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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 NEW SHARES UNDER GENERAL MANDATE**

The Company is pleased to announce that the conditions precedent to the Placing have been fulfilled and completion of the Placing took place on 10 April 2015 and a total of 223,426,687 Placing Shares have been successfully placed to not less than six Placers at the Placing Price.

Reference is made to the announcement (the “**Announcement**”) of the Company dated 29 March 2015 relating to the Placing. Capitalised terms used herein shall have the same meaning as those defined in the Announcement unless the context otherwise requires.

### **COMPLETION OF THE PLACING**

The Board is pleased to announce that the conditions precedent to the Placing have been fulfilled and the completion of the Placing took place on 10 April 2015. A total of 223,426,687 Placing Shares have been placed by the Placing Agent to not less than six Placers, who are Independent Third Parties, at the Placing Price. The 223,426,687 Placing Shares represent 16.67% of the total number of issued shares of the Company as enlarged by the allotment and issue of the Placing Shares immediately after the completion of the Placing.

The net proceeds from the Placing, after deducting the relating placing commission and other related expenses, amounted to approximately HK\$41 million, which is intended to be applied for the financing of the Group’s investment opportunities, general working capital and reduction of debts.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company immediately before and after completion of the Placing:

Shareholders	As at the date of this announcement		Upon completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Director	101,250,000	9.06	101,250,000	7.55
<b>Public Shareholders</b>				
The Placees	—	—	223,426,687	16.67
Other Shareholders	<u>1,015,883,439</u>	<u>90.94</u>	<u>1,015,883,439</u>	<u>75.78</u>
	<u>1,117,133,439</u>	<u>100.00</u>	<u>1,340,560,126</u>	<u>100.00</u>

## ADJUSTMENT TO CONVERTIBLE SECURITIES OF THE COMPANY

As at the date hereof, there are (i) 81,472,540 unlisted warrants of the Company (the “Warrants”) entitling the holders thereof to subscribe for up to 81,472,540 new Shares; and (ii) outstanding Convertible Notes in the aggregate principal amount of HK\$2 million entitling the holders thereof to convert into a maximum of 3,030,303 new Shares.

As a result of the Placing, adjustments shall be made to (i) the subscription price and the number of Shares that can be subscribed for by the outstanding Warrants; and (ii) the conversion price and the number of Shares that can be converted into by the Convertible Notes. The Company’s auditors have reviewed the adjustments and confirmed in writing the adjustments in accordance with the terms of the instruments of the Warrants and the Convertible Notes. Details of the adjustments regarding the Warrants and the Convertible Notes are as follows:

### (i) The Warrants

As a result of the Placing, the subscription price of the outstanding Warrants will be adjusted from HK\$0.8285 to HK\$0.8045 and the number of new Shares that can be subscribed for by the outstanding Warrants will be adjusted from 81,472,540 Shares to 83,903,045 Shares.

### (ii) The Convertible Notes

As a result of the Placing, the conversion price of the outstanding Convertible Notes will be adjusted from HK\$0.66 to HK\$0.6409 and the number of Shares that can be converted into by the Convertible Notes will be adjusted from 3,030,303 Shares to 3,120,612 Shares.

## **CONVERTIBLE BONDS**

As of the date of this announcement, there are Convertible Bonds with aggregate principal amount of approximately HK\$86.69 million outstanding. The Company has agreed with the holders of the Convertible Bonds to amend the conversion price of the Convertible Bonds, details of which are disclosed in the announcement of the Company dated 10 April 2015.

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

Hong Kong, 10 April 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.*