000 (equivalent to approximately HKD1,815,113,720)
Earnings before interest, taxes, depreciation and amortization	AUD3,332,000 (equivalent to approximately HKD19,358,920)	AUD112,638,000 (equivalent to approximately HKD654,426,780)
Profit/(loss) before taxation from continuing operations	AUD(7,201,000) (equivalent to approximately HKD(41,837,810))	AUD102,531,000 (equivalent to approximately HKD595,705,110)
Profit/(loss) after taxation from continuing operations	AUD(5,614,000) (equivalent to approximately HKD(32,617,340))	AUD73,750,000 (equivalent to approximately HKD428,487,500)
Total comprehensive income/(loss) from continuing operations	AUD(6,793,000) (equivalent to approximately HKD(39,467,330))	AUD72,903,000 (equivalent to approximately HKD423,566,430)
Net assets		As at 30 June 2015 (audited) AUD20,595,000 (equivalent to approximately HKD119,656,950)

Note 1: The Swisse Group incurred AUD33,796,000 of losses from discontinued operations in the year ended 30 June 2014, which have been excluded from the table above.

REASONS FOR AND BENEFITS OF THE 17% ACQUISITION

Upon the completion of the 83% Acquisition on 30 September 2015, the financial results of Swisse were consolidated into that of the Group from 1 October 2015 onwards. This milestone event enabled the Group to expand its product portfolio into the adult nutrition and care segment with vitamins and health supplements products under the “Swisse” brand. Accordingly, the Group has repositioned itself as an all-round nutrition and care provider for the entire family. In the baby nutrition and care market in China, the Group is in leading positions across all major channels. Meanwhile, Swisse is the market leader with strong brand recognition in the Australian market for the vitamin, herbal and mineral supplements segment.

For the six months ended 30 June 2016, revenue of the Group increased by 53.3% to RMB3,008.3 million as compared with the prior corresponding period. The increase in revenue was mainly attributable to the Group enriching its product portfolio into the adult nutrition and care products segment under the “Swisse” brand. During the first half of 2016, revenue from the sales of the adult nutrition and care products amounted to RMB1,284.0 million, representing 42.7% of the total sales of the Group for the six months ended 30 June 2016.

In late 2015, the Group initiated direct sales of “Swisse” branded products on the Mama100 APP which was highly popular among Chinese customers. In March 2016, the Group officially introduced “Swisse” branded vitamin and health supplement products to the Chinese market by opening a flagship store at Tmall.hk. In addition, Swisse also established strategic partnerships with other major cross-border e-commerce platforms, such as VIP shop, Netease Kaola and JD.com. Swisse has demonstrated strong sales momentum in the Chinese market since its official launch in China in March 2016.

The 17% Acquisition will enable the Group to obtain full ownership of and full control over Swisse, which will optimise integration with the Group and Swisse’s contribution to the Group’s growth potential.

Having considered the above factors, the Directors (including the independent non-executive Directors) consider that the terms of the 17% Acquisition are fair and reasonable, the 17% Acquisition is conducted on normal commercial terms and is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as calculated under Rule 14.07 of the Listing Rules) in respect of the 17% Acquisition, when aggregated with the 83% Acquisition pursuant to Rule 14.22 of the Listing Rules, exceeds 100%, the 17% Acquisition constitutes a very substantial acquisition for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, Radek Sali is a director of the Company and therefore a connected person of the Company. Accordingly, the acquisitions of the equity interests in Biostime Australia Holdings, as part of the 17% Acquisition, from the associates of Radek Sali which are amongst the Target Minority Shareholders (namely, Kednel Pty Ltd (as trustee for the Sali Investment Trust) and Super Radek Pty Ltd (as trustee for the Super Radek Superannuation Fund)) (the “**Acquisitions from Radek Sali**”) constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As the 17% Acquisition is conducted on normal commercial terms and each of the applicable percentage ratios (as calculated under Rule 14.07 of the Listing Rules) in respect of the Acquisitions from Radek Sali is more than 0.1% but less than 5%, pursuant to Rule 14A.76(2) of the Listing Rules, the Acquisitions from Radek Sali are exempt from the circular (including independent financial advice) and shareholders’ approval requirements under Chapter 14A of the Listing Rules.

Furthermore, as at the date of this announcement, each of Stephen Ring (with Adem Karafili being his alternate director) and Ulrich Algreen Irgens is a director of certain subsidiaries of the Company and therefore a connected person of the Company at the subsidiary level. Accordingly, the acquisitions of the equity interests in Biostime Australia Holdings, as part of the 17% Acquisition, from Fiske Pty Ltd (as trustee for the Ring Family Trust, and thus an associate of Stephen Ring), Ankara Holdings Pty Ltd (as trustee for the Ankara Family Trust, and thus an associate of Adem Karafili) and Ulrich Algreen Irgens (the “**Acquisitions from Directors at Subsidiary Level**”) constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

Given that each of Stephen Ring, Adem Karafili and Ulrich Algreen Irgens is a connected person at the subsidiary level only, pursuant to Rule 14A.101 of the Listing Rules, the Acquisitions from Directors at Subsidiary Level are exempt from the circular, independent financial advice and shareholders’ approval requirements, as (i) the Board has approved the 17% Acquisition; and (ii) the independent non-executive Directors have confirmed that the terms of the 17% Acquisition are fair and reasonable, and the 17% Acquisition is conducted on normal commercial terms and is in the interests of the Company and the Shareholders as a whole.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, other than Kednel Pty Ltd (as trustee for the Sali Investment Trust), Super Radek Pty Ltd (as trustee for the Super Radek Superannuation Fund), Fiske Pty Ltd (as trustee for the Ring Family Trust), Ankara Holdings Pty Ltd (as trustee for the Ankara Family Trust) and Ulrich Algreen Irgens, each of the Target Minority Shareholders and their respective ultimate beneficial owners is a third party independent of the Company and its connected persons.

