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BIOSTIME INTERNATIONAL HOLDINGS LTD.

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 issued pursuant to Rules 13.09 and 13.10B of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the announcement of Biostime International Holdings Limited (the “**Company**”) dated 24 January 2017 in relation to the Senior Notes Issue (the “**Previous Announcement**”). All terms used herein have the same meaning as defined in the Previous Announcement, unless otherwise defined.

Please refer to the offering memorandum in relation to the Notes (the “**Offering Memorandum**”), which is available on the website of the Singapore Exchange Securities Trading Limited as of 2 February 2017 at: http://infopub.sgx.com/Apps?A=COW_Prospectus_Content&B=CircularsByCompanyName&F=28504 (the “**Link**”).

The posting of the Link to the Offering Memorandum on the website of the Stock Exchange is only for the purpose of facilitating equal dissemination of information to investors in Hong Kong and compliance with Rule 13.10B of the Listing Rules, and not for any other purposes.

In connection with the Senior Notes Issue, there is certain financial information regarding the Group amongst the information contained in the Offering Memorandum that the Company would like to disclose by including such information in an announcement. An extract of such information is attached to this announcement (“**Illustrative Financial Information**”).

The Offering Memorandum does not constitute a prospectus, notice, circular, brochure or advertisement offering to sell any securities to the public in any jurisdiction, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite offers by the public to subscribe for or purchase any securities.

The Offering Memorandum must not be regarded as an inducement to subscribe for or purchase any securities of the Company, and no such inducement is intended. No investment decision should be based on the information contained in the Offering Memorandum.

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

Hong Kong, 2 February 2017

As at the date of this announcement, the executive Director of the Company is Mr. Luo Fei; 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.

Illustrative Financial Information

In order to illustrate the effects of the Company's acquisition of 83% of the share capital of Swisse Wellness Group Pty Ltd ("**Swisse**"), and the financing related thereto (the "**Acquisition**") which was completed on 30 September 2015, the Company has prepared certain financial information on an unaudited pro forma basis to present the profit for each relevant period of the Company and its subsidiaries (the "**Group**") on the basis of the actual historical performance of the Group and Swisse for the relevant periods and assuming that the Acquisition had taken place on 1 January 2015. Such information should be read together with the audited consolidated financial statements of the Group as of and for the years ended 31 December 2015, 2014 and 2013 as previously disclosed in the annual reports published by the Company on the Stock Exchange on 6 April 2016, 1 April 2015 and 2 April 2014, respectively, and the unaudited operational statistics of the Group for the nine months ended 30 September 2016 as previously disclosed in the announcement published by the Company on the Stock Exchange on 31 October 2016. Such information addresses a hypothetical situation for illustrative purposes only, of the main potential impacts that may derive from the Acquisition and, therefore, does not represent the actual financial results of operations of the Group. Such information has not been prepared in accordance with the requirements of Regulation S-X under the U.S. Securities Exchange Act of 1934 or U.S. GAAP. Neither the adjustments nor the resulting pro forma financial information have been audited or reviewed in accordance with IFRS or U.S. GAAS. Such information should be read in conjunction with the historical consolidated financial statements and notes thereto of the Group and Swisse.

The profit/(loss) for the nine months ended 30 September 2015 for the historical financial statements for the Group and for Swisse was RMB(144.2) million and AUD9.3 million, respectively. After giving effect to certain adjustments relating to the Acquisition, the illustrative unaudited pro forma loss for the nine months ended 30 September 2015 for the Group was RMB222.9 million.