

THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED TO BE VALID.

本申請表格須整份交回方為有效。

IMPORTANT

重要提示

THIS APPLICATION FORM (“AF”) IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON MONDAY, 24 FEBRUARY 2020.

本申請表格(「申請表格」)具有價值，但不可轉讓，並僅供名列下文之合資格股東使用。申請最遲須於二零二零年二月二十四日(星期一)下午四時正遞交。

IF YOU ARE IN ANY DOUBT ABOUT THIS AF OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格或應採取之行動有任何疑問，應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Terms used herein shall have the same meanings as defined in the prospectus of China Regenerative Medicine International Limited dated 6 February 2020 (the “**Prospectus**”) unless the context otherwise requires.

除文義另有所指外，本申請表格所用之詞彙與中國再生醫學國際有限公司於二零二零年二月六日刊發之章程(「章程」)所界定者具相同涵義。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this AF, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this AF.

香港交易及結算所有限公司、聯交所及香港結算對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本申請表格全部或任何部份內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Dealings in the Offer Shares may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

發售股份之買賣可透過中央結算系統進行結算，而有關結算安排之詳情及該等安排對閣下權利及權益可能產生之影響，閣下應諮詢閣下之股票經紀或其他持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of the Prospectus, together with this AF and copies of the documents mentioned in the paragraph headed “12. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents.

章程連同本申請表格及章程附錄三「12.送呈香港公司註冊處處長的文件」一段所述之文件，已按照香港法例第32章《公司(清盤及雜項條文)條例》第342C條之規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及證監會對上述任何文件之內容概不負責。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待發售股份獲准於聯交所上市及買賣及符合香港結算之證券收納規定後，發售股份將獲香港結算接納為合資格證券，可由發售股份在聯交所開始買賣日期或香港結算釐定之有關其他日期起，於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統內進行交收。所有在中央結算系統內進行之活動均須依據不時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

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Number of Shares registered in your name(s) on Wednesday, 5 February 2020
於二零二零年二月五日(星期三)以閣下名義登記之股份數目

Box A
甲欄

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Number of Offer Shares in your assured entitlement subject to payment in full on acceptance by no later than 4:00 p.m. on Monday, 24 February 2020
閣下獲保證配額之發售股份數目(須不遲於二零二零年二月二十四日(星期一)下午四時正接納時全數繳足)

Box B
乙欄

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Amount payable if full assured entitlement applied for
全數申請認購保證配額時應繳款項

Box C
丙欄

HK\$ 港 元

Application can only be made by the registered Qualifying Shareholder(s) named above.

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as number of Offer Shares applied for multiplied by HK\$0.2)

只有上述已登記之合資格股東方可申請認購。

請於丁欄填寫所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.2港元計算)

Box D Number of Offer Shares
丁欄 applied for (must not exceed
assured entitlement)
申請認購之發售股份數目
(不得超過保證配額)

	Remittance enclosed 隨附股款 HK\$ 港 元
Name of bank on which cheque/banker's cashier order is drawn 支票/銀行本票的付款銀行名稱	
Cheque/banker's cashier order number 支票/銀行本票號碼	

Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholder(s) must sign)
合資格股東簽署
(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Please insert contact telephone number 請填上聯絡電話號碼	
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Date: _____ 2020
日期: 二零二零年 _____ 月 _____ 日

Please staple your payment here 請將股款 緊釘在此



CRMI
中國再生醫學

China Regenerative Medicine International Limited
中國再生醫學國際有限公司

Registrar
過戶處：

Union Registrars Limited
Suites 3301-04
33/F
Two Chinachem Exchange
Square
338 King's Road
North Point, Hong Kong
聯合證券登記有限公司
香港北角
英皇道338號
華懋交易廣場2期33樓
3301-04室



CRMI
中國再生醫學

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)

(於開曼群島註冊成立之有限公司)

(Stock Code: 8158)

(股份代號：8158)

Registered office:
註冊辦事處：

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Head office and principal
place of business in Hong
Kong:

總辦事處及香港主要
營業地點：

Rooms 3006-10, 30/F.
China Resources Building
26 Harbour Road
Wanchai
Hong Kong
香港
灣仔
港灣道26號
華潤大廈
30樓3006-10室