APPROVAL BY THE BOARD

Radek Sali is a Director and as mentioned above, the equity interests in Biostime Australia Holdings, as part of the 17% Acquisition, will be acquired from the associates of Radek Sali which are amongst the Target Minority Shareholders. Accordingly, Radek Sali abstained from voting on the resolutions approving the 17% Acquisition at the Board meeting.

Save as disclosed above, no other Directors are regarded as having a material interest in the 17% Acquisition and hence no other Directors are required under the Listing Rules to abstain from voting on the resolutions approving the 17% Acquisition at the Board meeting.

DISPATCH OF THE CIRCULAR AND THE EGM

The Company will convene an EGM for the Shareholders to consider and, if thought fit, approve relevant matters in relation to the 17% Acquisition. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder apart from all the Target Minority Shareholders and their respective associates if they hold any Shares should abstain from voting on the resolutions approving the 17% Acquisition.

The Controlling Shareholder, holding approximately 71.38% of the total issued share capital of the Company as at the date of this announcement, has irrevocably undertaken to vote in favour of the relevant resolution(s) to be proposed at the EGM to approve the 17% Acquisition.

A circular containing, among others, (i) details of the 17% Acquisition; (ii) basic information of the BAH Group and the Swisse Group; and (iii) notice of the EGM is expected to be despatched to the Shareholders on or before 30 December 2016.

Completion of the 17% Acquisition is subject to the fulfilment of certain conditions and, accordingly, may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares and other securities of the Company.

DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings in this announcement:

“17% Acquisition”	the proposed acquisition by the Company (by itself or through its subsidiary) of a total of approximate 17% equity interest in Biostime Australia Holdings from the Target Minority Shareholders, pursuant to the terms and conditions of the Share Sale Agreement
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“83% Acquisition”	the acquisition by Biostime Australia Investment of an approximate 83% equity interest in Swisse Wellness from, among others, the Target Minority Shareholders, pursuant to the terms and conditions of the Previous Share Sale Agreement, which was completed on 30 September 2015
“associate”	has the meaning ascribed to it under the Listing Rules
“AUD”	Australian dollars, the lawful currency of Australia
“BAH Group”	Biostime Australia Holdings and its subsidiaries, including the Swisse Group
“Biostime Australia”	Biostime Healthy Australia Pty Ltd, a company incorporated in Victoria, Australia, an indirect subsidiary of the Company and a direct shareholder of Biostime Australia Holdings
“Biostime Australia Holdings”	Biostime Healthy Australia Holdings Pty Ltd, a company incorporated in Victoria, Australia, an indirect subsidiary of the Company and the direct sole shareholder of Biostime Australia Investment
“Biostime Australia Investment”	Biostime Healthy Australia Investment Pty Ltd, a company incorporated in Victoria, Australia, an indirect subsidiary of the Company and the direct sole shareholder of Swisse Wellness
“Board”	the board of Directors
“Company”	Biostime International Holdings Limited (合生元國際控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1112)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder”	Biostime Pharmaceuticals (China) Limited, a company incorporated in the British Virgin Islands with limited liability, as the controlling shareholder of the Company holding approximately 71.38% of the total issued share capital of the Company as at the date of this announcement

“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company proposed to be convened for the Shareholders to consider and, if thought fit, approve relevant matters in relation to the 17% Acquisition
“FATA”	the Foreign Acquisitions and Takeovers Act 1975 (Cth)
“Group”	the Company and its subsidiaries, including the BAH Group
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this announcement excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China
“Previous Share Sale Agreement”	the share sale agreement dated 17 September 2015 entered into between, among others, Biostime Australia Investment, the Target Minority Shareholders and the Company in relation to the 83% Acquisition
“Share(s)”	ordinary shares of HKD0.01 each in the share capital of the Company
“Share Sale Agreement”	the share sale agreement dated 15 December 2016 entered into between the Company and the Target Minority Shareholders in relation to the 17% Acquisition
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the Listing Rules

“Swisse Group” or “Swisse”	Swisse Wellness and its subsidiaries, being the operating companies of the BAH Group
“Swisse Wellness”	Swisse Wellness Group Pty Ltd
“Target Minority Shareholders”	(1) Kednel Pty Ltd as trustee for the Sali Investment Trust; (2) Super Radek Pty Ltd as trustee for the Super Radek Superannuation Fund; (3) O’Hoy Super Pty Ltd as trustee for the Jennifer O’Hoy Superannuation Fund; (4) Ankara Holdings Pty Ltd as trustee for the Ankara Family Trust; (5) Michael Rosario John Da Gama Pinto as trustee for the DGP Trust; (6) Ulrich Algreen Irgens; (7) GFBR Nominees Pty Limited as trustee for the George St Group Superannuation Fund; (8) Copper Blonde Pty Limited as trustee for the MJ & MD Howard Family Trust; (9) Catherine Crowley; (10) George Livery and Lynne Maree Livery; (11) Michael Rosario John Da Gama Pinto and Amanda Da Gama Pinto as trustees for the DGP Superannuation Fund; (12) Fiske Pty Ltd as trustee for the Ring Family Trust; and (13) Michael Saba
“%”	per cent.

For the purposes of this announcement, unless otherwise indicated, conversion of AUD and HKD is calculated at the exchange rate of AUD1 to HKD5.81. This exchange rate is for illustrative purpose only and does not constitute a representation that any amount has been, could have been, or may be exchanged at this or any other rate or at all.

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

Hong Kong, 15 December 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.