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If you have sold or transferred all your shares in China Renji Medical Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;**

RE-ELECTION OF DIRECTORS;

**PROPOSED CHANGE OF COMPANY NAME
AND**

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Suites 903–905, 9/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 May 2015 at 1:00 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange at www.hkex.com.hk and the Company at www.chinarenji.com.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the registered 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM 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 AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed revoked.

24 April 2015

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 May 2015 at 1:00 p.m. to consider and, if thought fit, approve, among other things (i) the proposed grant of the General Mandates (including the Extension Mandate) and the Repurchase Mandate to the Directors; (ii) the proposed re-election of Directors; and (iii) the Proposed Change of Company Name
“Article(s)” or “Articles of Association”	the articles of association of the Company (as amended from time to time)
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Company”	China Renji Medical Group Limited, a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Company Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong or the Companies Ordinance, Chapter 622 of the Laws of the Hong Kong, as the case may be
“Directors”	the directors of the Company
“Extension Mandate”	the extension of the General Mandates proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandates
“General Mandates”	the general mandates proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the number of Shares in issue of the Company as at the date of granting of the General Mandate and together with the extension under the Extension Mandate
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“Proposed Change of Company Name”	the proposal to change the English name of the Company from “China Renji Medical Group Limited” to “China Wah Yan Healthcare Limited” and the Chinese name from 「中國仁濟醫療集團有限公司」 to 「中國華仁醫療有限公司」
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the number of Shares in issue of the Company as at the date of granting of the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company from time to time
“Shareholder(s)”	holder(s) of the share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to this term under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Chan Ka Chung (*Chairman*)
Mr. Cheung Wai Kwan
Mr. Wang Jianguo

Registered Office:

36th Floor, Times Tower
391-407 Jaffe Road
Wanchai
Hong Kong

Independent non-executive Directors:

Mr. Chan Yee Ping, Michael
Ms. Hu Xuezhen
Ms. Wu Yan
Mr. Lam Chun Ho

24 April 2015

To the Shareholders,

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;**

RE-ELECTION OF DIRECTORS;

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandates (including the Extension Mandate) and the Repurchase Mandate to the Directors; (ii) the proposed re-election of Directors; and (iii) the Proposed Change of Company Name.

The purpose of this circular is to provide you with information relating to the above-mentioned resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATES AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandates (including the Extension Mandate) and the Repurchase Mandate.

General Mandates

At the AGM, an ordinary resolution will be proposed such that the Directors be given unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying Shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of up to 20% of the number of Shares in issue as at the date of granting of the General Mandates.

In addition, a separate ordinary resolution will further be proposed for the Extension Mandate extending the General Mandates authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company had an aggregate of 1,340,560,126 Shares in issue. Subject to the passing of the resolution for the approval of the General Mandates and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the granting of the General Mandates, the Company would be allowed to allot, issue and deal with a maximum of 268,112,025 Shares under the General Mandates.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the number of Shares in issue as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the granting of the Repurchase Mandate, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 134,056,012 Shares.

The General Mandates (including the Extension Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandates (including the Extension

LETTER FROM THE BOARD

Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the Companies Ordinance to be held; or (iii) the revocation or variation of the General Mandates (including the Extension Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

3. PROPOSED RE-ELECTION OF DIRECTORS

According to Article 110 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office until the next annual general meeting of the Company but shall then be eligible for re-election. Both Mr. Cheung Wai Kwan and Dr. Hui Ka Chun were appointed as executive Directors in September 2014 and shall be retired at the forthcoming AGM. Mr. Chan Yee Ping, Michael and Mr. Lam Chun Ho was appointed as an independent non-executive Directors in July and October 2014, respectively and shall be retired at the forthcoming AGM. Since Dr. Hui Ka Chun has tendered his resignation as an executive Director with effect from 16 April 2015, only Mr. Cheung Wai Kwan, Mr. Chan Yee Ping, Michael and Mr. Lam Chun Ho will retire as Directors and, being eligible, offer themselves for re-election at the AGM.

Particulars of the above retiring Directors are set out in Appendix II to this circular.

According to Article 104 of the Articles of Association, each Director, whether or not appointed for a specific term, shall be subject to retirement by rotation once for every three years at the annual general meeting of the Company and shall be eligible for re-election. A retiring Director shall retain office until the conclusion of the meeting or adjourned meeting at which he is due to retire. Since Mr. Chan Ka Chung, Mr. Wang Jianguo, Ms. Hu Xue Zhen, Ms. Wu Yan had retired and been re-elected at the annual general meeting of the Company held on 12 June 2014, no Directors will be required to retire and offer themselves for election at the forthcoming AGM in accordance with Article 104 of the Articles of Association.

