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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)**

## **EXERCISE OF UNLISTED WARRANTS**

The Directors are pleased to announce that on 29 August 2014, the Company received the subscription form executed and submitted by Mr. Chan, an executive director of the Company and the ultimate beneficial owner of the Subscriber, for exercise of all of the Tranche One Warrants and received HK\$29.7 million from Mr. Chan as payment for exercise of all of the Tranche One Warrants.

Reference are made to the circular (the “Circular”) and the announcement (the “Announcement”) of China Renji Medical Group Limited (the “Company”) dated 24 December 2013 and 17 August 2014 relating to the issue of the unlisted warrants and the proposed rights issue on the basis of one rights share for every two shares of the Company held on record date, respectively. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and the Announcement.

### **EXERCISE OF TRANCHE ONE WARRANTS**

On 29 August 2014, the Company received the subscription form executed and submitted by Mr. Chan, an executive director of the Company and the ultimate beneficial owner of the Subscriber, for exercise of all of the subscription rights under the Tranche One Warrants. The Company has received payment of HK\$29.7 million from Mr. Chan and would allot and issue a total of 67,500,000 Warrant Shares to Mr. Chan and his wholly-owned company at the exercise price of HK\$0.44 per Warrant Share on or around 1 September 2014. The Warrant Shares will rank pari passu with all existing Shares as at the date of allotment and among themselves in all respects and will represent 9.1% of the issued share capital of the Company as enlarged by the allotment and issue of the 67,500,000 Warrant Shares. After the exercise of all of the subscription rights under the Tranche One Warrants, Mr. Chan and his wholly-owned company still have 67,500,000 Tranche Two Warrants remained unexercised.

The shareholding structure of the Company immediately before and after the exercise of all of the Tranche One Warrants is set out below:

	<b>Immediately before the exercise of all of Tranche One Warrants</b>		<b>Immediately after the exercise of all of Tranche One Warrants</b>	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
The existing substantial shareholders	205,342,300	30.3%	205,342,300	27.6%
Public shareholders	471,913,326	69.7%	471,913,326	63.3%
Mr. Chan and his wholly-owned company	—	—	<u>67,500,000</u>	<u>9.1%</u>
<b>Total</b>	<u><u>677,255,626</u></u>	<u><u>100.0%</u></u>	<u><u>744,755,626</u></u>	<u><u>100.0%</u></u>

#### **UNDERTAKING TO ACCEPT ENTITLEMENTS UNDER THE RIGHTS ISSUE**

Mr. Chan has undertaken that he would accept or procure acceptance of his entitlement under the Rights Issue in respect of the Warrant Shares subscribed (i.e. 33,750,000 Rights Shares). Accordingly, Mr. Chan will contribute additional approximately HK\$9.1 million under the Rights Issue.

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

Hong Kong, 29 August 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. Chan Yee Ping, Michael, Ms. Hu Xuezhen and Ms. Wu Yan.*