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China Regenerative Medicine International Limited
中國再生醫學國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8158)

**SUBSCRIPTION AND SETTLEMENT AGREEMENTS –
ISSUE OF SHARES UNDER GENERAL MANDATE**

SUBSCRIPTION AND SETTLEMENT AGREEMENTS

On 8 October 2020 (after trading hours), the Company and the Subsidiary, a wholly-owned subsidiary of the Company entered into the Subscription and Settlement Agreements with the Service Providers respectively, pursuant to which the Company conditionally agrees to issue and the Service Providers conditionally agree to subscribe for or procure the subscription by their respective nominee(s) of, an aggregate of 230,000,000 Subscription Shares at the Issue Price of HK\$0.20 per Subscription Share. The Service Providers shall pay the subscription price at completion by setting off against the Account Payables due by the Subsidiary to the Service Providers and the Company shall allot and issue the Subscription Shares to the Service Providers as full and final settlement of the Account Payables.

The Issue Price of HK\$0.20 per Subscription Share represents:

- (i) a discount of approximately 10.71% to the closing price of HK\$0.224 per Share as quoted on the Stock Exchange on the date of the Subscription and Settlement Agreements; and

- (ii) a discount of approximately 0.20% to the average closing price of approximately HK\$0.2004 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Subscription and Settlement Agreements.

The Subscription Shares, which shall rank pari passu in all respect with the existing Shares, will be allotted and issued under the General Mandate. Application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares. As at the date of this announcement, the Company has not allotted and issued any Shares pursuant to the General Mandate and the General Mandate is sufficient for the allotment and issue of all the Subscription Shares. As such, no further shareholders' approval is required for the allotment and issue of the Subscription Shares.

Completion of the Subscriptions is subject to the fulfillment of the conditions precedent under the Subscription and Settlement Agreements. As the Subscriptions may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

SUBSCRIPTION AND SETTLEMENT AGREEMENTS

On 8 October 2020 (after trading hours), the Company and the Subsidiary, a wholly-owned subsidiary of the Company entered into three separate Subscription and Settlement Agreements with three Service Providers respectively, pursuant to which the Company conditionally agrees to issue and the Service Providers conditionally agree to subscribe for or procure the subscription by their respective nominee(s) of, an aggregate of 230,000,000 Subscription Shares at the Issue Price of HK\$0.20 per Subscription Share. On 28 August 2020, the Company has also previously entered into the previous subscription and settlement agreement with Service Provide A and Service Provider B. For more details thereof, please refer to the announcements of the Company dated 28 August 2020, 21 September 2020, 22 September 2020 and 30 September 2020.

THE DETAILS OF SERVICES FEES OUTSTANDING

As at the date of the Subscription and Settlement Agreements, the Subsidiary is indebted to the Service Provider A, the Service Provider B and Service Provider C in the amount of HK\$12,700,000, HK\$11,800,000 and HK\$21,500,000 respectively for services purchased which have fallen due.

The services provided by Service Provider A are cell engineering technology research and development consultancy service. The services were provided during the period from 1 July 2020 to 30 September 2020 with fees outstanding, and the due dates of these Account Payables were fallen due between 31 August 2020 and 31 October 2020. Part of the services provided in July 2020 were not settled under the previous subscription and settlement agreements with Service Providers A and B and therefore the balance will be settled under the relevant Subscription and Settlement Agreements. Such services were provided in relation to the cell products and services business segment of the Company.

The services provided by Service Provider B are cosmetic products and services consultancy service. The services were provided during the period from 1 July 2020 to 30 September 2020 with fees outstanding, and the due dates of these Account Payables were fallen due between 31 August 2020 and 31 October 2020. Part of the services provided in July 2020 were not settled under the previous subscriptions and settlement agreements with Service Providers A and B and therefore the balance will be settled under the relevant Subscription and Settlement Agreements. Such services were provided in relation to the cosmetic products and services business segment of the Company.

