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BBI LIFE SCIENCES CORPORATION

BBI生命科學有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1035)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD
ON 7 SEPTEMBER 2018
AGREEMENT FOR INVESTOR AND MEDIA RELATIONS SERVICES
AND GRANT OF SHARE OPTIONS**

Reference is made to the circular incorporating the notice of the extraordinary general meeting of BBI Life Sciences Corporation (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 13 August 2018 (the “**Circular**”) in relation to, among others, the Proposed Amendments to the Share Option Scheme. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that, at the Extraordinary General Meeting held on 7 September 2018, the proposed resolution set out in the notice of the Extraordinary General Meeting dated 13 August 2018 was put to vote by way of poll.

As at the date of the Extraordinary General Meeting, the total number of Shares in issue was 546,949,194 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolution proposed at the Extraordinary General Meeting. There were no restrictions on any Shareholders to attend and vote on the resolution at the Extraordinary General Meeting.

Computershare Hong Kong Investor Services Limited, the Hong Kong Share Registrar of the Company, was appointed as the scrutineer at the Extraordinary General Meeting for the purpose of vote-taking. The poll results in respect of the resolution proposed at the Extraordinary General Meeting are set out as follows:

ORDINARY RESOLUTION		Number of votes	
		For	Against
1.	To approve the proposed amendments to sub-paragraphs 1.1, 6.3(a) and 7(f) and (h) of the share option scheme as set out in the appendix to the circular dated 13 August 2018 of the Company and authorise the board of the directors of the Company to exercise all rights and powers to give full effect to the proposed amendments to the share option scheme.	359,213,008 (85.62%)	60,330,500 (14.38%)

As more than 50% of the votes were cast in favour of the above ordinary resolution, such resolution was approved by the Shareholders.

PR AGREEMENT

On 7 September 2018 following the passing of the ordinary resolution abovementioned, the Company entered into the PR Agreement with the PR Firm for the appointment of the PR Firm as the Company's investor and media relations consultant and the provision of the Services by the PR Firm to the Company. For details of the PR Agreement (such as the Services to be provided by the PR Firm and the consideration for the provision of the Services), please refer to the paragraph headed "2. Proposed Amendments to the Share Option Scheme – (iii) PR Agreement with an Integrated Financial Consulting Firm" in the section headed "LETTER FROM THE BOARD" in the Circular.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the PR Firm and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

GRANT OF SHARE OPTIONS

The Board further announces that, in accordance with the PR Agreement, on 7 September 2018 (the "Date of Grant"), the Company offered to grant 5,400,000 Share Options to subscribe for one Share each to the PR Firm (subject to acceptance within fourteen days from the Date of Grant (inclusive of the Date of Grant) and the payment of HK\$1.00 by the PR Firm upon acceptance of the Share Options) pursuant to the Share Option Scheme initially adopted on 8 December 2014 and subsequently amended on 7 September 2018.

Pursuant to Rule 17.06A of the Listing Rules, relevant details of the Share Options granted to PR Firm are set out below:

Date of grant : 7 September 2018

Number of Share Options granted : 5,400,000 Share Options, each Share Option entitling the PR Firm to subscribe for one Share at the relevant exercise price mentioned below

Exercise price of the Share Options granted : The exercise price for the 5,400,000 Share Options will be HK\$3.89 per Share which is equivalent to 25% (rounded up to the nearest 2 decimal points) above the average closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange for the twenty (20) business days immediately preceding the date of the Extraordinary General Meeting (i.e. the Date of Grant).

The exercise price is not less than the highest of (i) the closing price of HK\$3.03 per Share as stated in the Stock Exchange's daily quotations sheet on the Date of Grant; and (ii) the average closing price of HK\$3.09 per Share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Date of Grant.

Validity periods of the Share Options granted : Upon the acceptance by the PR Firm, the 5,400,000 Share Options granted remain valid from the Date of Acceptance up to 30 September 2021 (both dates inclusive), unless otherwise lapsed or cancelled in accordance with the terms and conditions of the PR Agreement.

Exercise periods of the Share Options : The PR Firm is entitled to exercise the Share Options in accordance with the following vesting periods and in the following manner:

- (a) **Batch 1** – 1,600,000 Share Options, or 1,600,000 Share Options times the average number of Shares traded per day for a period commencing from 365 days immediately preceding the date of the Exercise Notice served to the Company by the PR Firm and up to the date of such Exercise Notice (both days inclusive)/ 1,093,892^(Note), whichever is lower, may be exercised during the period commencing on the date immediately after the end of a three-month period from the Date of Acceptance up to the end of the Validity Period (both

dates inclusive), if the market capitalisation of the Company during the Validity Period (ascertained based on the weighted-average closing price of 30 consecutive trading days of the Stock Exchange) has attained or exceeded HK\$2.5 billion;

- (b) **Batch 2** – 1,600,000 Share Options, or 1,600,000 Share Options times the average number of Shares traded per day for a period commencing from 365 days immediately preceding the date of the Exercise Notice served to the Company by the PR Firm and up to the date of such Exercise Notice (both days inclusive)/ 1,093,892^(Note), whichever is lower, may be exercised during the period commencing on the date immediately after the end of a twelve-month period from the Date of Acceptance up to the end of the Validity Period (both dates inclusive), if the market capitalisation of the Company during the Validity Period (ascertained based on the weighted-average closing price of 30 consecutive trading days of the Stock Exchange) has attained or exceeded HK\$3.0 billion; and
- (c) **Remaining Batch** – 2,200,000 Share Options, or 2,200,000 Share Options times the average number of Shares traded per day for a period commencing from 365 days immediately preceding the date of the Exercise Notice served to the Company by the PR Firm and up to the date of such Exercise Notice (both days inclusive)/ 1,093,892^(Note), whichever is lower, may be exercised during the period commencing on the date immediately after the end of an eighteen-month period from the Date of Acceptance up to the end of the Validity Period (both dates inclusive), if the market capitalisation of the Company during the Validity Period (ascertained based on the weighted-average closing price of 30 consecutive trading days of the Stock Exchange) has attained or exceeded HK\$4.0 billion, and the Shares have been included as one of the constituent stocks of the Heng Sang Composite Index.

Note: In respect of the fraction, the denominator represents the targeted number of Shares that would be traded per day, which is determined by the Board with reference to 0.2% of the total issued share capital of the

Company as at the date of the PR Agreement i.e. 1,093,892 Shares, representing 0.2% of the total share capital in issue (i.e. 546,946,194 Shares).

Unless so lapsed or cancelled in accordance with the terms of Share Option Scheme, the offer letter of the Share Option Scheme or the PR Agreement, the Share Options granted to but unexercised by the PR Firm will lapse upon the end of the Validity Period (i.e. the end of 30 September 2021).

As stated above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the PR Firm and its ultimate beneficial owners are third parties independent of the Company and its connected persons. No Share Options have been granted to a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company, or an associate of any of them.

By order of the Board
BBI Life Sciences Corporation
Wang Qisong
Chairman

Hong Kong, 7 September 2018

As at the date of this announcement, the executive directors of the Company are Mr. WANG Qisong, Ms. WANG Luojia and Ms. WANG Jin; the non-executive director of the Company is Mr. ZHOU Mi; and the independent non-executive directors of the Company are Mr. XIA Lijun, Mr. HO Kenneth Kai Chung and Mr. LIU Jianjun.