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## **Bloomage BioTechnology Corporation Limited**

**華熙生物科技有限公司**

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

**(Stock Code: 00963)**

### **VOLUNTARY ANNOUNCEMENT RESOLVING OF HIGH SHAREHOLDING CONCENTRATION**

This is a voluntary announcement of Bloomage BioTechnology Corporation Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) to inform the shareholders of the Company (the “**Shareholders**”) and potential investors (i) that the then high shareholding concentration issue of the Company referred to in the announcement made by the Securities and Futures Commission (the “**SFC**”) on 8 February 2010 (the “**2010 Announcement**”) has been resolved; and (ii) on the up-to-date status of the shareholding structure of the Company.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to remind the Shareholders and potential investors to exercise caution when interpreting or relying on information contained in the 2010 Announcement. As stated in the 2010 Announcement and on the website of the SFC, the 2010 Announcement only reflected the status of the Company’s shareholding structure as at the date thereof, i.e. 25 January 2010. The Shareholders and potential investors should note that the information disclosed in the 2010 Announcement is not applicable to the Company as of a subsequent date nor does it accurately reflect the status of the Company’s most up-to-date shareholding structure.

## **Actions taken by the Company to resolve the high shareholding concentration issue since the 2010 Announcement**

Since the issue of the 2010 Announcement, the Company has made a concerted effort to broaden its shareholder base. Details of which are as follows:

- (i) On 19 September 2012, the Company entered into a warrant subscription agreement with an independent third party, Perfect Good Investment Limited, and issued 20,000,000 warrants on 8 October 2012. Following the exercise of the rights attached to the warrants, the Company allotted and issued an aggregate of 20,000,000 shares of the Company (the “**Shares**”) in 2013, representing approximately 6.41% of the issued share capital of the Company as at the date of the agreement.
- (ii) On 5 November 2015, the Company and Ora Investment Pte. Ltd. (“**ORA**”) (an investment vehicle managed by the private equity and infrastructure group of an independent sovereign wealth fund, GIC Pte. Ltd. (“**GIC**”)) entered into a shares and convertible bonds subscription agreement pursuant to which and upon completion of the subscription on 20 November 2015, the Company allotted and issued a total of 16,145,834 Shares to ORA, representing approximately 4.84% of the issued share capital of the Company as at the date of the agreement. Both ORA and GIC are independent third parties.
- (iii) On 8 January 2016, the Company allotted and issued a total of 9,687,500 Shares to an aggregate of 23 employees and senior management pursuant to the respective management subscription agreements entered into between the Company and each of the employees and/or senior management on 6 November 2015, representing approximately 2.90% of the issued share capital of the Company as at the date of the agreements.

In order to demonstrate to the Shareholders and potential investors that it has resolved the high shareholding concentration issue, the Company made a voluntary announcement on 5 September 2016, providing up-to-date status of the shareholding structure of the Company, including the identities of major Shareholders, the number of Shares held and the percentage of the total number of issued Shares held by these Shareholders as at 24 June 2016.

With the above actions, the Company wishes to update the Shareholders and potential investors on the shareholding structure of the Company as at 1 February 2017, which has been diversified as compared with the shareholding structure of the Company as at 25 January 2010.

To the best of the knowledge of the Board having made all reasonable enquiries and based on the information available, the Board analysed and updated the status of the shareholding structure of the Company. Based on the Board’s analysis, the updated status of the shareholding structure of the Company as at 1 February 2017 is as follows:

	Number of Shares held <sup>(Note 1)</sup> (Shares)	% of total number of issued Shares (%)
Zhao Yan <sup>(Note 2)</sup>	183,720,000	50.600
Franklin Resources (“FR”) <sup>(Note 3)</sup>	30,345,100	8.358
GIC <sup>(Note 4)</sup>	16,145,834	4.447
Directors (excluding Zhao Yan) <sup>(Note 5)</sup>	6,919,376	1.906
A group of 44 institutional Shareholders which held 100,000 Shares or more (excluding FR and GIC)	82,878,389	22.826
A group of 47 individual Shareholders who held 100,000 Shares or more (excluding the Directors)	21,134,343	5.821
Other Shareholders <sup>(Note 6)</sup>	<u>21,937,292</u>	<u>6.042</u>
	<u>363,080,334</u>	<u>100.00</u>

Note 1: Based on the ownership of interests investigation commissioned by the Company (the “Investigation”) pursuant to Division 5 Part XV of the Securities and Futures Ordinance (“SFO”).