OPEN OFFER OF 1,758,579,000 OFFER SHARES
AT HK\$0.2 PER OFFER SHARE ON THE BASIS OF
TWO (2) OFFER SHARES FOR EVERY ONE (1) SHARE
HELD ON THE RECORD DATE PAYABLE IN FULL ON ACCEPTANCE BY
NO LATER THAN 4:00 P.M. ON MONDAY, 24 FEBRUARY 2020
以每股發售股份0.2港元公開發售1,758,579,000股發售股份
基準為於記錄日期每持有一(1)股股份獲發兩(2)股發售股份
股款最遲須於二零二零年二月二十四日(星期一)
下午四時正於接納時繳足

APPLICATION FORM

申請表格

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured entitlement shown in Box B overleaf by filling in this AF. Subject to the terms and conditions as mentioned in this AF and the Prospectus, application may be made only by the Qualifying Shareholders whose names were on the register of members of the Company, and on the basis of two (2) Offer Shares for every one (1) Share held on Wednesday, 5 February 2020. If you wish to apply for any Offer Shares, you should complete and sign this AF, and lodge this AF together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Monday, 24 February 2020. All remittances for application of the Offer Shares under this AF must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by banker's cashier orders which must be issued by, a licensed bank in Hong Kong and made payable to "CHINA REGENERATIVE MEDICINE INTERNATIONAL LTD – Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out in the pages hereafter. No application(s) of Offer Shares can be made by any persons who are Non-Qualifying Shareholders.

閣下有權透過填寫本申請表格申請認購相等於或少於背頁乙欄所列 閣下獲保證配額之任何發售股份數目。在本申請表格及章程所述條款及條件之規限下，按於二零二零年二月五日(星期三)每持有一(1)股股份獲發兩(2)股發售股份的基準，僅名列於本公司股東名冊並為合資格股東方可作出申請。倘 閣下欲申請認購任何發售股份，請填妥及簽署本申請表格，並於二零二零年二月二十四日(星期一)下午四時正前將本申請表格連同申請認購發售股份涉及之全數應繳款項之足額股款，交回過戶處聯合證券登記有限公司，其地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。根據本申請表格申請認購發售股份之所有股款均須以香港持牌銀行戶口開出之支票或由香港持牌銀行發出之銀行本票以港元支付，並須註明抬頭人為「CHINA REGENERATIVE MEDICINE INTERNATIONAL LTD – Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出，並須符合後續頁所載手續。屬不合資格股東之任何人士不得申請認購發售股份。

All dates or deadlines specified in this AF refer to Hong Kong local time.

本申請表格所述之所有日期及限期均指香港本地時間。

NO RECEIPT WILL BE GIVEN

概不會提供收據

AF-3



CRMI
中國再生醫學

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)

(於開曼群島註冊成立之有限公司)

(Stock Code: 8158)

(股份代號：8158)

To: China Regenerative Medicine International Limited

致：中國再生醫學國際有限公司

Dear Sirs,

I/We, being the Qualifying Shareholder(s) of the Shares stated overleaf, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.2 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We apply for such Offer Shares on the terms and conditions of the Prospectus dated 6 February 2020 and subject to the articles of association of the Company. I/We authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares and to send the share certificate(s) in respect thereof by ordinary post at my/our own risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby. By signing this AF, I/we declare that I/we am/are Qualifying Shareholder(s) and my/our application for the Offer Shares does not violate any applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

敬啟者：

本人／吾等為背頁所列股份之合資格股東，現申請認購乙欄(或倘已填妥丁欄，則丁欄)指定之發售股份數目，並附上按每股發售股份0.2港元之價格計算於申請時應繳足之股款**。本人／吾等謹此依照日期為二零二零年二月六日之章程所載之條款及條件，以及在 貴公司之組織章程細則之規限下，申請認購該等數目之發售股份。本人／吾等謹此授權 貴公司將本人／吾等之姓名列入 貴公司股東名冊，作為此等發售股份之持有人，並授權 貴公司將有關股票按背頁地址以平郵方式寄予本人／吾等，郵誤風險概由本人／吾等承擔。本人／吾等已細閱背頁所載各項條件及申請手續，並同意受其約束。簽署本申請表格後，本人／吾等聲明，本人／吾等為合資格股東，及本人／吾等之發售股份申請並無違反香港以外任何司法權區之任何適用證券或其他法例或規例。

