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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)

ANNOUNCEMENT

This announcement is made by Biostime International Holdings Limited (the "**Company**") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (together, the "**Inside Information Provisions**").

Reference is made to (i) the announcement issued by the Company on 17 September 2015 and the circular issued by the Company on 9 November 2015 regarding a facility agreement entered into by the Company and its indirect subsidiary, Biostime Healthy Hong Kong Limited, in respect of certain bridge financing of up to US\$450 million for financing the acquisition of 83% equity interest in Swisse Wellness Group Pty Ltd (the "**Bridge Financing**"); and (ii) the existing HK\$3,100,000,000 zero coupon convertible bonds issued by the Company on 20 February 2014, which are listed on The Stock Exchange of Hong Kong Limited (with stock code: 6024) and which will mature in February 2019 (the "**Convertible Bonds**").

The Company has recently appointed an international financial institution (the "**Financial Institution**") to arrange and underwrite (or procure its affiliate(s) to underwrite) the following facilities (the "**New Facilities**"):

- (a) a US\$450,000,000 senior secured term facility to be made available to an indirect subsidiary of the Company in order to refinance the Bridge Financing; and
- (b) a US\$395,000,000 facility to be made available to the Company for future refinancings of other components of its capital structure, which may include the Convertible Bonds.

The New Facilities will be secured by corporate guarantees provided by the Company and certain subsidiaries of the Company and charges over the shares and assets over certain subsidiaries of the Company.

The Financial Institution has executed a commitment letter in relation to its appointment to arrange and underwrite the New Facilities which should expire and terminate if facility agreements for these facilities are not executed between the parties by certain prescribed dates. Upon the execution of the

facility agreements, the drawing of each of the New Facilities would be subject to applicable conditions under its relevant facility agreement.

The Company considers that the terms and conditions of the commitment letter and the expected facility agreements to document the New Facilities are, and are expected to be, on customary commercial terms for debt financings of this kind.

As the availability of the New Facilities is subject to certain conditions, they may or may not proceed. Accordingly, the shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares and other securities of the Company.

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

Hong Kong, 7 April 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.