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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)

**(1) POLL RESULTS OF
EXTRAORDINARY GENERAL MEETING HELD ON
4 SEPTEMBER 2023;
(2) SHARE CONSOLIDATION;
(3) ADJUSTMENTS TO THE NUMBER AND
EXERCISE PRICE OF THE OUTSTANDING SHARE OPTIONS
AND
(4) UPDATE ON THE CAPITAL REDUCTION AND
THE SHARE SUB-DIVISION**

The Board is pleased to announce that all the proposed resolutions as set out in the EGM Notice were duly passed by way of poll at the EGM held on 4 September 2023.

Subject to the GEM Listing Committee granting approval for the listing of, and permission to deal in the Consolidated Shares, dealings in the Consolidated Shares will commence at 9:00 a.m. on Wednesday, 6 September, 2023.

As a result of the Share Consolidation, adjustments will be made to the exercise price of the outstanding Share Options and the number of the Consolidated Shares to be allotted and issued upon exercise of the outstanding Share Options.

The adjustments to the outstanding Share Options will become effective on Wednesday, 6 September 2023.

References are made to the notice of the extraordinary general meeting (the “**EGM**”) dated 18 August 2023 (the “**EGM Notice**”) and the circular dated 18 August 2023 (the “**Circular**”) of China Regenerative Medicine International Limited (the “**Company**”). Unless otherwise defined herein, capitalised terms used in this announcement have the same meanings as defined in the Circular.

Union Registrars Limited, the Company's Hong Kong branch share registrar, was appointed and acted as the scrutineer for the poll voting at the EGM.

Apart from Mr. Wang Chuang, who was unable to attend the EGM due to other business engagements, all the remaining Directors attended the EGM in person or by electronic means.

(1) POLL RESULTS OF THE EGM

The Board is pleased to announce that all of the proposed ordinary resolutions and proposed special resolution as set out in the EGM Notice were duly passed by way of poll at the EGM held on 4 September 2023.

As at the date of the EGM, the total number of issued Shares in the Company was 2,854,289,500 Shares.

With respect to proposed ordinary resolution no. 1 and proposed special resolution no. 2, no Shareholder is required to abstain from voting for the resolutions. Accordingly, as at the date of the EGM, there was a total of 2,854,289,500 Shares entitling the Shareholders to attend and vote on the proposed ordinary resolution no. 1 and the proposed special resolution no. 2 at the EGM.

With respect to proposed ordinary resolution no. 3, as set out in the Circular, the Subscriber and his associates, being interested in the transactions contemplated under the Subscription Agreement, should abstain from voting in favour of the resolution in relation to the Subscription Agreement and the transactions contemplated thereunder at the EGM, and they have so abstained from voting at the EGM in respect of proposed ordinary resolution no. 3 accordingly.

As at the date of EGM, the Subscriber held a total of 550,520,000 Shares. Accordingly, as at the date of the EGM, there was a total of 2,303,769,500 Shares entitling the Independent Shareholders to attend and vote on the ordinary resolution no. 3 at the EGM.

To the best of Director's knowledge, information and belief having made all reasonable enquiries, save as disclosed above, there were no Shareholder who was required under the GEM Listing Rules to abstain from voting on the proposed ordinary resolutions and the proposed special resolution proposed at the EGM. No Shareholder has stated his/her/its intention in the Circular to vote against the resolutions proposed at the EGM.

The poll results of the resolutions at the EGM are as follows:

ORDINARY RESOLUTION *		Number of votes cast (Percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1.	To approve the Share Consolidation and the transactions contemplated thereunder as set out in the EGM Notice.	792,525,018 (100.0%)	0 (0.0%)	792,525,018

SPECIAL RESOLUTION *		Number of votes cast (Percentage of total number of votes cast)		Total number of votes cast
		For	Against	
2.	To approve the Capital Reduction, Share Sub-division and the transactions contemplated thereunder as set out in the EGM Notice.	792,525,018 (100.0%)	0 (0.0%)	792,525,018

ORDINARY RESOLUTION *		Number of votes cast (Percentage of total number of votes cast)		Total number of votes cast
		For	Against	
3.	To approve the Subscription Agreement, the allotment and issue of the Subscription Shares and the grant of the Specific Mandate for the allotment and issue of the Subscription Shares, and to authorise any one or more Directors to do all things necessary for the implementation of the aforesaid.	241,860,018 (100.0%)	0 (0.0%)	241,860,018

* Full text of the above resolutions is set out in the EGM Notice.

