

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 “**Meeting**”) of China Renji Medical Group Limited (the “**Company**”) will be held at Suites 903–905, 9/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Tuesday, 21 April 2015 at 1:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments:

ORDINARY RESOLUTION

“THAT

- (a) the conditional sale and purchase agreement dated 27 August 2014 (as amended and supplemented by the supplemental agreement dated 26 March 2015) (the “**Acquisition Agreement**”) and entered into between Golden Oasis Health Limited, a non wholly-owned subsidiary of the Company (the “**JV**”) as purchaser, Gold Swing Enterprises Ltd. as vendor (the “**Vendor**”) and Mr. Tjia Boen Sien as guarantor, pursuant to which, among other things, the Vendor shall sell and the JV shall acquire 55% (the “**Acquisition**”) of the issued share capital of Mega Fitness (Shanghai) Investments Limited (the “**Target Company**”) (a copy of which has been produced to the Meeting marked “**A**” and initialled by the Chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder (including but not limited to the entering into of the relevant shareholders’ agreement) be and are hereby approved, confirmed and ratified; and
- (b) any of the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal or not) and to take all steps and to do all such acts or things deemed by him/her to be incidental to, ancillary

to or in connection with the matters contemplated in the Acquisition Agreement and the transactions contemplated thereunder as he may in his absolute discretion consider necessary, desirable or expedient to give effect to the Acquisition Agreement and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the directors of the Company, in the interest of the Company and its shareholders as a whole.”

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

Hong Kong, 31 March 2015

Registered office:

36th Floor, Times Tower

391–407 Jaffe Road

Wanchai

Hong Kong

Notes:

1. A member entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. Whether or not you are able to attend the Meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the office of the Company at 36th Floor, Times Tower, 391-407 Jaffe Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed revoked.

As at the date of this announcement, the board of Directors 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 Xuezhen and Ms. Wu Yan.