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# China Bio-Med Regeneration Technology Limited 中國生物醫學再生科技有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8158)

# **Announcement pursuant to Rule 17.10**

This announcement is made pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the "GEM Listing Rules") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

## THE DISPOSALS

The board of directors (the "Board") of China Bio-Med Regeneration Technology Limited (the "Company") announces that on 8 June 2009, the Company and BM Intelligence Limited ("BM Intelligence") (together the "Vendors") entered into a sale and purchase agreement (the "Sale and Purchase Agreement") (as amended by a supplemental agreement dated 19 June 2009) with Hop Asia Holdings Limited (the "Purchaser") pursuant to which the Vendors conditionally agreed to dispose and the Purchaser agreed to acquire the Sale Shares (as defined below) and the Sale Loan (as defined below) at a consideration of HK\$11,263,513.16 (subject to adjustment and under no circumstances exceed HK\$15,000,000.00) (the "Disposals") subject to the conditions set out in the Sale and Purchase Agreement.

#### The Sale Shares

The Sale Shares, representing

- (i) 100% equity interest of BMI Corporate Services Limited, IBC Corporate Services Limited, BMI Professional Translation Services Limited, BMI Technologies Limited, BMI Finance Limited, BMI Nominees Limited, BMI Strategic Marketing Limited and BMI Consultants Limited. BMI Consultants Limited possesses the 100% equity interest in 邦盟滙駿商務咨詢 (上海)有限公司 (BMI Corporate Advisory (Shanghai) Limited\*) and 邦盟滙駿顧問(深圳)有限公司 (BMI Consultants (Shenzhen) Limited\*),
- (ii) 80% equity interest of BM Union Communication Limited,
- (iii) 25% equity interest of BMI Overseas Investment Limited and
- (iv) 14.42% equity interest of Union Services and Registrars Inc.. (together the "Target Companies")

## The Sale Loan

As at 31 January 2009, the Target Companies are collectively and in aggregate indebted to the Company as to HK\$23,200,000.00 (the "Company Indebtedness") and are collectively and in aggregate indebted to BM Intelligence as to HK\$3,921,089.82 (the "BMI Indebtedness"). The Sale Loan, representing the aggregate of the Company Indebtedness and the BMI Indebtedness as at 31 January 2009 of HK\$27,121,089.82.

# **Implications under the GEM Listing Rules**

Pursuant to Rule 19.08 of the GEM Listing Rules, as the applicable percentage ratio(s) as defined under the GEM Listing Rules exceed(s) 25%, the Disposals constitute major disposal for the Company. Since Mr. Lo Wah Wai is a director of subsidiaries of the Company and the director and the sole shareholder of the Purchaser respectively, the Disposals also therefore constitute a connected transaction for the Company under Chapter 20 of the GEM Listing Rules. An announcement containing, among other matters, details of the Disposals pursuant to the GEM Listing Rules will be published as soon as practicable.

#### SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended from 9:30 a.m. on 9 June 2009 pending for the release of an announcement in relation to the Disposals. Trading in the shares of the Company on the Stock Exchange will remain suspended.

By order of the Board
Tin Ka Pak
Executive Director

Hong Kong, 19 June 2009

As at the date of this announcement, the executive directors of the Company are Ms. Yeung Sau Han, Agnes, Ms. Yu Sai Lai, Mr. Tin Ka Pak, Mr. Dai Yumin and Mr. Luo Xian Ping; the non-executive directors of the Company are Mr. Wong Sai Hung, Oscar and Dr. Jin Yan; the independent non-executive directors of the Company are Mr. Lui Tin Nang, Mr. Cheung Siu Chung, Mr. Orr Joseph Wai Shing and Mr. Lam Raymond Shiu Cheung.

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:- (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the "Latest Company Announcement" page of the GEM website for at least 7 days from the date of this announcement and the Company's website at <a href="https://www.bmregeneration.com">www.bmregeneration.com</a>.

<sup>\*</sup> For identification purpose only