The services provided by Service Provider C are cell engineering production and control consulting service. The services were provided during the period from 1 July 2020 to 30 September 2020 with fees outstanding, and the due dates of these Account Payables were fallen due between 31 August 2020 and 31 October 2020. Such services were provided in relation to the cell products and services business segment of the Company.

Since the Group has insufficient cashflow and with reference to the current cash level of the Company and the expected cashflow income for the coming months, the Subsidiary is unable to settle the outstanding Account Payables by cash as they fall due or upon they fall due by end of October 2020, and therefore, upon arm's length negotiation, the parties to the relevant Subscription and Settlement Agreements agreed that the Account Payables as to HK\$12,700,000, HK\$11,800,000 and HK\$21,500,000 due to Service Provider A, Service Provider B and Service Provider C respectively shall be settled by the Subscription Shares.

The Service Providers shall pay their respective subscription money at the completion of the Subscriptions by setting off against the Account Payables due by the Subsidiary to the Service Providers and the Company shall allot and issue the Subscription Shares to the Service Providers as full and final settlement of the Account Payables. Upon completion of the Subscriptions, and the allotment and issue of the Subscription Shares, the repayment obligations of the Subsidiary for the Account Payables shall be fully discharged. The Service Providers agree to waive all its rights absolutely against the Subsidiary for any claim whatsoever.

Apart from the identities of the Service Providers and the number of Subscription Shares to be subscribed by each of the Service Providers, the terms of each of the Subscription and Settlement Agreements are the same. Set out below are the principal terms of the Subscription and Settlement Agreements:

The Subscription and Settlement Agreements

Date: 8 October 2020

Parties: (i) the Company as issuer;

(ii) the Subsidiary; and

(iii) the Service Providers as subscribers.

Information of the Service Providers

The Service Provider A is a limited liability partnership established in the PRC with limited liability and is engaged in consulting and advisory services. As confirmed by the Service Provider A and to the best of the knowledge, information and belief of the Directors, Service Provider A is a limited liability partnership established in the PRC with 41 partners in total, 40 of them holding in an aggregate of approximately 98.24% of the total investment are limited partners who are passive investors with no involvement in the management of the Service Provider A with only economic interest while the remaining one partner, namely, Ms. Lei Changjuan[#] (雷昌娟) is holding approximately 1.76% of the total investment thereof and is the general partner with the management power and duty of such limited liability partnership. Ms. Lei Changjuan is a merchant with knowledge in cell engineering technology in the industry.

The Service Provider B is a limited liability partnership established in the PRC with limited liability and is engaged in consulting and advisory services. As confirmed by the Service Provider B and to the best of the knowledge, information and belief of the Directors, Service Provider B is a limited liability partnership established in the PRC with 22 partners in total, 21 of them holding in an aggregate of approximately 92.53% of the total investment are limited partners who are passive investors with no involvement in the management of the Service Provider B with only economic interest while the remaining one partner, namely, Ms. Kong Yudong[#] (孔玉東) is holding approximately 7.47% of the total investment and is the general partner with the management power and duty of such limited liability partnership. Ms. Kong Yudong is a merchant with knowledge in cosmetic products and services in the industry.

Service Provider C is a sole proprietorship enterprise established in the PRC with non-limited liability and is engaged in consulting and advisory services. It is wholly-owned by Mr. Wen Lizhe[#] (溫理哲), who is a merchant with knowledge in cell engineering production and control.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, as at the date of this announcement, the Service Providers are service providers to the Company, and each of the Service Providers and their respective ultimate beneficial owners is an Independent Third Party.

