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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
2013 SHARE AWARD SCHEME**

On 1 July 2015, the Board has resolved to grant Awards comprising a total of 136,600 Awarded Shares, namely, the 2015 Batch 1 Awarded Shares, to two (2) 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 15 May 2015, conditional upon (i) the execution by such Selected Participants of acceptance of grant letters in relation to the 2015 Batch 1 Awarded Shares; and (ii) the granting of the listing of, and permission to deal in such 2015 Batch 1 Awarded Shares by the Stock Exchange.

Pursuant to the 2013 Scheme, the Board shall cause to be paid the subscription money for the 2015 Batch 1 Awarded Shares from the Company's resources into the Account. The independent Trustee shall subscribe for the 2015 Batch 1 Awarded Shares in cash. Upon the allotment of the 2015 Batch 1 Awarded Shares, the independent Trustee shall hold such Shares on trust for the Selected Participants and shall transfer such Shares to the Selected Participants at no consideration upon the satisfaction of the relevant vesting conditions specified by the Board at the time of making the Award.

The total number of Shares available for Awards under the 2013 Scheme is 5,665,450 as at 1 July 2015 before the granting of the 2015 Batch 1 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 2015 Batch 1 Awarded Shares, there remains 5,528,850 Shares available under the 2013 Scheme for further Awards by the Board.

References are made to the 2013 Scheme adopted by the Board on 29 November 2013 and the subsequent amendment to the 2013 Scheme adopted on 14 May 2015.

On 1 July 2015, the Board has resolved to grant Awards comprising a total of 136,600 Awarded Shares, namely, the 2015 Batch 1 Awarded Shares, to two (2) 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 15 May 2015, conditional upon (i) the execution by the 2015 Batch 1 Award Participants of acceptance of grant letters in relation to the 2015 Batch 1 Awarded Shares; and (ii) the granting of the listing of, and permission to deal in such 2015 Batch 1 Awarded Shares by the Stock Exchange.

Except for the granting of the 2015 Batch 1 Awarded Shares as mentioned in this announcement, the aforesaid general mandate has not been used by the Board for other purpose as at the date of this announcement. In addition, as at the date of this announcement, no new Shares has been issued under the aforesaid general mandate.

Pursuant to the 2013 Scheme, the Board shall cause to be paid the subscription money for the 2015 Batch 1 Awarded Shares from the Company's resources into the Account. The independent Trustee shall subscribe for the 2015 Batch 1 Awarded Shares in cash. Upon the allotment of the 2015 Batch 1 Awarded Shares, the independent Trustee shall hold such Shares on trust for the Selected Participants and shall transfer such Shares to the Selected Participants at no consideration upon the satisfaction of the relevant vesting conditions specified by the Board at the time of making the Award. The date of grant of the 2015 Batch 1 Awarded Shares is 1 July 2015. The vesting date of 50% of the 2015 Batch 1 Awarded Shares will be 30 June 2016 and the vesting date of the remaining 50% of such 2015 Batch 1 Awarded Shares will be 30 June 2017.

The 2015 Batch 1 Award Participants are consultants to the Group. The 2015 Batch 1 Awarded Shares are granted to the 2015 Batch 1 Award Participants for the purpose of providing incentive to the 2015 Batch 1 Award Participants for their continued contribution to the Group. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, the Trustee and the 2015 Batch 1 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 of the Group (as defined under the Listing Rules).

The 2015 Batch 1 Awarded Shares to be issued and allotted by the Company to the independent Trustee represent approximately 0.0224% of the Company's issued share capital as at 1 July 2015 and approximately 0.0224% of the Company's enlarged issued share capital after the allotment. The total number of Shares available for Awards under the 2013 Scheme is 5,665,450 as at 1 July 2015 before the granting of the 2015 Batch 1 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 these Awards, there remains 5,528,850 Shares available under the 2013 Scheme for further Awards by the Board.

The 2015 Batch 1 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 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 Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the 2015 Batch 1 Awarded Shares.

Further information relating to the issue of the 2015 Batch 1 Awarded Shares pursuant to the 2013 Scheme is set out below:

Securities to be issued: 136,600 Shares

Issue price (net): Shares shall be allotted to the independent Trustee at nominal value

Funds to be raised: Nil

Note: HK\$1,366.00, which is the total nominal value of the 2015 Batch 1 Awarded Shares to be issued, shall be paid from the Company's resources into the Account and shall be used by the independent Trustee 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: the independent Trustee, which will hold the 2015 Batch 1 Awarded Shares on trust for the 2 Selected Participants

Market price of the Shares: HK\$22.70, being the closing price of the Shares as at 30 June 2015

Fund raising activities in the past 12 months: The Company has not engaged in any fund raising activities by any issue of Shares in the 12 months immediately preceding the date of this announcement.

Definitions

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

Term	Definition
“2013 Scheme”	the 2013 Share Award Scheme of the Company adopted by the Board on 29 November 2013
“2015 Batch 1 Awarded Shares”	a total of 136,600 Awarded Shares granted to the 2015 Batch 1 Award Participants on 1 July 2015, conditional upon the execution by such Selected Participants of acceptance of grant letters and the granting of the listing of, and permission to deal in such Awarded Shares by the Stock Exchange
“2015 Batch 1 Award Participants”	the two (2) Selected Participants who are granted the 2015 Batch 1 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
“Award(s)”	an award of Shares by the Company to any Selected Participant(s) under the 2013 Scheme
“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
“Board”	the board of directors of the Company
“Company”	Biostime International Holdings Limited (合生元國際控股有限公司), a limited liability company incorporated in the Cayman Islands, the shares of which are listed on the Stock Exchange

“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
“Share(s)”	ordinary shares of HK\$0.01 each in the capital of the Company
“Selected Participant(s)”	those Eligible Participants selected by the Board for participation in the 2013 Scheme
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trustee”	BOCI-Prudential Trustee Limited, which will hold cash and/or Awarded Shares in trust as the trustee under the 2013 Scheme

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

Hong Kong, 2 July 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.