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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 (the “**EGM**”) 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 Tuesday, 6 January 2015 at 3:30 p.m., for the purpose of considering and, if thought fit, passing the following ordinary resolution (with or without modifications):

### **ORDINARY RESOLUTION**

1. “**THAT**

- (a) the placing agreement dated 9 October 2014 (the “**Placing Agreement**”) (a copy of which is marked “**A**” and initialled by the chairman of the meeting for the purpose of identification has been produced to the meeting) entered into between the Company and the Placing Agent (as defined in the circular of the Company dated 15 December 2014 (the “**Circular**”)) in relation to, among others, the placing of the Tranche Two Convertible Bonds (as defined in the Circular) in the principal amount up to HK\$43,344,360 entitling the holder(s) thereof to convert the principal amount thereof into ordinary shares of the Company (the “**Tranche Two Conversion Shares**”) at the initial conversion price of HK\$0.32 (subject to adjustment) per Tranche Two Conversion Share, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfilment of the conditions precedent set out in the Placing Agreement, the issue of the Tranche Two Convertible Bonds in accordance with the terms and conditions of the Placing Agreement be and is hereby approved;
- (c) the allotment and issue of new shares of the Company upon the exercise of the conversion rights attaching to the Tranche Two Convertible Bonds (the “**Tranche Two Conversion Shares**”) be and is hereby approved; and the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to allot and issue the Tranche Two Conversion Shares; and

- (d) the Directors be and are hereby authorised to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Placing Agreement, the issue of the Tranche Two Convertible Bonds, and the allotment and issue of the Tranche Two Conversion Shares upon exercise of the conversion rights attaching to the Tranche Two Convertible Bonds and the transactions contemplated thereunder.”

For and on behalf of  
the board of directors of  
**China Renji Medical Group Limited**  
**Chan Ka Chung**  
*Chairman*

Hong Kong, 15 December 2014

*Registered office:*  
36th Floor  
Times Tower  
391–407, Jaffe Road  
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 36th Floor, Times Tower, 391–407, Jaffe Road, 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 four executive Directors, namely Mr. Chan Ka Chung, Dr. Hui Ka Chun, Mr. Cheung Wai Kwan and Mr. Wang Jianguo; and four independent non-executive Directors, namely, Mr. Chan Yee Ping, Michael, Mr. Lam Chun Ho, Ms. Hu Xuezheng and Ms. Wu Yan.*