There are no overlapping of limited partners of Service Provider A and Service Provider B save for:

- (i) Ms. Kong Yudong is also one of the limited partners (being passive investor) of Service Provider A holding approximately 7.40% of the total investment thereof, and as confirmed by her, she has no relationship with the partners (including Ms. Lei Changjuan) of Service Provider A;
- (ii) there are 2 limited partners namely Ms. Xu Huazhe[#] (徐華珍) and Ms. Xu Huati[#] (徐華娣) of both Service Provider A and Service Provider B who are sisters (the “**Sisters**”) and are passive investors only, and in aggregate hold approximately 9.70% of the investment in Service Provider A and approximately 7.48% of the investment in Service Provider B; and
- (iii) other than Ms. Kong Yudong and the Sisters, there are 7 investors who are also limited partners in both Service Provider A and Service Provider B and are passive investors only, each of them is independent of the other, and in aggregate they hold approximately 36.54% of the investment in Service Provider B and approximately 16.32% of the investment in Service Provider A. Save for the above, Service Provider A and Service Provider B are independent to each other and are Independent Third Party under the Listing Rules.

The list of investors and their respective percentage holding of total investment in each of the Service Providers are as follows (all English names below are transliteration of the Chinese names for reference purpose only):

Service Provider A

| | | % holding of total investment |
|----------------|--------------------------|--|
| Lei Chuangjuan | 雷昌娟 (as general partner) | 1.76 |
| Kong Yudong | 孔玉東 | 7.35 |
| Mao Wenhuan | 茅文煥 | 3.68 |
| Wang Meili | 王美麗 | 3.68 |
| Shen Shaolan | 盛紹蘭 | 1.76 |
| Shi Yunqin | 施允勤 | 0.88 |
| Sun Xiuhua | 孫秀華 | 1.76 |
| Xu Huati | 徐華娣 | 4.85 |
| Xu Huazhen | 徐華珍 | 4.85 |
| Ye Dongmei | 葉冬梅 | 3.68 |
| Yuan Chun | 袁春 | 0.88 |
| Chen Xiping | 陳錫平 | 7.35 |
| Sun Shaomei | 孫紹美 | 4.59 |
| Wu Pingqiang | 吳品強 | 3.68 |
| Yin Min | 殷敏 | 3.68 |
| Liu Guangzhen | 劉廣震 | 3.68 |
| You Qi | 游琪 | 3.68 |
| Zhang Jufang | 張菊芳 | 3.68 |
| An Lina | 安麗娜 | 3.68 |
| Shen Aimei | 申愛梅 | 3.68 |
| Wang Huayu | 王華宇 | 1.98 |
| Zhu Xinrong | 朱辛榮 | 1.86 |
| Liu Xiaojian | 劉小建 | 1.76 |
| Jia Meizhen | 賈美珍 | 1.76 |
| Xiao Yun | 蕭雲 | 1.76 |
| Pang Jianfen | 龐建芬 | 1.76 |
| Si Guaifeng | 施桂鳳 | 1.76 |
| Yin Long | 殷龍 | 1.76 |
| Shao Qiuping | 邵秋平 | 1.76 |
| Ding Yongxin | 丁永鑫 | 1.76 |
| Jin Guanquan | 金關泉 | 0.96 |
| Miu Xiaoying | 繆小英 | 0.88 |
| Xu Xiaomei | 許小妹 | 0.88 |

**% holding of
total investment**

| | | |
|--------------|-----|--------|
| Wang Qunli | 王群利 | 0.88 |
| He Jing | 何靜 | 0.88 |
| Yen Mingfeng | 嚴明峰 | 0.88 |
| Wang Chun | 王純 | 0.88 |
| Fei Lin | 費琳 | 0.88 |
| Wang Ying | 王瑩 | 0.88 |
| Tang Louqin | 湯露琴 | 0.88 |
| Liu Qin | 劉琴 | 0.37 |
| | | <hr/> |
| | | 100.00 |
| | | <hr/> |

