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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 China Regenerative Medicine International Limited (the “**Company**”) will be held at Rooms 3006-10, 30/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 2:30 p.m. on Monday, 7 December 2020 to consider and, if thought fit, pass the following resolutions, with or without amendment, as ordinary resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the subscription and settlement agreement dated 20 October 2020 (the “**Subscription and Settlement Agreement**”) (a copy of which has been produced to the EGM and marked “A” and initialled by the chairman of the EGM for the purpose of identification) entered into between the Company as issuer and All Favour Holdings Limited as subscriber (the “**Subscriber**”) in relation to the issue of the convertible bonds in the principal amount of HK\$95,000,000 (the “**Convertible Bonds**”), which entitles the holder(s) thereof to convert the same into shares (the “**Conversion Shares**”) in the share capital of the Company in accordance with the terms of the Convertible Bonds at the initial conversion price of HK\$0.20 (subject to adjustments) per Conversion Share and the transactions contemplated thereunder (including the issue of the Convertible Bonds, allotment and issue of the Conversion Shares pursuant thereto) be and are hereby approved, confirmed and ratified;

- (b) the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the Conversion Shares to the relevant holder(s) of the Convertible Bond(s) in accordance with the terms of the Convertible Bonds, where such Conversion Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The aforementioned specific mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have 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 Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such further documents (and to affix the common seal of the Company thereon, if necessary) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription and Settlement Agreement or any transactions contemplated thereunder 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.”
2. To appoint McM (HK) CPA Limited as auditors of the Company with immediate effect and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of Directors to fix their remuneration.

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

Hong Kong, 20 November 2020

*Registered office:*

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

*Head office and principal of business  
in Hong Kong:*

Suite 2310-2318  
Miramar Tower  
132 Nathan Road  
Tsim Sha Tsui  
Kowloon  
Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the above meeting may appoint one or, if he is the holder of two or more shares, more than one proxy 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, the name of all joint holders should be stated. Any one of such persons may vote at the EGM, 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 EGM 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 share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of 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 holding the meeting or any adjournment thereof.
4. In order to determine the entitlement of shareholders of the Company to attend and vote at the EGM, all transfers of shares accompanied by the relevant share certificates must be lodged 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 for registration not later than 4:00 p.m. on Tuesday, 1 December 2020.
5. Delivery of a form of proxy shall not preclude a member from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or extreme conditions caused by super typhoon is in effect in Hong Kong any time after 11:30 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at [www.crmi.hk](http://www.crmi.hk) and on the GEM website of the Stock Exchange at [www.hkgem.com](http://www.hkgem.com) to notify Shareholders of the date, time and venue of the rescheduled meeting.

7. In light of the ongoing outbreak of coronavirus (“**COVID-19**”) and in the best interest of protecting the health of Shareholders and other attendees who will attend the EGM, special precautionary measures will be implemented by the Company, the details of which are as follows:
- (i) All attendees are required to wear self-prepared surgical mask at all times during their attendance of the EGM;
  - (ii) All attendees are required to use hand sanitizer gel before entry and compulsory body temperature checks will be conducted before being given access to the EGM venue;
  - (iii) Seat arrangement will be given at the EGM venue to maintain an appropriate social distance and the number of attendees at the EGM will be limited according to the latest regulations announced by the government;
  - (iv) There will be no corporate gift or souvenir distributed and no refreshment will be served at the EGM; and
  - (v) Should any attendee refuse to comply with any of the abovementioned measures, the Company reserves the right to deny access of such attendee to the EGM venue.

**Shareholders are strongly encouraged to appoint the chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person.**

**Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) on such measures as appropriate.**

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