** Cheque or banker's cashier order should be crossed "**Account Payee Only**" and made payable to "**CHINA REGENERATIVE MEDICINE INTERNATIONAL LTD – Open Offer Account**" (see the section headed "PROCEDURES FOR APPLICATION" in the enclosed sheet).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「**CHINA REGENERATIVE MEDICINE INTERNATIONAL LTD – Open Offer Account**」為抬頭人劃線開出(請參閱隨附文件「申請手續」一節)。

Valid applications for such number of Offer Shares which is less than or equal to a Qualifying Shareholder's assured entitlement will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in this AF, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件達成，合資格股東有效申請認購少於或相等於其所獲保證配額之發售股份數目將獲全數接納。倘本申請表格並無填上數目，則 閣下將被視作申請認購就已支付的款項所代表之發售股份數目。倘股款少於認購本申請表格所填數目之發售股份所需支付的股款，則 閣下將被視作申請就此已收妥之款項所代表之發售股份數目。此項申請將被視作為申請完整之發售股份數目而作出。 閣下不會就有關股款獲發任何收據。



CRMI
中國再生醫學

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)

(於開曼群島註冊成立之有限公司)

(Stock Code: 8158)

(股份代號：8158)

CONDITIONS

1. No Non-Qualifying Shareholder is permitted to apply for any Offer Shares.
2. No receipt will be issued for sums received on application but it is expected that share certificates for any Offer Shares in respect of which your application is accepted in full or in part will be sent to you or, in the case of joint applicants, to the first-named applicants by ordinary post, at your own risk, at the address(es) stated on the AF.
3. Completion of this AF will constitute an instruction and authority by you to the Company and/or the Registrar, Union Registrars Limited, or some person nominated by them for the purpose, on your behalf, to execute any registration of this AF or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in your name(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. You undertake to sign all documents and to do all other acts necessary to enable you to be registered as the holders of the Offer Shares which you have applied for subject to the articles of association of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) will be retained for the benefit of the Company. Applications in respect of which cheques or banker's cashier orders are dishonoured upon first presentation are liable to be rejected and cancelled.
6. Your right to apply for the Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application for the Offer Shares which does not comply with the procedures set out herein. Completion and return of this AF by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such application have been duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, the above warranty and representation.
8. In the event of inconsistency, the English version of the AF shall prevail over the Chinese version.

PROCEDURES FOR APPLICATION

You may apply for any number of Offer Shares which is equal to or less than your assured entitlement set out in Box B by filling in this AF.

To apply for a number of Offer Shares which is less than your assured entitlement, enter in Box D of this AF the number of Offer Shares which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.2). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.



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(Stock Code: 8158)

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條件

1. 不合資格股東概不得申請任何發售股份。
2. 本公司概不會就收到之申請款項發出收據，惟預期申請獲全數或部份接納之任何發售股份股票將以平郵方式按申請表格所列地址寄予閣下；如屬聯名申請人，則寄予名列首位之申請人，郵誤風險概由閣下自行承擔。
3. 填妥本申請表格將構成閣下指示及授權本公司及／或過戶處聯合證券登記有限公司或其就此提名之若干人士代表閣下辦理本申請表格或其他文件之任何登記手續，以及作出有關公司或人士可能認為必需或合適之一切其他事情，以根據章程所述安排，將閣下所申請認購之數目或任何較少數目之發售股份登記於閣下名下。
4. 閣下承諾簽署一切文件並採取一切其他必要行為，以便閣下登記為所申請認購發售股份之持有人，惟須符合本公司之組織章程細則之規定。
5. 本公司收到股款後將隨即將之過戶，由此賺取之一切利息(如有)將撥歸本公司所有。倘支票或銀行本票於首次過戶時未能兌現，則有關申請將可遭拒絕受理及註銷。
6. 閣下申請認購發售股份之權利不得轉讓。
7. 本公司保留權利接受或拒絕任何不符合本申請表格所載手續之發售股份認購申請。任何香港境外人士填妥及交回本申請表格表示向本公司作出保證及聲明，已經妥為遵守有關申請之相關司法權區一切登記、法律及監管規定。為免生疑問，香港結算或香港中央結算(代理人)有限公司將不會作出上述保證及聲明，或受其所限。
8. 申請表格的中英文版本內容如有歧義，概以英文版本為準。