Service Provider B

**% holding of
total investment**

| | | |
|---------------|--------------------------|-------|
| Kong Yudong | 孔玉東 (as general partner) | 7.47 |
| Mao Wenhuan | 茅文煥 | 4.79 |
| Wang Meili | 王美麗 | 4.98 |
| Shen Shaolan | 盛紹蘭 | 7.47 |
| Shi Yunqin | 施允勤 | 2.80 |
| Sun Xiuhua | 孫秀華 | 9.96 |
| Xu Huati | 徐華娣 | 3.74 |
| Xu Huazhen | 徐華珍 | 3.74 |
| Ye Dongmei | 葉冬梅 | 4.98 |
| Yuan Chun | 袁春 | 1.56 |
| Gao Yongzhi | 高永芝 | 17.17 |
| Wu Lanzhen | 吳蘭珍 | 4.55 |
| Lu Huiying | 陸惠英 | 4.55 |
| Xia Yu | 夏裕 | 3.74 |
| Lu Yangzhen | 陸養珍 | 3.24 |
| Gu Fangjie | 顧芳潔 | 2.80 |
| Hang Yuxian | 杭玉仙 | 2.80 |
| Chen Jianping | 陳建平 | 2.49 |
| Luo Li | 羅莉 | 2.49 |

| | | % holding of total investment |
|--------------|-----|--|
| Zou Maoxiang | 鄒茂祥 | 1.56 |
| Lin Yingqun | 林英群 | 1.56 |
| Zhou Caizhen | 周彩珍 | 1.56 |
| | | <hr/> |
| | | 100.00 |
| | | <hr/> |

Service Provider C

| | | % holding of total investment |
|-----------|-----|--|
| Wen Lizhe | 溫理哲 | 100.00 |
| | | <hr/> |

Subscription Shares

The aggregate of 230,000,000 Subscription Shares represent (i) approximately 10.70% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 9.67% of the issued share capital of the Company as enlarged by the allotment and issue of all the Subscription Shares.

The aggregate nominal value of the Subscription Shares is HK\$46,000,000.

Issue Price

The Issue Price of HK\$0.20 per Subscription Share represents: (i) a discount of approximately 10.71% to the closing price of HK\$0.224 per Share as quoted on the Stock Exchange on the date of the Subscription and Settlement Agreements; and (ii) a discount of approximately 0.20% to the average closing price of approximately HK\$0.2004 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Subscription and Settlement Agreements.

The Issue Price was arrived after arm's length negotiation between the Company, the Subsidiary and the Service Providers with reference to the market condition and the prevailing market price of the Shares. The Directors consider that the Issue Price and the terms of the Subscription and Settlement Agreements are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

General Mandate to issue the Subscription Shares

The Subscription Shares will be allotted and issued pursuant to the General Mandate. The maximum number of Shares that can be issued under the General Mandate is 395,857,900 Shares. As at the date of this announcement, the Company has not allotted and issued any Shares pursuant to the General Mandate and the General Mandate is sufficient for the allotment and issue of all the Subscription Shares. As such, the issue of the Subscription Shares is not subject to further Shareholders' approval. The General Mandate will be utilised as to approximately 58.10% upon the allotment and issue of all the Subscription Shares.

Conditions of the Subscription and Settlement Agreements

Completion of each of the Subscription and Settlement Agreements shall be subject to and conditional upon the following:

- (a) the GEM Listing Committee of the Stock Exchange having granted the listing of and permission to deal in the Subscription Shares;
- (b) all necessary consents and approvals required to be obtained on the part of the Company and the Subsidiary in respect of the Subscription and Settlement Agreements and the transactions contemplated thereunder having been obtained; and
- (c) all necessary consents and approvals required to be obtained on the part of the Service Providers in respect of the Subscription and Settlement Agreements and the transactions contemplated thereunder having been obtained.

The Company and the Subsidiary shall use its best endeavours to procure the fulfilment of the conditions (a) and (b), and the Service Providers shall use its best endeavours to procure the fulfilment of the condition (c), as soon as practicable.

None of the above conditions are capable of being waived. In the event that the conditions precedent to completion of the Subscriptions are not fulfilled on or before 30 November 2020 or such other date as may be agreed between the parties to the respective Subscription and Settlement Agreements in writing, the Subscription and Settlement Agreements shall cease and determine and neither the Company, the Subsidiary nor the Service Providers shall have any obligations and liabilities under the Subscription and Settlement Agreements (save for any liabilities arising out of any antecedent breaches).

