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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Renji Medical Group Limited (the “**Company**”) will be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Saturday, 11 January 2014 at 5:30 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION:

“THAT

- (a) the conditional warrant subscription agreement dated 5 July 2013 (as supplemented and amended by the supplemental warrant subscription agreement dated 31 October 2013 (the “**First Supplemental Warrant Subscription Agreement**”) and the second supplemental warrant subscription agreement dated 20 December 2013 (the “**Second Supplemental Warrant Subscription Agreement**”)) (together as the “**Warrant Subscription Agreements**”) entered into between the Company as issuer and Wisdom Phoenix Limited as subscriber (the “**Subscriber**”), pursuant to which the Company shall issue a total of 2,700,000,000 warrants (the “**Warrants**”) in two tranches at an issue price of HK\$0.0002 per Warrant to the Subscriber entitling to subscribe for shares in the share capital of the Company (the “**Shares**”) at an initial exercise price of HK\$0.022 per Share and HK\$0.05 per Share respectively and details of which are set out in a circular of the Company dated 24 December 2013, a copy of the Warrant Subscription Agreements is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified;
- (b) the allotment and issue of such number of ordinary Shares in the share capital of the Company to the holder(s) of the Warrants upon exercise of the Warrants and the transactions contemplated thereunder be and are hereby approved and confirmed and subject to the completion of the Warrant Subscription Agreements, the directors of the Company (“**Directors**”) be and are hereby granted with a specific mandate and are authorised to exercise all the powers of the Company and to take all steps as might in their

opinion be desirable or necessary in connection with the Warrant Subscription Agreements to, including without limitation, allot and issue the Shares upon the exercise of the Warrants; and

- (c) any one Director be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements (whether under common seal or not) and to do all such acts or things deemed by him/he/them to be incidental to, ancillary to or in connection with the matters contemplated under the Warrant Subscription Agreements as he/she/they may in his/her/their absolute discretion consider necessary, desirable or expedient to give effect to the Warrant Subscription Agreements and the issue of the Warrants and the implementation of all transactions contemplated thereunder, including but not limited to the issue and allotment of Shares upon the exercise of the Warrants and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

For and on behalf of
the board of directors of
China Renji Medical Group Limited
Tang Chi Chiu
Chairman

Hong Kong, 24 December 2013

Registered office:
30/F., Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

Notes:

- (i) A member entitled to attend and vote at the above meeting is entitled to appoint one proxy or, if he/she/it is a holder of more than one share, more proxies to attend and vote instead of him/her/it. A proxy needs not be a member of the Company.
- (ii) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the meeting 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.
- (iii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged with the registered office of the Company at Unit 3001, 30/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not less than 48 hours before the time appointed for holding the meeting.
- (iv) Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the meeting or any adjournment thereof if he/she/it so desires. If a member attends the meeting after having deposited the form of proxy, his/her/its form of proxy will be deemed to have been revoked.

As at the date of this announcement, the Board 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.