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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 Rules 13.09 and 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 (i) the announcement issued by the Company on 7 April 2016 regarding the appointment of an international financial institution to arrange and underwrite two new facilities to be entered into by the Company; and (ii) 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**”).

On 24 April 2016, a facility agreement (the “**Facility Agreement**”) was entered into among Biostime Healthy Australia Investment Pty Ltd, an indirect subsidiary of the Company, as borrower, the Company and certain subsidiaries as guarantors, and affiliates of The Goldman Sachs Group, Inc., to provide for a 3-year senior secured term loan facility in an aggregate amount of up to US\$450 million (the “**Loan Facility**”) to be syndicated to other financial institutions. The amount to be borrowed under the Loan Facility is to be used to refinance the Bridge Financing.

The Loan Facility is available for utilisation within 30 days after the signing of the Facility Agreement. The loan under the Loan Facility will be made available in a single instalment on the utilisation date. The principal amount of the Loan Facility is to be repaid in six instalments over the term of the Loan Facility.

The Company considers the terms (including interest rate) and conditions of the Facility Agreement customary commercial terms for debt financings of this kind.

Pursuant to the Facility Agreement, if Mr. Luo Fei, Mr. Luo Yun and the family members of each of them (collectively) cease to (i) hold (directly or indirectly) beneficially 23% or more of the issued voting share capital of the Company, or (ii) be the persons who hold (directly or indirectly) beneficially the largest percentage of the issued voting share capital of the Company, the Loan Facility will be cancelled and all outstanding principal, together with accrued interest, and all other amounts accrued under the finance documents, should become immediately due and payable.

The Company will make continuing disclosure pursuant to Rule 13.21 of the Listing Rules for so long as circumstances giving rise to the obligation under Rule 13.18 of the Listing Rules continue to exist.

**As the availability of the Loan Facility is subject to certain conditions precedent, it 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, 24 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.*