For the avoidance of doubt, each of the Subscription and Settlement Agreements is not inter-conditional upon each other.

Completion

The Subscription and Settlement Agreements shall complete within three (3) Business Days after the day on which the conditions set out above are fulfilled (or such other date as may be agreed between the parties to the respective Subscription and Settlement Agreements in writing).

At the request of the Service Providers, for their ease of management in holding Shares listed in Hong Kong, each of them will nominate a third party to hold the relevant Subscription Shares as nominee for and on behalf of the respective Service Providers. Service Provider A will nominate 耀光(香港)企業有限公司 (Yao Guang (Hong Kong) Enterprise Limited), a company incorporated in Hong Kong with limited liability which was set up and is wholly owned by Ms. Lei Changjuan, the general partner of Service Provider A, to hold its Subscription Shares; Service Provider B will nominate 中民星空(香港)有限公司 (Zhong Min Starry (Hong Kong) Limited), a company incorporated in Hong Kong with limited liability which was set up and is wholly owned by Ms. Kong Yudong, the general partner of Service Provider B, to hold its Subscription Shares; while Service Provider C will nominate Mr. Wen Lizhe[#] (溫理哲) to hold its Subscription Shares.

As at the date of this announcement, Service Provider A has interest in 90,000,000 Shares (through its nominee), Service Provider B has interest in 80,000,000 Shares (through its nominee) and Service Provider C and its associates has no interest in any Shares. Upon completion of the Subscriptions, none of the Service Providers will become a substantial Shareholder.

Ranking and application for listing

The Subscription Shares will be issued under the General Mandate and will rank pari passu in all respects among themselves and with the existing Shares in issue on the date of completion of the Subscriptions. Application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after completion the Subscriptions (assuming that there are no other changes to the shareholding structure of the Company from the date of this announcement to the date of completion of the Subscriptions) are as follows:

| Shareholders | As at the date of this announcement | | Immediately after completion of the Subscriptions | |
|--------------------------------|-------------------------------------|---------------|---|---------------|
| | Number of Shares | Approx. % | Number of Shares | Approx. % |
| Substantial Shareholder | | | | |
| All Favour (Note 1) | 582,907,765 | 27.12 | 582,907,765 | 24.50 |
| Mr. Mao Xiao Kai | 280,000,000 | 13.03 | 280,000,000 | 11.77 |
| Sub-total | 862,907,765 | 40.15 | 862,907,765 | 36.27 |
| Directors | | | | |
| Mr. Wang Chuang (Note 2) | 25,140,000 | 1.17 | 25,140,000 | 1.06 |
| Mr. Wu Weiliang (Note 3) | 22,620,000 | 1.05 | 22,620,000 | 0.95 |
| Sub-total | 47,760,000 | 2.22 | 47,760,000 | 2.01 |
| Public Shareholders | | | | |
| Service Provider A | 90,000,000 | 4.19 | 153,500,000 | 6.45 |
| Service Provider B | 80,000,000 | 3.72 | 139,000,000 | 5.84 |
| Service Provider C | – | – | 107,500,000 | 4.52 |
| Other public Shareholders | 1,068,621,735 | 49.72 | 1,068,621,735 | 44.91 |
| Sub-total | 1,238,621,735 | 57.63 | 1,468,621,735 | 61.72 |
| Total | 2,149,289,500 | 100.00 | 2,379,289,500 | 100.00 |

Notes:

- All Favour is beneficially owned as to (i) 40% by Nat-Ace Wood Industry Ltd. and 20% by Honour Top Holdings Limited, of which Nat-Ace Wood Industry Ltd is ultimately and wholly-owned by Mr. Xu Yi (“**Mr. Xu**”) and Honour Top Holdings Limited is ultimately and wholly-owned by Mr. Dai Yumin (“**Mr. Dai**”); and (ii) 40% by Mr. Dai. Moreover, All Favour has interests in 582,907,765 Shares. Hence, Mr. Dai, Mr. Xu and Nat-Ace Wood Industry Ltd. are deemed to be interested in 582,907,765 Shares.
- Mr. Wang Chuang beneficially owns 25,140,000 Shares. Mr. Wang is an executive Director, the chairman and chief executive officer of the Company.
- Mr. Wu Weiliang beneficially owns 22,620,000 Shares. Mr. Wu is a non-executive Director.

