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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)

**RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF
ONE RIGHTS SHARE FOR EVERY TWO SHARES
HELD ON THE RECORD DATE**

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that the Rights Issue and the Underwriting Agreement became unconditional at 4:00 p.m. on 3 October 2014.

As at 4:00 p.m. on 30 September 2014, being the latest time for acceptance of, and payment for Rights Shares, the Company has received 61 valid acceptances for a total of 288,701,921 Rights Shares provisionally allotted under the Rights Issue, representing approximately 77.53% of the total 372,377,813 Rights Shares offered under the Rights Issue.

Based on the above results, the Rights Issue was under-subscribed by 83,675,892 Rights Shares. In accordance with the terms of the Underwriting Agreement, the Underwriter had performed its underwriting obligations and had procured subscribers to subscribe for all the untaken Rights Shares. None of the subscribers has become a substantial shareholder (as defined in the Listing Rules) of the Company upon taking up the untaken Rights Shares.

Share certificates in respect of the fully-paid Rights Shares (in respect of valid acceptances of Right Shares under the PALs) will be despatched by ordinary post to those entitled thereto at their own risk on or before 10 October 2014. Applicant(s)/allottee(s) will receive one share certificate for all the fully-paid Rights Shares allotted and issued to him/her/it.

Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence on 13 October 2014.

Reference is made to the prospectus (the “Prospectus”) of the Company dated 16 September 2014 in relation to the Rights Issue. Capitalised terms used herein shall have the same meaning as those defined in the Prospectus unless otherwise stated.

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Based on the above results, the Rights Issue was under-subscribed by 83,675,892 Rights Shares. In accordance with the terms of the Underwriting Agreement, the Underwriter had performed its underwriting obligations and had procured subscribers to subscribe for all the untaken Rights Shares. To the best of the Directors’ knowledge, information and belief after having made reasonable enquiries, each of the subscribers and their respective ultimate beneficial owners (if any) are third parties independent of, and not connected with, the Company and its connected persons as well as the Vendor and the Management Partner and their respective associates. None of the subscribers has become a substantial shareholder (as defined in the Listing Rules) of the Company upon taking up the untaken Rights Shares.

CERTIFICATES FOR RIGHTS SHARES AND COMMENCEMENT OF DEALINGS

Share certificates in respect of the fully-paid Rights Shares will be despatched by ordinary post to those entitled thereto at their own risk on or before 10 October 2014. Applicant(s)/ allottee(s) will receive one share certificate for all the fully-paid Rights Shares allotted and issued to him/her/it.

Dealings in the Rights Shares on the Stock Exchange, in their fully-paid form, are expected to commence on 13 October 2014.

ADJUSTMENT TO CONVERTIBLE SECURITIES OF THE COMPANY

As at the date hereof, there are (i) 67,500,000 Warrants entitling the holders thereof to subscribe for up to 67,500,000 Shares; (ii) Convertible Notes in the aggregate principal amount of HK\$10 million entitling the holders thereof to convert into a maximum of 12,500,000 Shares at the conversion price of HK\$0.8 per Share; and (iii) 25,822,600 Existing Share Options which entitle to the holders thereof to subscribe for up to 25,822,600 Shares.

As a result of the Rights Issue, adjustments shall be made to (i) the subscription price and the number of Shares that can be subscribed for by the outstanding Warrants; (ii) the conversion price and the number of Shares that can be converted into by the Convertible Notes; and (iii) the exercise prices and the number of Shares that can be subscribed for upon the exercise of the Existing Share Options. The Company’s auditors have reviewed the adjustments and confirmed in writing that the adjustments are in accordance with the terms of the Warrant instrument, the Convertible Notes instrument, the share option scheme adopted by the Company and Rule 17.03(13) of the Listing Rules.

(i) The Warrants

As a result of the Rights Issue, the subscription price of the outstanding Warrants will be adjusted from HK\$1 to HK\$0.8285 and the number of Shares that can be subscribed for by the outstanding Warrants will be adjusted from 67,500,000 Shares to 81,472,540 Shares effective from the day following the Record Date.

(ii) The Convertible Notes

As a result of the Rights Issue, the conversion price of the outstanding Convertible Notes will be adjusted from HK\$0.8 to HK\$0.66 and the number of Shares that can be converted into by the Convertible Notes will be adjusted from 12,500,000 Shares to 15,151,515 Shares effective from the date of allotment and issue of the Rights Shares.

(iii) The Existing Share Options

As a result of the Rights Issue, the adjustments made to the outstanding Existing Share Options are as follows:

Date of Grant	Before adjustments		After adjustments	
	Exercise price per Share before the Rights Issue (HK\$)	Number of Shares entitled to be subscribed for before the Rights Issue	Adjusted exercise price per Share upon completion of the Rights Issue (HK\$) (Note)	Adjusted number of Shares entitled to be subscribed for upon completion of the Rights Issue (Note)
10 April 2006	2.00	4,945,700	1.71	5,776,083
26 April 2007	4.00	2,565,000	3.42	2,995,663
6 November 2007	4.04	5,000,000	3.46	5,839,500
7 March 2008	2.60	13,311,900	2.23	15,546,968

Note: the adjustments shall become effective from the despatch date of certificates for the Rights Shares.

By Order of the Board of
China Renji Medical Group Limited
Chan Ka Chung
Chairman

Hong Kong, 9 October 2014

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Chan Ka Chung, Mr. Wang Jianguo, Dr. Hui Ka Chun and Mr. Cheung Wai Kwan; and three independent non-executive Directors, namely, Mr. Chan Yee Ping, Michael, Ms. Hu Xuezheng and Ms. Wu Yan.