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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the shareholders (the “Shareholder(s)”) of China Regenerative Medicine International Limited (the “Company”) will be held at Suite 2310–2318, Miramar Tower, 132 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 4 September 2023 at 11 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company. The capitalised terms defined in the circular of the Company dated 18 August 2023 (the “Circular”) of which this notice forms part shall have the same meanings when used herein unless otherwise specified:

ORDINARY RESOLUTION

- (1) “**THAT** subject to and conditional upon, (i) the granting of approval by the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the Consolidated Shares (as defined below); and (ii) compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) to effect the Share Consolidation (as defined below):
 - (a) every ten (10) existing issued and unissued ordinary shares of HK\$0.20 each in the share capital in the Company be consolidated (the “**Share Consolidation**”) into one (1) consolidated share of HK\$2.00 each (the “**Consolidated Shares**”) such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;
 - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner on such terms as the directors of the Company (the “**Directors**”) may think fit; and

- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Share Consolidation.”

SPECIAL RESOLUTION

- (2) “**THAT** subject to and conditional upon (i) the Share Consolidation becoming effective; (ii) an order being made by the Grand Court of the Cayman Islands (the “**Grand Court**”) confirming the Capital Reduction (as defined below); (iii) compliance with any condition which the Grand Court may impose in relation to the Capital Reduction; (iv) registration by the Registrar of Companies of the Cayman Islands of a copy of the order of the Grand Court confirming the Capital Reduction and the minute approved by the Grand Court containing the particulars required under the Companies Act (Revised) of the Cayman Islands, (as consolidated and revised) (the “**Companies Act**”) in respect of the Capital Reduction; and (v) the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the New Shares (as defined below), with effect from the date on which these conditions are fulfilled (the “**Effective Date**”):
- (a) (i) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation which is not sold for the benefit of the Company (if any) shall be cancelled; and (ii) the par value of each issued Consolidated Share be reduced from HK\$2.00 to HK\$0.20 by cancelling the paid up capital to the extent of HK\$1.80 on each of the then issued Consolidated Shares (the “**Capital Reduction**”);
- (b) following the Capital Reduction, the credit arising from the Capital Reduction be applied towards setting off the accumulated losses of the Company in a manner as permitted by the memorandum and the articles of association of the Company and the Companies Act and other applicable laws;
- (c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value HK\$2.00 each will be sub-divided (the “**Share Sub-division**”) into ten (10) new Shares of par value HK\$0.20 each (the “**New Shares**”);

- (d) each of the New Shares arising from the Capital Reduction and the Share Sub-division shall rank *pari passu* in all aspects with each other and each shall have rights and privileges and be subject to the restrictions as contained in the memorandum and the articles of association of the Company; and
- (e) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Share Sub-division, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to, implement and complete the Capital Reduction and the Share Sub-division.”

ORDINARY RESOLUTION

(3) **“THAT**

- (a) the subscription agreement dated 14 July 2023 entered into between the Company (as issuer) and Mr. Wang Chuang (“**Mr. Wang**”) (as subscriber) (the “**Subscription Agreement**”) in relation to the allotment and issue of 18,823,530 New Shares (the “**Subscription Shares**”) in the share capital of the Company at a subscription price of HK\$0.85 per New Share, credited as fully paid and which shall rank *pari passu* in all respects with the ordinary shares then in issue, by the Company to Mr. Wang and the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares), be and are hereby approved, confirmed and ratified;
- (b) conditional upon (i) the Share Consolidation, the Capital Reduction and Share Sub-division becoming effective; and (ii) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares to be allotted and issued pursuant to the terms and conditions of the Subscription Agreement, the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Subscription Shares credited as fully paid at the subscription price of HK\$0.85 per Subscription Share to Mr. Wang, provided that the aforementioned specific mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate which has been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and

- (c) any one or more of the Director be and is/are hereby authorised generally to take all necessary steps and do all such acts and things and to sign and execute all documents (including the affixation of the common seal of the Company where execution under seal is required) which they may consider necessary, appropriate, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the Subscription Agreement and the allotment and issue of the Subscription Shares and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

Yours faithfully,
By Order of the Board
China Regenerative Medicine International Limited
Khoo Wun Fat William
Company Secretary

Hong Kong, 18 August 2023

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal place of business

in Hong Kong:
Suite 2310–18, Miramar Tower
132 Nathan Road
Tsim Sha Tsui, Kowloon
Hong Kong

Notes:

1. A Shareholder entitled to attend and vote at the above meeting may appoint one or more proxies, if he is the holder of two or more Shares, to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any Share, any one such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong Branch Share Registrar, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
4. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 30 August 2023 to Monday, 4 September 2023, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong Branch Share Registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than Tuesday, 29 August 2023 at 4:00 p.m..
6. If a Typhoon Signal No. 8 or above is hoisted, a Black Rainstorm Warning Signal or "extreme conditions" caused by super typhoons is in force in Hong Kong at or at any time after 8:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on the Company's website at www.crimi.hk and the website of HKEXnews at www.hkexnews.hk to notify its Shareholders of the date, time and place of the adjourned meeting.
7. The EGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the EGM under bad weather conditions bearing in mind their own situations.
8. All resolutions at the EGM will be taken by poll pursuant to the GEM Listing Rules and the Company's articles of association. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.
9. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the executive Director is Mr. Wang Chuang (Chairman and Chief Executive Officer); the non-executive Director is Mr. Tsang Ho Yin; and the independent non-executive Directors are Ms. Huo Chunyu, Dr. Liu Ming and Mr. Leung Man Fai.

This notice, 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 notice 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 notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the date of its publication. This notice will also be published on the Company's website at www.crimi.hk.