FUND RAISING DURING THE PAST TWELVE MONTHS

The Company has conducted the following fund raising activities in the past 12 months immediately preceding the date of this announcement:

| Date of announcement | Fund raising activity | Net proceeds raised (approximately) | Proposed use of the net proceeds | Actual use of net proceeds |
|-----------------------------|---|--|---|---|
| 2 March 2020 | Placing of new shares under specific mandate | approximately HK\$98 million | (i) approximately HK\$30.0 million for repayment of accrued charges and other payables; (ii) approximately HK\$30.0 million for staff costs; (iii) approximately HK\$5.0 million for rent and rates; (iv) approximately HK\$5.0 million for utilities and other expenses; (v) approximately HK\$9.0 million for professional fees and corporate expenses; and (vi) approximately HK\$19.0 million for advertising, marketing and promotion expenses. | Utilised as intended |
| 2 March 2020 | Issue of convertible bonds under specific mandate | HK\$120 million | For settlement of shareholder's loan | No actual fund was raised and the subscription money for the convertible bonds were set off by the loan due to All Favour |

| Date of announcement | Fund raising activity | Net proceeds raised (approximately) | Proposed use of the net proceeds | Actual use of net proceeds |
|-----------------------------|---|--|---|---|
| 28 August 2020 | Issue of new shares under general mandate | HK\$34 million | Settlement of accounts payable to Service Provider A and Service Provider B | No actual fund was raised and the subscription money for the Shares were set off by the accounts payable due to Service Provider A and Service Provider B |

REASONS FOR THE SUBSCRIPTIONS AND USE OF PROCEEDS

The Company is an investment holding company. The principal activities of its subsidiaries are research and development of bio-medical products; production and sale of tissue engineering and stem cell products; sale and distribution of cosmetic and other products; and provision of healthcare services.

In the ordinary course of its business, the Subsidiary has been purchasing services from the Service Provider A, the Service Provider B and the Service Provider C, and have accumulated certain amount of account payables in its course of business. The Account Payables have fallen due, however, given the cash position of the Group, the Subsidiary has no sufficient cash to settle such Account Payables. As such, upon arm's length negotiation, the relevant parties to the respective Subscription and Settlement Agreements agree that the Account Payables as to HK\$12,700,000 due to the Service Provider A, as to HK\$11,800,000 due to the Service Provider B and as to HK\$21,500,000 due to the Service Provider C shall be settled by the Subscription Shares.

The Directors are of the view that the settlement of the Account Payables by way of Subscriptions would not result in significant cash outflow of the Company while reducing the indebtedness of the Company. Accordingly, the Directors consider that the terms of the Subscription and Settlement Agreements are fair and reasonable and the Subscriptions are in the interests of the Company and its Shareholders as a whole.

Completion of the Subscriptions is subject to the fulfillment of the conditions precedent under the Subscription and Settlement Agreements. As the Subscriptions may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITION

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

| | |
|-------------------------|---|
| “Account Payable(s)” | HK\$46,000,000, being the aggregate amount of account payables outstanding as at the date of the Subscription and Settlement Agreements due by the Subsidiary to the Service Providers |
| “AGM” | the annual general meeting of the Company held on 31 August 2020 |
| “associate(s)” | has the meaning ascribed to this term under the GEM Listing Rules |
| “Board” | the board of Directors |
| “Business Day(s)” | any day (other than a Saturday or Sunday or public holiday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted in Hong Kong between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours |
| “Company” | China Regenerative Medicine International Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange |
| “connected person(s)” | has the meaning ascribed to this term under the GEM Listing Rules |
| “Director(s)” | director(s) of the Company for the time being |
| “GEM” | GEM operated by the Stock Exchange |
| “GEM Listing Committee” | has the meaning as defined in the GEM Listing Rules |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM |

