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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) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (3) CHANGE IN THE COMPOSITION OF THE BOARD COMMITTEES;**
- (4) APPOINTMENT OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT; AND**
- (5) COMPLIANCE WITH GEM LISTING RULES**

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Regenerative Medicine International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that:

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Liu Ming (“**Dr. Liu**”) has resigned as an independent non-executive Director with effect from 30 June 2025 due to his personal commitment. Dr. Liu has ceased to be a member of the audit committee of the Company (the “**Audit Committee**”), the Chairman of each of the nomination committee of the Company (the “**Nomination Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”) upon his resignation as an independent non-executive Director. Upon his resignation, Dr. Liu would no longer hold any position in the Group.

Dr. Liu has confirmed that he has no disagreement with the Board and there are no matters with respect to his resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Zhou Xudong (“**Mr. Zhou**”) has been appointed as an independent non-executive Director, a member of the Audit Committee, the Chairman of each of the Remuneration Committee and Nomination Committee with effect from 30 June 2025, in place of Dr. Liu.

The biographical details of Mr. Zhou are set out below:

Mr. Zhou Xudong (周旭東), aged 58, a second-grade solicitor (二級律師) with over 30 years of legal practice in the People’s Republic of China, has extensive experience in corporate areas and arbitration. Mr. Zhou has currently served as an executive director of the Jiangsu Case Law Society* (江蘇省案例法學會常務理事), and a vice president of the Changzhou Arbitration Association* (常州市仲裁協會副會長).

Since December 2003, Mr. Zhou has been serving as the director and successively the partner of Jiangsu Dongsheng Law Firm (江蘇東晟律師事務所). Further, Mr. Zhou has been appointed as an independent non-executive director at each of (i) Jiangsu Huayang Intelligent Equipment Co., Ltd. (江蘇華陽智能裝備股份有限公司) (listed on the Shenzhen Stock Exchange with stock code 301502.SZ) since June 2020, (ii) Jiangsu Changyou Environmental Protection Technology Co., Ltd. (江蘇常友環保科技股份有限公司) (listed on the Shenzhen Stock Exchange with stock code 301557.SZ) since December 2020, and (iii) Terrence Energy Equipment Co., Ltd. (特瑞斯能源裝備股份有限公司) (listed on the Beijing Stock Exchange with stock code 834014.BJ) since October 2021.

Mr. Zhou graduated from Nanjing Normal University (南京師範大學) with a Bachelor’s degree in Laws in 1989, and a Master’s degree in Business Administration from Tianjin University (天津大學) in 1997.

From 1989 to 1998, Mr. Zhou served as a law lecturer at Changzhou Radio and Television University (常州廣播電視大學) (now known as Changzhou Open University* (常州開放大學)), while concurrently practising as a part-time lawyer at Changzhou No. 6 Law Firm* (常州第六律師事務所) from 1994 to 1998.

From 1998 to 2003, Mr. Zhou was a director of Changzhou Dongzhen Law Firm* (常州東臻律師事務所). From 2012 to 2022, Mr. Zhou was appointed as the vice president of Zhonglou District Committee of the Political Consultative Conference in Changzhou* (常州市鐘樓區政協會議), while Mr. Zhou was concurrently appointed as an independent non-executive director of Jiangsu Guomao Reducer Co., Ltd. (江蘇國茂減速機股份有限公司) (listed on the Shanghai Stock Exchange with stock code 603915.SH) from 2016 to 2022.

As at the date of this announcement, Mr. Zhou does not hold any other position with the Company and/or other members of the Group. Save as disclosed above, he does not hold any other major appointment and has not held any position or directorship in any other listed public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years preceding the date of this announcement.

Mr. Zhou has confirmed that (i) his independence as regards each of the factors referred to in Rules 5.09(1) to (8) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”); (ii) he has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the GEM Listing Rules) of the Company; and (iii) there is no other factors that may affect his independence at the time of his appointment.

Mr. Zhou has entered into a letter of appointment with the Company as an independent non-executive Director for a term of three (3) years commencing on 30 June 2025 unless terminated by not less than three (3) months’ prior notice in writing served by either Mr. Zhou or the Company. Mr. Zhou will be subject to retirement by rotation and re-election at annual general meeting of the Company pursuant to the articles of association of the Company. Mr. Zhou will be entitled to receive a director’s fee of HK\$120,000 per annum which is determined by the Board and the Remuneration Committee with reference to his duties and responsibilities, the prevailing market conditions and the remuneration policy of the Company.

As at the date of this announcement, Mr. Zhou does not have any interests in the shares of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). He has no relationships with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company (as defined under the GEM Listing Rules).

Save as disclosed in this announcement, the Board is not aware of any other information that are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules or any matters that need to be brought to the attention of the shareholders of the Company.

CHANGE IN THE COMPOSITION OF THE BOARD COMMITTEES

The Board also announces that with effect from 30 June 2025:

- (1) Dr. Liu has ceased to be a member of the Audit Committee, the Chairman of Nomination Committee and Remuneration Committee; and
- (2) Mr. Zhou has been appointed as a member of the Audit Committee, the Chairman of Nomination Committee and Remuneration Committee.

APPOINTMENT OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND PROCESS AGENT

The Board is pleased to announce that Ms. Chan Lok Tung (陳樂彤) (“**Ms. Chan**”) has been appointed as (i) the company secretary of the Company; (ii) an authorised representative of the Company under Rule 5.24 of the GEM Listing Rules; and (iii) an authorised representative for the purpose of accepting service of process and notices on behalf of the Company in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and Rule 24.05(2) of the GEM Listing Rules (the “**Process Agent**”) with effect from 30 June 2025.

Ms. Chan is a manager of Universe Corporate Services Limited. She has over 6 years of experience in handling listed company secretarial and compliance related matters. Ms. Chan obtained a Bachelor's degree of Business Administration (Honours) in Accountancy at the City University of Hong Kong in July 2016. She is an associate member of both The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators). Ms. Chan satisfies the qualification requirements for company secretary under Rule 5.14 of the GEM Listing Rules.

COMPLIANCE WITH GEM LISTING RULES

Following the appointment of Ms. Chan with effect from 30 June 2025, the Company has fulfilled the requirements of Rules 5.14 and 5.24 of the GEM Listing Rules.

The Board would like to take this opportunity to express its sincere appreciation to Dr. Liu for his valuable contributions and services to the Company and extend a warm welcome to Mr. Zhou and Ms. Chan for joining the Company.

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

Hong Kong, 30 June 2025

As at the date of this announcement, the executive Director is Mr. Wang Chuang (Chairman and Chief Executive Officer); the non-executive Director is Ms. Luo Min; and the independent non-executive Directors are Ms. Huo Chunyu, Mr. Leung Man Fai and Mr. Zhou Xudong.

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.hkexnews.hk for at least seven days from the date of the publication and will be published on the website of the Company at www.crimi.hk.

* *For identification purpose only*