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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)

PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

The Company proposed to implement the Share Consolidation on the basis that every twenty Existing Shares in issue will be consolidated into one Consolidated Share. The Company also proposed to change the board lot size for trading in the Consolidated Shares of the Company from 2,000 Existing Shares to 2,500 Consolidated Shares upon the Share Consolidation becoming effective.

The Share Consolidation is subject to, among other things, the Shareholders' approval and the relevant resolution will be put forward at the forthcoming general meeting of the Company. A circular containing further information on the Share Consolidation and a notice to convene the general meeting will be despatched to the Shareholders on or before 9 May 2014.

SHARE CONSOLIDATION

The Company proposed to implement the Share Consolidation on the basis that every twenty Existing Shares in issue will be consolidated into one Consolidated Share. Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Consolidated Shares regardless of the number of share certificates held by such holder.

Effects of the Share Consolidation

As at the date of this announcement, the Company had 13,545,112,521 Existing Shares in issue. After the Share Consolidation having become effective, there would be 677,255,626 Consolidated Shares in issue.

The Consolidated Shares will rank pari passu in all respects with each other in accordance with the Company's articles of association. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares which may arise.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following:

- (i) the passing of the necessary resolution(s) by the Shareholders to approve the Share Consolidation at the general meeting of the Company; and
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares to be issued.

Listing Application

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation taking effect.

CHANGE OF BOARD LOT SIZE

The Company also proposed to change the board lot size for trading in the Shares from 2,000 Existing Shares to 2,500 Consolidated Shares upon the Share Consolidation having become effective.

EXCHANGE OF SHARE CERTIFICATES

Subject to the Share Consolidation having become effective, Shareholders may during the specified period submit share certificates for Existing Shares to the Company's share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in exchange, at the expense of the Company, for new share certificates for Consolidated Shares. Thereafter, certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each share certificate for Existing Shares cancelled or each new share certificate issued for Consolidated Shares, whichever number of certificates cancelled/issued is higher. Nevertheless, certificates for Existing Shares will continue to be good evidence of legal title and may be exchanged for certificates for Consolidated Shares at any time.

ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint a securities firm to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot arrangement will be set out in the circular to be despatched to the Shareholders in relation to the Share Consolidation.

EXPECTED TIMETABLE

Set out below is the tentative timetable for the implementation of the Share Consolidation and change in board lot size:

2014

Despatch of circular	On or before 9 May
Latest time for lodging proxy form.	10 June*
Proposed date of general meeting	12 June*
Announcement of results of general meeting	12 June
Effective date of Share Consolidation	13 June
First day of free exchange of existing share certificates for new share certificates	13 June
Original counter for trading in Shares in board lots of 2,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. 13 June
Temporary counter for trading in the Consolidated Shares in board lots of 100 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. 13 June
Original counter for trading in Consolidated Shares in new board lots of 2,500 Consolidated Shares (in the form of new share certificates) re-opens.	9:00 a.m. 27 June
Parallel trading in Consolidated Shares (in the form of new share certificates and existing share certificate) commences.	9:00 a.m. 27 June
Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares	9:00 a.m. 27 June
Temporary counter for trading in Consolidated Shares in board lots of 100 Consolidated Shares (in the form of existing share certificates) closes	4:00 p.m. 18 July
Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates closes	4:00 p.m. 18 July
Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares	4:00 p.m. 18 July
Last day for free exchange of existing share certificates for new share certificates	22 July

* *details of the time and venue of the proposed general meeting and the latest time for lodging the proxy form will be disclosed in the Company circular to be despatched to the Shareholders.*

REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer is required either to change the trading method or to proceed with a consolidation or splitting of its securities. As such, the Company proposes to implement the Share Consolidation so as to comply with the relevant trading requirements under the Listing Rules. Accordingly, the directors of the Company are of the view that the Share Consolidation is in compliance with the Listing Rules and is in the interest of the Company and the Shareholders as a whole.

GENERAL

The Share Consolidation is subject to, among other things, the Shareholders' approval and the relevant resolution will be put forward at the forthcoming general meeting of the Company. A circular containing further information on the Share Consolidation and a notice to convene the general meeting will be despatched to the Shareholders on or before 9 May 2014.

CLARIFICATION

Reference is also made to the announcement of the Company dated 17 April 2014 relating to the issue of the convertible notes. It is noted that there was a typographical mistake contained in the said announcement and that the closing price of Shares on 17 April 2014 should be HK\$0.042 rather than HK\$0.42 as stated in the said announcement. The Company wishes to clarify such inadvertent mistake and would like to apologize for any inconvenience that may have caused by such typographical mistake.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings, unless the context requires otherwise:

“Company”	China Renji Medical Group Limited, a company incorporated in the Hong Kong with limited liability whose issued Shares are listed on the main board of The Stock Exchange of Hong Kong Limited
“Consolidated Shares”	ordinary shares of the Company after the Share Consolidation having become effective
“Existing Shares”	ordinary shares of the Company in issue before the Share Consolidation having become effective
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Shareholder(s)”	holder(s) of the Share of the Company
“Share Consolidation”	the proposed consolidation of every 20 issued Shares into 1 Consolidated Shares in the share capital of the Company

“Stock Exchange” The Stock Exchange of Hong Kong Limited

“HK\$” Hong Kong dollars, the lawful currency of the Hong Kong

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

Hong Kong, 23 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 Ms. Hu Xuezhen, Mr. Wu Chi Keung and Ms. Wu Yan.