| | |
|-----------------------------|--|
| “General Mandate” | the general mandate granted to the Directors pursuant to an ordinary resolution of the Company passed at the AGM to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM, pursuant to which a maximum of 395,857,900 new Shares may fall to be allotted and issued as at the date of this announcement |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | Hong Kong Special Administrative Region of the People’s Republic of China |
| “Independent Third Parties” | third parties independent of and not connected with the Company and its connected persons |
| “Issue Price” | HK\$0.20 per Subscription Shares |
| Service Provider A” | Changzhou Yaoguang Enterprise Management Consulting Limited Liability Partnership [#] (常州市耀光企業管理諮詢合夥企業(有限合夥), a limited liability partnership established in the PRC with limited liability and a service provider of the Company and an Independent Third Party |
| “Service Provider B” | Changzhou Minxing Enterprise Management Consulting Services Limited Liability Partnership [#] (常州市中民星空企業管理諮詢服務合夥企業(有限合夥), a limited liability partnership established in the PRC with limited liability and a service provider of the Company and an Independent Third Party |
| “Service Provider C” | Shanghai Xiao Kan Feng Yun Health Management Consulting Services Centre [#] (上海笑看風雲健康管理諮詢中心), a sole proprietorship enterprise established in the PRC and a service provider of the Company and an Independent Third Party |
| “Service Providers” | collectively, the Service Provider A, the Service Provider B and Service Provider C |
| “Share(s)” | ordinary share(s) of HK\$0.20 each in the share capital of the Company |

| | |
|---|--|
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subscription A” | the subscription of 63,500,000 Shares by the Service Provider A pursuant to the terms of the Subscription and Settlement Agreement A |
| “Subscription B” | the subscription of 59,000,000 Shares by the Service Provider B pursuant to the terms of the Subscription and Settlement Agreement B |
| “Subscription C” | the subscription of 107,500,000 Shares by the Service Provider B pursuant to the terms of the Subscription and Settlement Agreement C |
| “Subscription Shares” | an aggregate of 230,000,000 new Shares to be subscribed by the Service Providers pursuant to the Subscription and Settlement Agreements, each a “Subscription Share” |
| “Subscriptions” | collectively, the Subscription A, the Subscription B and the Subscription C |
| “Subscription and Settlement Agreement A” | the conditional subscription and settlement agreement dated 8 October 2020 and entered into between the Company, the Subsidiary and the Service Provider A in relation to the Subscription A |
| “Subscription and Settlement Agreement B” | the conditional subscription and settlement agreement dated 8 October 2020 and entered into between the Company, the Subsidiary and the Service Provider B in relation to the Subscription B |
| “Subscription and Settlement Agreement C” | the conditional subscription and settlement agreement dated 8 October 2020 and entered into between the Company, the Subsidiary and the Service Provider C in relation to the Subscription C |
| “Subscription and Settlement Agreements” | collectively, the Subscription and Settlement Agreement A, the Subscription and Settlement Agreement B and the Subscription and Settlement Agreement C |

| | |
|------------------------------|---|
| “Subsidiary” | China Bio-Med Regeneration Technology Limited (中國生物醫學再生科技有限公司), a company incorporated in the British Virgin Islands with limited liability and a direct wholly-owned subsidiary of the Company |
| “substantial Shareholder(s)” | has the meaning ascribed thereto under the GEM Listing Rules |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent. |

For identification purpose only

By Order of the Board
China Regenerative Medicine International Limited
Wang Chuang
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 8 October 2020

As at the date of this announcement, the executive Directors are Mr. Wang Chuang (Chairman and Chief Executive Officer) and Mr. Qiu Bin; the non-executive Directors are Mr. Tsang Ho Yin and Mr. Wu Weiliang; and the independent non-executive Directors are Dr. Fang Jun, Ms. Huo Chunyu and Ms. Yang Ying.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least seven days from the date of the publication and will be published on the website of the Company at www.crmi.hk.