Note 2: Ms. Zhao Yan (“Ms. Zhao”) is an Executive Director and the Chairman of the Company. Out of the Shares held by Ms. Zhao, 182,520,000 Shares are held by AIM First Investments Limited (“AFI”), which is a company wholly-owned by Ms. Zhao. In addition, AFI granted a call option in connection with 9,960,000 Shares and was granted a call option in connection with 9,960,000 Shares, details of which are set out in the Company’s announcement dated 22 May 2014. Accordingly, Ms. Zhao is deemed, or taken to be, interested in all the Shares and underlying Shares which are beneficially owned by AFI for the purpose of the SFO.

Note 3: Based on the Investigation, this includes 15 entities, funds, trusts and/or other vehicles that are affiliated to or managed by FR and/or its affiliates.

Note 4: These are the Shares allotted and issued to ORA. In addition to these Shares, ORA has also subscribed for convertible bonds which, if fully converted, are convertible into 27,034,883 Shares. Details of the subscription by ORA are set out in the Company’s announcements dated 5 November 2015 and 20 November 2015.

Note 5: The Directors include Mr. Jin Xuekun (“Mr. Jin”), Mr. Gong Anmin (“Mr. Gong”) and Ms. Wang Aihua (“Ms. Wang”) (all of them are executive Directors) and Mr. Yau Wai Yan (“Mr. Yau”) (the non-executive Director). In addition, (i) other than 5,413,750 Shares, Mr. Jin

is deemed, or taken to have, a long position in 33,510,000 Shares and a short position in 9,960,000 Shares, comprising: (a) certain warrants having the rights to subscribe for 16,600,000 Shares held through a company wholly-owned by Mr. Jin, Wealthy Delight Group Limited (“WDG”), details of which are set out in the Company’s announcements dated 29 October 2013 and 27 December 2013, (b) a call option granted to WDG in connection with 9,960,000 Shares and a call option granted by WDG in connection with 9,960,000 Shares, details of which are set out in the Company’s announcement dated 22 May 2014, and (c) certain share options granted to Mr. Jin for an aggregate of 6,950,000 Shares, details of which are set out in the Company’s announcements dated 24 December 2012, 29 October 2013 and 23 December 2013; (ii) the 1,021,250 Shares which Mr. Gong is interested in comprise a spousal interest of 52,500 Shares; (iii) other than 242,188 Shares, Ms. Wang has a long position in 680,000 Shares by way of share options, details of which are set out in the Company’s announcement dated 24 December 2012; and (iv) other than 242,188 Shares, Mr. Yau has a long position in 99,600 Shares by way of share options, details of which are set out in the Company’s announcement dated 18 January 2016.

Note 6: Other Shareholders include Shareholders holding less than 100,000 Shares and those that cannot be individually identified under the Investigation.

The high shareholding concentration issue of the Company as at 25 January 2010 as stated in the 2010 Announcement is no longer valid and should not be used as a basis to evaluate the current status of the shareholding structure of the Company. The Shareholders and potential investors should exercise caution in interpreting or relying on any information regarding the Group published in the press which has not been confirmed by the Company.

By order of the Board  
**Bloomage BioTechnology Corporation Limited**  
**Zhao Yan**  
*Chairman*

Hong Kong, 28 February 2017

*As at the date of this announcement, the executive Directors are Ms. Zhao Yan, Mr. Jin Xuekun, Mr. Gong Anmin and Ms. Wang Aihua; the non-executive Director is Mr. Yau Wai Yan; the independent non-executive Directors are Ms. Zhan Lili, Mr. Li Junhong and Mr. Xue Zhaofeng.*