申請手續

閣下可透過填寫本申請表格申請認購相等於或少於乙欄所載閣下獲保證配額之任何發售股份數目。

倘閣下欲申請認購少於閣下獲保證配額之發售股份數目，請在本申請表格丁欄內填上閣下欲申請認購之發售股份數目及應繳款項總額(以申請之發售股份數目乘以0.2港元計算)。倘所收到之相應款項少於所填上發售股份數目之所需股款，則閣下將被視作申請已收全數款項所代表數目之發售股份。

If you wish to apply for the exact number of Offer Shares set out in Box B of this AF, this number should be inserted in Box D of this AF. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received. If you apply for a number of Offer Shares that is in excess of your assured entitlement set out in Box B of this AF, your application is liable to be rejected.

This AF, when duly completed, to which the appropriate remittance should be stapled accordingly, should be folded once and must be returned to the Registrar, Union Registrars Limited, at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, by no later than 4:00 p.m. on Monday, 24 February 2020 (or, under bad weather conditions, such Latest Time for Acceptance as mentioned in the section headed “Expected timetable” in the Prospectus). All remittances must be made in Hong Kong dollars by cheques drawn on an account with, or banker’s cashier orders issued by, a licensed bank in Hong Kong and made payable to “**CHINA REGENERATIVE MEDICINE INTERNATIONAL LTD – Open Offer Account**” and crossed “**Account Payee Only**”. Unless this AF (duly completed and signed), together with the appropriate remittance shown in Box C or Box D (as the case may be) of this AF has been lodged with the Registrar by 4:00 p.m. on Monday, 24 February 2020, your assured entitlement under the Open Offer and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to the Latest Time for Termination:

- (a) in the absolute opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
 - (i) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or
 - (ii) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (b) any material adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the absolute opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer, or materially and adversely affect the market price of the Shares; or
- (c) any change in officers of the Underwriter that in the absolute opinion of the Underwriter would affect its ability to perform its obligations under the Underwriting Agreement; or
- (d) there is any change in the circumstances of the Company or any member of the Group which in the absolute opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any of member of the Group or the destruction of any material asset of the Group; or
- (e) any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (f) any other material adverse change in the business or the financial or trading position or prospects of the Group as a whole whether or not ejusdem generis with any of the foregoing; or

- (g) the Prospectus Documents in connection with the Open Offer when published contain information (either as to business prospects or the financial condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the absolute opinion of the Underwriter is material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer or might cause a reasonably prudent investor not to apply for its assured entitlements of Offer Shares under the Open Offer; or
- (h) any matter which, had it arisen or been discovered immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted, in the absolute opinion of the Underwriter, a material omission in the context of the Open Offer; or
- (i) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive business days, excluding any suspension in connection with the clearance of the Announcement or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or
- (j) any moratorium, suspension or material restriction on trading of the shares on the Stock Exchange due to exceptional financial circumstances or otherwise,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

Rescission or termination of the Underwriting Agreement shall be without prejudice to any rights of any party in respect of any breach by the other prior to such rescission or termination.

If the Underwriter gives a notice of termination to the Company in accordance with the terms of the Underwriting Agreement, all obligations of the Underwriter under the Underwriting Agreement shall cease and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement. If the Underwriter exercises its rights to terminate the Underwriting Agreement, the Open Offer will not proceed.

