PHARMESIS INTERNATIONAL LTD.
(the "**Company**")
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200309641E)

PROPOSED SUBSCRIPTION OF 3,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY

- RECEIPT OF APPROVAL-IN-PRINCIPLE FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

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1. The board of directors ("**Directors**") of the Company refers to the Company's announcement on 16 September 2015 (the "**Announcement**") relating to its entry into the Subscription Agreement. Unless otherwise defined, all capitalised terms used herein shall bear the meanings ascribed thereto in the Announcement.

2. Further to the Announcement, the Directors are pleased to announce that it had on 25 September 2015 obtained the approval-in-principle from the SGX-ST for the listing of and quotation for the Subscription Shares on the Main Board of the SGX-ST ("**Approval-In-Principle**").

3. The SGX-ST's Approval-In-Principle is subject to the following:

   (a) compliance with the SGX-ST's listing requirements; and

   (b) submission to the SGX-ST of the following:

      (i) a written undertaking from the Company that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual in relation to the use of the proceeds from the Subscription and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on the use of proceeds and in the annual report;

      (ii) a written confirmation from the Company that it will comply with Rule 803 of the Listing Manual;

      (iii) a written confirmation from the Company that it will not issue or transfer the Subscription Shares to persons prohibited under Rule 812(1) of the Listing Manual;

      (iv) disclosure via SGXNET on the details of the ultimate beneficial shareholders of the Subscriber and whether they or their respective associates have any relationships with the Company's directors, controlling shareholders and their respective associates; and

      (v) disclosure via SGXNET on whether the placement of shares amounting to 15% of the issued share capital of the Company is a transfer of shares that requires shareholders' approval under Rule 803 of the Listing Manual.

   The Approval-In-Principle is not to be taken as an indication of the merits of the Subscription, the Subscription Shares, the Company and/or its subsidiaries.

4. Pursuant to the conditions of the Approval-In-Principle as set out under sub-paragraphs (iv) and (v) above, the Directors wish to provide the following additional disclosures for Shareholders' information:

(A) Details on ultimate beneficial shareholders of the Subscriber

The ultimate beneficial shareholders of the Subscriber are individuals, namely 王曙 (Dr. Wang) and 刘兵 (Mr. Liu). Dr. Wang is a professor and has nearly 30 years of experience in teaching and research work in pharmacognosy, drug research and development. Mr Liu is the deputy chief of the Subscriber and has 10 years of experience in academic promotion and marketing in the pharmaceutical industry.

Dr. Wang, Mr. Liu, and their respective associates do not have any relationship with the Company's directors, controlling shareholders and their respective associates.

(B) Transfer of controlling interest

The allotment and issue of the Subscription Shares to the Subscriber would not amount to a transfer of a controlling interest under Rule 803 of the Listing Manual of the SGX-ST ("**Listing Manual**") as the Subscriber's shareholding in the Company post-Subscription would be approximately 13.04%, which is below the 15% controlling interest threshold under the Listing Manual.

For illustration purposes only, the table below sets out the shareholdings of the existing substantial shareholders of the Company and the Subscriber before and after completion of the Subscription:

Name	**Number of Shares held as at the date hereof**	**Number of Subscription Shares subscribed**	**% of existing issued share capital of the Company ***	**% of enlarged issued share capital of the Company ****
Emperor Wealth Holdings Limited	5,233,800	N.A.	26.17	22.76
Suntar Investment Pte Ltd	4,770,000	N.A.	23.85	20.74
Top Entrepreneur Limited	2,281,200	N.A.	11.41	9.92
Subscriber	**Nil**	**3,000,000**	**15.0**	**13.04**

Notes:

* *Based on the existing issued number of ordinary shares of 20,000,000.*

** *Based on the enlarged issued number of ordinary shares of 23,000,000.*

In addition, the Directors wish to inform Shareholders as follows:

(i) the Subscriber is subscribing for the Subscription Shares for investment purposes only;

(ii) the Subscriber does not have, and will not post-Subscription have, any representation (whether directly or indirectly through a nominee) on the board of directors of the Company;

(iii) the Subscriber does not have control or influence over the Company in connection with the day-to-day affairs and operations of the Company; and

(iv) there will not be any changes to the existing controlling shareholders of the Company as a result of the Subscription.

BY ORDER OF THE BOARD

Jiang Yun
Executive Chairman

25 September 2015