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China Renji Medical Group Ltd
中國仁濟醫療集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

CONNECTED TRANSACTION SECOND SUPPLEMENTAL WARRANT SUBSCRIPTION AGREEMENT

Reference is made to the announcements of the Company dated 5 July and 31 October 2013 (the “Announcements”) in relation to, among other things, the Warrant Subscription Agreement and the Supplemental Warrant Subscription Agreement. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

SECOND SUPPLEMENTAL WARRANT SUBSCRIPTION AGREEMENT

The Company, after arms’ length negotiations, entered into the second supplemental warrant subscription agreement (the “Second Supplemental Warrant Subscription Agreement”) with the Subscriber on 20 December 2013 to revise certain terms and conditions of the Warrant Subscription Agreement (as amended and revised by the Supplemental Warrant Subscription Agreement).

Under the Second Supplemental Warrant Subscription Agreement, the following major amendments will be made to the Warrant Subscription Agreement (as amended and revised by the Supplemental Warrant Subscription Agreement):

Condition Precedent

The existing Condition Precedent to reduce the nominal value of the Shares from HK\$0.10 per Share to a value below the Tranche One Warrants Subscription Price and/or Tranche Two Warrants Subscription Price shall be replaced and substituted by the following condition:

“the nominal value of the Shares having been reduced/abolished from HK\$0.10 per Share to a value below the subscription price of the Warrants, whether as permitted or required under the Companies Ordinance or as a result of a capital reorganisation (the “Capital Reorganisation”) in such reasonable manner conducted by the Company effecting the same.”

In addition, the Subscriber may at its discretion elect to waive the condition above provided that the Subscription Price shall be HK\$0.1 per Subscription Share or such nominal value per Share as a result of the Capital Reorganisation in such case.

Long Stop Date

The Long Stop Date under the Warrant Subscription Agreement is also revised to the extent that in the event any of the conditions is not fulfilled (or waived, as the case may be) on or before the tenth business day following the fulfilment or waiver of condition number (iv) or 28 February 2014 (whichever is later), or such other date as may be agreed between the Company and the Subscriber, the Warrant Subscription Agreement, the Supplemental Warrant Subscription Agreement and the Second Supplemental Warrant Subscription Agreement shall lapse and become null and void and the parties to the Warrant Subscription Agreement, the Supplemental Warrant Subscription Agreement and the Second Supplemental Warrant Subscription Agreement shall be released from obligation thereunder, save for any liabilities for any antecedent breaches thereof.

By Order of the Board of
China Renji Medical Group Limited
Tang Chi Chiu
Chairman

Hong Kong, 20 December 2013

As at the date of this announcement, the board of the Company comprises three executive directors, namely Mr. Tang Chi Chiu, Mr. Chan Ka Chung and Mr. Wang Jianguo, and three independent non-executive directors, namely Mr. Kwok Chung On, Mr. Wu Chi Keung and Ms. Wu Yan.