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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)

DISCLOSEABLE TRANSACTION PLACING OF INVESTMENT IN LISTED COMPANIES

The Board announces that Asia First, a wholly-owned subsidiary of the Company and the Placing Agent entered into the Placing Agreement on 31 March 2009 pursuant to which the Placing Agent has agreed to act as placing agent for the purpose of a private placing of the Portfolio comprising of listed shares and non-listed warrants of a listed company at a cash consideration of HK\$17,000,000.

As the applicable percentage ratios for the Placing are more than 5% but less than 25%, the Placing constitute a discloseable transaction on the part of the Company pursuant to Rule 19.06(2) of the GEM Listing Rules.

PLACING AGREEMENT

The Board announces that Asia First, a wholly-owned subsidiary of the Company, and the Placing Agent entered into the Placing Agreement on 31 March 2009 pursuant to which the Placing Agent has agreed to act as placing agent for the purpose of a private placing of the Portfolio comprising of listed shares and non-listed warrants of a listed company in Hong Kong at a cash consideration of HK\$17,000,000.

PLACING AGENT

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

The Placing Agent will receive a placing commission equal to 2.5% of the Consideration, out of which the Placing Agent will meet its selling concession and sub-placing commissions obligations (if any).

PLACEES

The choice of Placees and the amount of the Portfolio to be allocated to any particular Placee shall be determined by the Placing Agent at its sole discretion subject to the requirement that each Placee shall be an independent institutional or private investor not connected with the Company and its connected persons (as defined in the GEM Listing Rules).

CONSIDERATION

The Consideration for the Placing of the Portfolio is in the sum of HK\$17,000,000. The Consideration is determined by reference to (i) the 5 days average closing price of the shares of CRL, Byford and Sunny Global prior to the date of this announcement are HK\$0.542, HK\$0.188 and HK\$0.507 respectively; and (ii) the cost of investment of HK\$8,000,000 for the non-listed warrants of Sunny Global.

CONDITIONS AND COMPLETION

The obligations of the Placing Agent under the Placing Agreement in respect of Placing the Portfolio is conditional upon the Placing Agent successfully procuring the Placees to place the Portfolio on or before 5:00 p.m. on 28 April 2009 (or such later time and date as the Placing Agent and the Company shall agree in writing).

If the conditions are not fulfilled on or before 5:00 p.m. on 28 April 2009 or such later date as may be agreed between Asia First and the Placing Agent, the Placing Agreement will lapse and become null and void and the parties shall be released from all obligations thereunder, save the liabilities for any antecedent breaches thereof.

Asia First shall not be obliged to dispose any of the Portfolio unless disposal of the entire Portfolio is completed simultaneously.

Upon compliance with or fulfillment or waiver of all the conditions, Completion shall take place on the Completion Date at or before 4:00 p.m.

PORTFOLIO

The Portfolio comprised of 14,638,000 shares of CRL and 10,000,000 shares of Byford, both shares are listed on GEM, and 100,000,000 non-listed warrants of Sunny Global which shares are listed on the Main Board of the Stock Exchange.

The 5-day average closing price of the shares of CRL, Byford and Sunny Global prior to the date of this announcement are HK\$0.542, HK\$0.188 and HK\$0.507 respectively. The book value of the shares of CRL and Byford as at 31 January 2009 is HK\$8,782,800 and HK\$2,700,000 respectively. The issue price of Sunny Global Warrants was HK\$0.08 per warrant. The exercise price of the Sunny Global Warrants is HK\$0.40 per new share of Sunny Global (the "Warrant Exercise Price"). The total subscription price of the Sunny Global Warrants was HK\$8,000,000. As at 31 January 2009, the book value of the Sunny Global Warrants is HK\$19,924,600. In view of the low volatility of the shares of CRL and Byford in recent months, the adverse change of the financial market conditions and further internal financial resources of at least HK\$40,000,000 are needed to exercise the right of the Sunny Global Warrants, the Directors are of the view that the disposal of the Portfolio is in the best interest of the Company and its shareholders as a whole.

INFORMATION ON CRL

CRL and its subsidiaries are principally engaged in investment holding, design, development and sale of value-added telecommunications products and computer telephony products, and logistics transportation. CRL is a company listed on GEM.

As stated in the annual report of CRL as at 31 December 2008, CRL had an audited net asset value of approximately HK\$904,720,000. The attributable net loss before and after taxation of the CRL Shares for the year ended 31 December 2007 is approximately HK\$45,985,326. The attributable net loss before and after taxation of the CRL Shares for the year ended 31 December 2008 are approximately HK\$7,656,664 and HK\$7,658,922 respectively.

