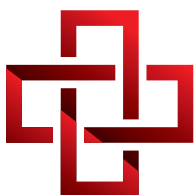


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China Renji Medical Group Ltd
中國仁濟醫療集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

**COMPLETION OF PLACING OF
TRANCHE TWO CONVERTIBLE BONDS
UNDER THE SPECIFIC MANDATE**

The Board is pleased to announce that the conditions precedent in respect of the placing of the Tranche Two Convertible Bonds have been fulfilled and completion of the placing of the Tranche Two Convertible Bonds took place on 12 January 2015. All of the Tranche Two Convertible Bonds have been successfully placed by the Placing Agent.

Reference is made to the announcement of the Company dated 9 October 2014 and the circular (the “Circular”) of the Company dated 15 December 2014 relating to, among other things, the issue of the Tranche Two Convertible Bonds under the Specific Mandate. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

COMPLETION OF THE PLACING OF TRANCHE TWO CONVERTIBLE BONDS

The Board is pleased to announce that the conditions precedents in respect of the placing of the Tranche Two Convertible Bonds have been fulfilled and completion of the placing of the Tranche Two Convertible Bonds took place on 12 January 2015. The Placing Agent has successfully placed the Tranche Two Convertible Bonds in the principal amount of HK\$43,344,360, of which HK\$35,004,360 has been placed to Hydra Capital SPC for and on behalf of SP#3 (the “Subscriber I”) and HK\$8,340,000 has been placed to DRL Capital (the “Subscriber II”). Based on the initial Conversion Price of HK\$0.32 per Conversion Share, the Tranche Two Convertible Bonds are convertible into 135,451,125 Tranche Two Conversion Shares, representing (i) 12.1% of the existing issued share capital of the Company as at the date of this announcement and (ii) 10.8% of issued share capital as enlarged by the issue of the Tranche Two Conversion Shares.

Subscriber I is a segregated portfolio designated by Hydra Capital SPC. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Subscriber I and Subscriber II is (i) incorporated in the Cayman Islands with limited liabilities; (ii) is engaged in investment activities; and (iii) its respective ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

The net proceeds from the placing of the Tranche Two Convertible Bonds amounted to approximately HK\$41.8 million.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the allotment and issue of the Tranche One Conversion Shares and the Tranche Two Conversion Shares (assuming all the conversion rights attaching to the Tranche One Convertible Bonds and the Tranche Two Convertible Bonds have been exercised in full at the initial Conversion Price of HK\$0.32 per Conversion Share) are set out as follows:

Shareholders	As at the date of this announcement		immediately after the allotment and issue of the Tranche One Conversion Shares and Tranche Two Conversion Shares at the Conversion Price of HK\$0.32 per Conversion Share	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
The Director	101,250,000	9.06	101,250,000	7.30
Subscriber of Tranche One Convertible Bonds	—	—	135,451,125	9.76
Subscribers of Tranche Two Convertible Bonds				
— Subscriber I	—	—	109,388,625	7.88
— Subscriber II	—	—	26,062,500	1.88
Public Shareholders	<u>1,015,883,439</u>	<u>90.94</u>	<u>1,015,583,439</u>	<u>73.18</u>
	<u>1,117,133,439</u>	<u>100.00</u>	<u>1,387,735,689</u>	<u>100.00</u>

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

Hong Kong, 12 January 2015

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, Ms. Hu Xuezhen, Mr. Lam Chun Ho and Ms. Wu Yan.