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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)

COMPLETION OF CONNECTED TRANSACTION IN RELATION TO LOAN CAPITALISATION INVOLVING ISSUE OF SHARES UNDER SPECIFIC MANDATE

References are made to (i) the announcement of China Regenerative Medicine International Limited (the “**Company**”) dated 14 July 2023; (ii) the circular (the “**Circular**”) of the Company dated 18 August 2023; (iii) the poll results announcement of extraordinary general meeting of the Company dated 4 September 2023; (iv) the announcement of the Company dated 12 October 2023; and (v) the announcement of the Company dated 7 December 2023, in relation to, among other things, the connected transaction involving issue of Shares under Specific Mandate. Capitalised terms used in this announcement shall have the same meaning as those used in the Circular unless otherwise defined.

COMPLETION OF THE LOAN CAPITALISATION

The Board is pleased to announce that all the conditions precedent under the Subscription Agreement have been fulfilled and the Completion took place on 13 December 2023. Upon the Completion, a total of 18,823,530 Subscription Shares were allotted and issued by the Company to the Subscriber at the Subscription Price of HKD0.85 per Subscription Share pursuant to the terms and conditions of the Subscription Agreement and the supplemental agreement dated 12 October 2023 entered into between the Company and the Subscriber. The aggregate of 18,823,530 Subscription Shares represents (i) approximately 6.60% of the issued share capital of the Company immediately before the Completion; and (ii) approximately 6.19% of the issued share capital of the Company as at the date of this announcement as enlarged by the allotment and issue of the Subscription Shares immediately after the Completion.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company (i) immediately before the Completion; and (ii) immediately after the Completion:

	Immediately before the Completion		Immediately after the Completion	
	<i>No. of Shares</i>	<i>Approximate % of total no. of Shares in issue</i>	<i>No. of Shares</i>	<i>Approximate % of total no. of Shares in issue</i>
The Subscriber (<i>Note 1</i>)	55,052,000	19.3	73,875,530	24.3
All Favour Holdings Limited (<i>Note 2</i>)	58,254,776	20.4	58,254,776	19.1
Public Shareholders	<u>172,122,174</u>	<u>60.3</u>	<u>172,122,174</u>	<u>56.6</u>
Total	<u><u>285,428,950</u></u>	<u><u>100.0</u></u>	<u><u>304,252,480</u></u>	<u><u>100.0</u></u>

Notes:

1. As at the date of this announcement, Mr. Wang Chuang is an executive Director, chairman of the Board and chief executive officer of the Company and a Substantial Shareholder of the Company.
2. All Favour Holdings Limited (“**All Favour**”) is beneficially owned as to (i) 40% by Nat-Ace Wood Industry Ltd. (“**Nat-Ace Wood Industry**”) and 20% by Honour Top Holdings Limited, of which Nat-Ace Wood Industry is ultimately and wholly-owned by Mr. Li Ren (“**Mr. Li**”) and Honour Top Holdings Limited is ultimately wholly owned by Mr. Dai Yumin (“**Mr. Dai**”), and (ii) 40% by Mr. Dai. Moreover, All Favour has been the beneficial owner of 58,254,776 Shares. By virtue of the SFO, Mr. Dai, Mr. Li and Nat-Ace Wood Industry are deemed to be interested in 58,254,776 Shares in which All Favour is interested in.

On 31 March 2022, a bankruptcy order was made against Mr. Dai. Subsequently, Messrs. Arab Osman Mohammed and Mr. Wong Kwok Keung were appointed as joint and several trustees (the “**Trustees**”) of the property of Mr. Dai at the general meeting of creditors held on 6 May 2022. Accordingly, the property of Mr. Dai, including his shareholdings, shall vest in the Trustees pursuant to section 58(2) of the Bankruptcy Ordinance (Cap. 6).

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

Hong Kong, 13 December 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.