INFORMATION ON BYFORD

Byford and its subsidiaries are principal engaged in brand management and licensing business, sales of apparel and trading. Byford is a company listed on GEM.

As stated in the interim report of Byford as at 31 October 2008, Byford had an unaudited net asset value of approximately HK\$10,935,000. The attributable net profit before taxation and net loss after taxation of the Byford Shares for the year ended 30 April 2007 are approximately HK\$5 and HK\$755 respectively. The attributable net loss before and after taxation of the Byford Shares for the year ended 30 April 2008 are approximately HK\$366,400 and HK\$366,735 respectively.

INFORMATION ON SUNNY GLOBAL

Sunny Global and its subsidiaries are principally engaged in the information technology business including the trading of information technology related hardware and software, provision of system integration services, facility management services and information technology infrastructure network development, trading of construction materials and mobile phones in the PRC and Hong Kong. Sunny Global is a company listed on the Main Board of the Stock Exchange.

As stated in the interim report of Sunny Global as at 30 June 2008, Sunny Global had an unaudited net asset value of approximately HK\$589,916,000. The net loss before taxation and after taxation of the Sunny Global for the year ended 31 December 2007 are approximately HK\$146,909,000 and HK\$148,563,000 respectively. The attributable net loss before and after taxation of Sunny Global for the year ended 30 September 2006 are both approximately HK\$36,283,000.

REASONS FOR THE PLACING

The Directors consider that the recent financial crisis and credit crunch in the global financial market will inevitably slow down the development of the global economy and may also affect the prospect of CRL, Byford and Sunny Global. The Directors review the Group's investment strategy from time to time. The Directors consider that the Placing will enable the Group to realize the investment so as to improve the Group's cash position as well as to enhance and expand its existing core business. As such, the Directors are of the view that the terms and conditions of the Placing Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECT OF THE PLACING

Subject to audit, it is presently estimated that, upon Completion, the Group will record a loss of approximately HK\$14,907,000 as calculated by the net proceeds of approximately HK\$16,500,000 from the Placing less the fair value of investment as at 31 January 2009 of the Portfolio of approximately HK\$31,407,000. The disposal loss of approximately HK\$14,907,000 will be charged to the consolidated income statement of the Group.

USE OF PROCEEDS

It is expected that the net proceeds from the Placing will be approximately HK\$16.5 million (after deducting all relevant fees and expenses such as professional fees and publication fees) which will be used for the general working capital of the Group.

INFORMATION ON THE COMPANY

The Company is an investment holding company and the principal activities of the Group are consisted of four business segments, which are (i) professional translation services; (ii) company secretarial; (iii) business, accounting, and corporate development advisory services; and (iv) tissue organ engineering business in the PRC.

GENERAL

As the applicable percentage ratios for the Placing are more than 5% but less than 25%, the Placing constitute a discloseable transaction on the part of the Company pursuant to Rule 19.06(2) of the GEM Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires.

“Asia First”	Asia First Consultants Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“Board”	the board of Directors from time to time
“Business Day”	any day (excluding Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are generally open for business in Hong Kong
“Byford”	Byford International Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM
“Byford Shares”	represents 10,000,000 shares of Byford in the Portfolio
“CRL”	China Railway Logistics Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on GEM
“CRL Shares”	represents 14,638,000 shares of CRL in the Portfolio
“Company”	China Bio-Med Regeneration Technology Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Completion”	the completion of the Placing
“Completion Date”	the second Business Day following the date on which conditions precedent are fulfilled
“Consideration”	the aggregate consideration of HK\$17,000,000 for Placing the Portfolio
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“GEM”	the Growth Enterprise Market of the Stock Exchange

“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Placee”	any person or entity whom the Placing Agent and/or of its agent(s) have procured to place the Portfolio
“Placing”	the private placing of the Portfolio to selected independent institutional and/or private investors
“Placing Agent”	Excalibur Securities Limited, a licensed corporation to carry out Type 1 regulated activity for the purpose of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the placing agreement dated 31 March 2009 entered into between Asia First and the Placing Agent in relation Placing of the Portfolio
“Portfolio”	a basket of listed shares and equity linked instrument as stated in the section headed “PORTFOLIO”
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sunny Global”	Sunny Global Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Sunny Global Warrants”	represents 100,000,000 warrants of Sunny Global in the Portfolio
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By Order of the Board
China Bio-Med Regeneration Technology Limited
Yu Sau Lai
Executive Director

Hong Kong, 31 March 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 director of the Company is Mr. Wong Sai Hung, Oscar; 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 www.bmregeneration.com.