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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)**

**ANNOUNCEMENT —  
FRAMEWORK AGREEMENT ON ISSUANCE OF A BOND**

**THE FRAMEWORK AGREEMENT**

The Company is pleased to announce that on 4 April 2014, the Company entered into the Framework Agreement with the Investor, pursuant to which the Company agreed to issue and the Investor agreed to subscribe for the Bond in the principal amount of up to HK\$400 million.

On 4 April 2014, China Renji Medical Group Limited (the “Company”, together with its subsidiaries, the “Group”) and JM Capital Group Limited (the “Investor”) entered into a non-legally binding framework agreement (the “Framework Agreement”), pursuant to which the Company agreed to issue and the Investor and/or its investors agreed to subscribe for a bond (the “Bond”) in the principal amount of up to HK\$400 million. The principal terms of the Framework Agreement are set out as follows:

**THE FRAMEWORK AGREEMENT**

**Date**

4 April 2014

**Parties**

The Company and the Investor.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiry, the Investor and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

### **Material terms of the Bond**

Issuer:	the Company
Principal amount:	Up to HK\$400 million
Maturity Date:	the date falling on the third anniversary of the issue date of the Bond
Interest rate:	6% per annum on the principal amount
Subscription terms:	The Bond will be issued by the Company under two tranches as follows: <ul style="list-style-type: none"><li>— the first tranche in the amount of HK\$60 million on or before 15 April 2014; and</li><li>— the remaining balance on or before 30 June 2014.</li></ul>

### **Other provisions**

The Framework Agreement is for the purpose of outlining the principal intention of both the Company and the Investor regarding the Bond. The Company and the Investor shall enter into formal agreement(s) to refine, supplement, amend the terms of the Bond, including but not limited to the possibility of converting the Bond into equity of the Company. Further announcement(s), if any, will be made by the Company in this regard as and when appropriate. Shareholders and potential investors are advised to exercise caution in dealing in the securities of the Company.

### **REASONS FOR AND BENEFITS OF THE BOND ISSUANCE**

The Group is principally engaged in the provision of medical equipment and management services at its network of medical centres specialising in the diagnosis and treatment of tumors and/or cancer related diseases in The People's Republic of China.

As described in the Company's results announcement for the year ended 31 December 2013, the Company will continue formulating strategies, including investments in business opportunities with high potential, with a view to strengthening its overall competitiveness and financial structure. The Bond will provide further capital to the Group for such investments (such as mining business with proven track record and long term/fixed assets). The directors of the Company have considered that the entering into of the Framework Agreement is in the interest of the Company and its shareholders as a whole.

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

Hong Kong, 4 April 2014

*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.*