倘閣下欲申請認購本申請表格乙欄所列數目之發售股份，請在本申請表格丁欄內填上此數目。如無填上任何數目，則閣下將被視作申請認購已收全數款項所代表數目之發售股份。倘閣下申請認購超過申請表格乙欄所載閣下獲保證配額之發售股份數目，則閣下之申請可能遭拒絕受理。

填妥本申請表格並將適當之股款相應地緊釘其上後，應將表格對摺並不遲於二零二零年二月二十四日(星期一)下午四時正(或在惡劣天氣情況下，章程「預期時間表」一節所述之有關接納截止時間)交回過戶處聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。所有股款均須以香港持牌銀行戶口開出之支票或由香港持牌銀行發出之銀行本票以港元支付，並註明抬頭人為「**CHINA REGENERATIVE MEDICINE INTERNATIONAL LTD – Open Offer Account**」，並以「**只准入抬頭人賬戶**」方式劃線開出。除非正式填妥及簽署之本申請表格，連同本申請表格丙欄或丁欄(視情況而定)所示之適當股款於二零二零年二月二十四日(星期一)下午四時正前送達過戶處，否則閣下公開發售之保證配額以及一切有關權利將當作已被放棄而註銷。

終止包銷協議

倘於終止截止時間前：

- (a) 包銷商全權認為，公開發售之成功進行將因下列各項而受到重大不利影響：
- (i) 頒佈任何新法例或法規或現行法例或法規(或其司法詮釋)出現任何變動或發生任何其他事故(不論其性質為何)，而包銷商全權認為會對本集團整體業務或財務或經營狀況或前景構成重大不利影響，或就公開發售而言屬重大不利；或
 - (ii) 任何地方、國家或國際間發生有關政治、軍事、金融、經濟或其他性質(無論是否與上述任何一項屬同一類別)之事件或情況出現變動(無論是否在包銷協議日期之前及／或之後所發生或持續發生之一連串事件或變動之其中一部分)，或任何地方、國家或國際間出現敵對形勢或武裝衝突或局勢惡化，或發生可影響本地證券市場之事件，而包銷商全權認為會對本集團整體業務或財務或經營狀況或前景構成重大不利影響，或令公開發售之成功進行受到重大不利影響，或基於其他理由導致不適宜或不應進行公開發售；或
- (b) 市況出現任何重大不利變動(包括但不限於金融或貨幣政策或外匯或貨幣市場之任何變動、證券買賣被暫停或受到重大限制)，而包銷商全權認為可能對公開發售之成功進行構成重大或不利影響，或基於其他理由導致不適宜或不應進行公開發售或對股份市價造成重大不利影響；或
- (c) 包銷商全權認為包銷商高級職員的任何變動將影響其履行其於包銷協議項下責任的能力；或
- (d) 本公司或本集團任何成員公司之情況出現任何變動，而包銷商全權認為將令本公司之前景受到不利影響，包括(在不限上文所述各項一般性原則下)本集團任何成員公司被呈請或通過決議案清盤或結業或發生類似事件或本集團任何重大資產被摧毀；或
- (e) 發生任何不可抗力事件，包括(在不限其一般性原則下)任何天災、戰爭、暴動、治安不靖、騷亂、火災、水災、爆炸、疫症、恐怖活動、罷工或停工；或
- (f) 本集團整體業務或財務或經營狀況或前景出現任何其他重大不利變動(無論是否與上述任何一項屬同一類別)；或

- (g) 有關公開發售的章程文件於刊發時載有本公司於包銷協議日期前並未公開公佈或刊發有關本集團業務前景或財務狀況或其遵守任何法律或GEM上市規則或任何適用規例的情況的資料，而包銷商全權認為可能會對本集團整體而言屬重大，且很可能對公開發售的成功進行構成重大不利影響，或可能導致合理審慎投資者不申請其於公開發售項下的發售股份保證配額；或
- (h) 任何事件倘於緊接章程日期前發生或發現，但並無於章程內披露，即構成包銷商全權認為對公開發售而言屬重大遺漏者；或
- (i) 聯交所之證券買賣全面暫停或本公司證券買賣暫停超過連續十個營業日，惟不包括有待批准刊發公告或章程文件或有關公開發售之其他公告或通函而暫停買賣；或
- (j) 聯交所因特殊金融情況或其他理由而全面終止、暫停或嚴格限制股份買賣，