As more than 50% of the votes cast are in favour of the proposed ordinary resolutions no. 1 and no. 3, these two proposed ordinary resolutions have been duly passed by the Shareholders/Independent Shareholders as ordinary resolutions of the Company. As more than 75% of the votes cast are in favour of the proposed special resolution no. 2, the proposed special resolution no. 2 has been duly passed by the Shareholders as a special resolution of the Company.

(2) SHARE CONSOLIDATION

Subject to the GEM Listing Committee granting approval for the listing of, and permission to deal in, the Consolidated Shares, dealings in the Consolidated Shares will commence at 9:00 a.m. on Wednesday, 6 September 2023. Please refer to the Circular for details of the timetable and the arrangements, including the trading arrangement, the exchange of share certificates and matching services for odd lots brought about by the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from blue to purple.

(3) ADJUSTMENTS TO THE NUMBER AND EXERCISE PRICE OF THE OUTSTANDING SHARE OPTIONS

As at the date of this announcement, the Company has outstanding Share Options entitling holders thereof to subscribe for an aggregate amount of 7,207,200 Existing Shares under the Share Option Scheme.

As a result of the Share Consolidation and in accordance with the Share Option Scheme, the exercise price and the number of Consolidated Shares to be issued upon exercise of the outstanding Share Options will be adjusted as follows with effect from the effective date of the Share Consolidation (i.e. on Wednesday, 6 September 2023):

Date of grant	Exercise period	Before adjustments	Exercise price per Share (HK\$)	After adjustments	Exercise price per Consolidated Share (HK\$)
		Number of Shares to be allotted and issued upon full exercise of the outstanding Share Options		Number of Consolidated Shares to be allotted and issued upon full exercise of the outstanding Share Options	
16 September 2015	16 September 2015 to 15 September 2025 (both days inclusive)	3,302,000	9.00	330,200	90.0
9 September 2016	9 September 2016 to 8 September 2025 (both days inclusive)	3,905,200	5.82	390,520	58.2

In accordance with the terms and conditions of the Share Option Scheme, the above adjustments in relation to the outstanding Share Options will take effect on Wednesday, 6 September 2023, being the effective date of the Share Consolidation. Save for the above adjustments, all other terms and conditions of the Share Option Scheme remain unchanged. As a result of the Share Consolidation, the total number of Shares which may fall to be issued under the scheme limit of the Share Option Scheme has been adjusted to 720,720 Consolidated Shares pursuant to the terms of the Share Option Scheme.

The Company's independent financial adviser has confirmed in writing that the adjustments made to the exercise price of the Share Options and the number of Consolidated Shares to be issued upon the exercise of the outstanding Share Options are in compliance with (i) the terms and conditions of the Share Option Scheme; (ii) the requirements as set out in Rule 23.03(13) of the GEM Listing Rules; and (iii) the "Supplementary Guidance on Rule 23.03(13) of the GEM Listing Rules and the Note Immediately after the Rule" attached to the Frequently Asked Question No. 072–2020 issued by the Stock Exchange on 6 November 2020 and updated on 1 January 2023.

(4) UPDATE ON THE CAPITAL REDUCTION AND THE SHARE SUB-DIVISION

Subsequent to the passing of the special resolution, the Capital Reduction and the Share Sub-division are still subject to certain conditions as set out in the paragraph headed "Letter from the Board – Proposed Capital Reduction and Share Sub-division – Conditions of the Capital Reduction and the Share Sub-division" in the Circular.

Further announcement(s) will be made by the Company to inform the Shareholders of the effective date of the Capital Reduction and the Share Sub-division as and when appropriate.

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

Hong Kong, 4 September 2023

As at the date of this announcement, 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 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 website of the Stock Exchange at www.hkexnews.hk for at least seven days from the date of its publication. This announcement will also be published on the Company's website at www.crimi.hk.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.