包銷商有權於終止截止時間前向本公司發出書面通知終止包銷協議。

解除或終止包銷協議將不損害任何一方於有關解除或終止前因另一方違反包銷協議而應有之任何權利。

倘包銷商根據包銷協議之條款向本公司發出終止通知，則包銷商於包銷協議項下的所有責任將告停止及訂約方概不得就因包銷協議產生或與之有關的任何事宜或事情對任何其他訂約方提出任何申索。倘包銷商行使其權利終止包銷協議，公開發售將不會進行。

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) shall be retained for the benefit of the Company. Completion and lodgment of this AF together with a cheque or banker's cashier order in payment of the Offer Shares being applied for will constitute a warranty by you that the cheque or banker's cashier order will be honored on first presentation. Any AF in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in that event the assured entitlement of Offer Shares and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OFFER SHARES

The Offer Shares, when allotted, issued and fully paid, will be free from all liens, charges, encumbrances and third-party rights, interests or claims of any nature whatsoever and shall rank *pari passu* in all respects with the Shares then in issue on the date of allotment and issue of the Offer Shares, including as to the right to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the Offer Shares.

SHARE CERTIFICATES

Subject to fulfilment of the conditions of the Open Offer and to its proceeding, share certificates for the fully-paid Offer Shares are expected to be posted by Thursday, 12 March 2020 to those Qualifying Shareholders entitled thereto by ordinary post to their registered address at their own risks. You (except HKSCC Nominees Limited) will receive one share certificate for all fully-paid Offer Shares allotted and issued under your name.

REFUND OF APPLICATION MONIES

If the conditions precedent of the Underwriting Agreement as set out in the section headed "Conditions precedent of the Open Offer" in the Prospectus are not fulfilled (or waived, as the case may be) or the Underwriting Agreement is terminated on or before the Latest Time for Termination, the Open Offer will not proceed, and any application monies paid will be refunded, without interest to the Qualifying Shareholders or, in case joint applicants, to the first-named applicant, by means of a cheque to be despatched by ordinary post to your registered address by not later than Thursday, 12 March 2020, at your own risk.

GENERAL

All documents (including cheques for amounts due) will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

Lodgement of this AF purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

This AF and any application of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

支票及銀行本票

所有支票及銀行本票將於收訖後立即過戶，而其所賺取之利息(如有)應全數撥歸本公司所有。填妥及交回本申請表格，連同支付所申請認購發售股份之支票或銀行本票，將構成閣下向本公司保證該支票或銀行本票將於首次過戶時兌現。凡隨附支票或銀行本票於首次過戶時未能兌現所涉及之申請表格可遭拒絕受理，在此情況下，發售股份之保證配額及其項下之一切權利將當作已被放棄而註銷。

發售股份之地位

發售股份一經配發、發行及繳足股款後，將不附帶任何留置權、押記、產權負擔及第三方權利、權益或任何性質的申索權，於所有方面與發售股份配發及發行日期已發行之股份享有同等權益，包括收取於發售股份配發及發行日期或之後可能宣派、作出或派付的所有未來股息及分派的權利。

股票

待公開發售之條件獲達成及公開發售進行後，繳足股款發售股份之股票預期將於二零二零年三月十二日(星期四)或之前以平郵方式寄發予有權收取此等股票之合資格股東之登記地址，郵誤風險概由彼等自行承擔。除香港中央結算(代理人)有限公司外，閣下將會就配發及發行予閣下之所有繳足股款發售股份獲發一張股票。

退還申請股款

倘章程「公開發售的先決條件」一節所載包銷協議的先決條件於終止截止時間或之前未達成或獲豁免(視情況而定)或包銷協議被終止，則公開發售不會進行，並將以支票不計利息退還任何已付申請股款予合資格股東或(如為聯名申請人)排名首位之申請人，有關支票將不遲於二零二零年三月十二日(星期四)以平郵方式寄予閣下的登記地址，郵誤風險概由閣下自行承擔。

一般事項

所有文件(包括應付金額支票)將以平郵方式寄往有權收取有關文件之人士之登記地址，郵誤風險由彼等自行承擔。

倘本申請表格由獲發本申請表格之人士簽署交回，即確實證明交回上述文件之人士有權處理有關文件及收取相關發售股份股票。

本申請表格及據此作出之發售股份之申請均受香港法例管轄並據此解釋。