LETTER FROM THE BOARD

4. PROPOSED CHANGE OF COMPANY NAME

The Company proposed to (i) change the English name of the Company from “China Renji Medical Group Limited to “China Wah Yan Healthcare Limited” and the Chinese name of the Company from 「中國仁濟醫療集團有限公司」 to 「中國華仁醫療有限公司」 and (ii) amend the Articles of Association to reflect such change of names of the Company.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name and the corresponding amendment(s) to the Articles of Association at the AGM or extraordinary general meeting of the Company (as the case may be); and
- (ii) the Registrar of Companies of Hong Kong approving the new name in English and Chinese and issuing a certificate of change of name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name and the corresponding amendment(s) to the Articles of Association will take effect from the date on which the certificate of change of name is issued by the Registrar of Companies of Hong Kong.

Reasons for the Proposed Change of Company Name

The Company has considered that the Proposed Change of Company Name is part of its corporate strategies to emphasize the future development focus of the Group in the broader scope of healthcare businesses and will provide the Company with a fresh corporate image. The Board believes that the Proposed Change of Company Name will provide a clearer identification and image for the Company which is in the interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not, of itself, affect the rights of any Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will continue to be evidence of legal title to the shares of the Company and valid for trading, settlement, registration and delivery purposes. Any new share certificates of the Company issued after the Proposed Change of Company Name has become effective will bear the Company’s new names. Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new certificates bearing the new English and Chinese names of the Company.

LETTER FROM THE BOARD

Further announcement(s) will be made by the Company to inform the Shareholders regarding the results of the AGM, the effective date of the Proposed Change of Company Name and the change of English and Chinese stock short names of the Company for trading on the Stock Exchange as and when appropriate.

5. AGM

A notice convening the AGM to be held at Suites 903–905, 9/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 May 2015 at 1:00 p.m. is set out on pages 16 to 20 of this circular. Resolutions will be proposed at the AGM to approve, among other things, (i) the granting of the General Mandates (including the Extension Mandate) and the Repurchase Mandate; (ii) the proposed re-election of Directors; and (iii) the Proposed Change of Company Name.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the websites of the Stock Exchange at www.hkex.com.hk and the Company at www.chinarenji.com. Whether or not you are able to attend the AGM, 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed revoked.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. RECOMMENDATION

Based on the above, the Directors consider that (i) the proposed grant of the General Mandates (including the Extension Mandate) and the Repurchase Mandate; (ii) the proposed re-election of Directors; and (iii) the Proposed Change of Company Name are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

8. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the resolutions to be proposed at the AGM and no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of the Board of
China Renji Medical Group Limited
Chan Ka Chung
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

As at the Latest Practicable Date, none of the Directors have, to the best of their knowledge having made reasonable enquiries, any close associates, who have a present intention, in the event that the Repurchase Mandate is approved by the Shareholders at the AGM, to sell Shares to the Company.

As at the Latest Practicable Date, no connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. SHARE IN ISSUE

As at the Latest Practicable Date, the Company has 1,340,560,126 Shares in issue.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased by the Company from the Latest Practicable Date up to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 134,056,012 Shares in issue, representing approximately 10% of the issued share capital of the Company as at the date of passing of the resolution.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, will lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the laws of Hong Kong and the Articles of Association for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2014, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	0.743	0.490
May	0.543	0.423
June	0.503	0.390
July	0.450	0.357
August	0.537	0.383
September	0.430	0.285
October	0.375	0.265
November	0.360	0.280
December	0.400	0.250
2015		
January	0.400	0.210
February	0.229	0.185
March	0.248	0.190
April (up to the Latest Practicable Date)	0.375	0.209

Source: the Stock Exchange.

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of Hong Kong.

7. TAKEOVERS CODE IMPLICATIONS

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following persons are deemed to be interested in more than 10% of the Shares then in issue:

Name	Number of Shares	Percentage holding based on the total number of Shares in issue as at the Latest Practicable Date (Note 1)	Percentage holding based on a fully diluted basis
Mr. Chan Ka Chung ("Mr. Chan")	185,153,045 (Note 2)	13.81%	13.00% (Note 3)
Convoy (BVI) Limited ("Convoy")	473,708,851 (Note 4)	35.34%	26.11% (Note 5)

Note 1: Based on the total 1,340,560,126 Shares in issue as at the Latest Practicable Date.

Note 2: In addition to 101,250,000 Shares held by Mr. Chan as at the Latest Practicable Date, Mr. Chan is also deemed to be interested in the additional 83,903,045 underlying Shares to be issued and allotted upon the exercise of the subscription rights attached to the unlisted warrants issued by the Company whereby Mr. Chan is the subscriber.

Note 3: Based on the total 1,340,560,126 Shares in issue as at the Latest Practicable Date as enlarged by the additional 83,903,045 Shares that can be issued and allotted by the Company upon the full exercise of the subscription rights attached to the unlisted warrants as mentioned in Note 2 above.

Note 4: Convoy is the controlling shareholder of the subscribers of the convertible bonds in the aggregate principal amount of HK\$86,688,720. On 10 April 2015, the Company entered into the deeds of amendment with the holders of the aforesaid convertible bonds such that the aforesaid convertible bonds can be converted into 473,708,851 new Shares at the conversion price of HK\$0.183 per conversion share. Although no conversion shares have been issued pursuant to the aforesaid convertible bonds as at the Latest Practicable Date, Convoy is deemed to be interested in the total of 473,708,851 Shares.

Note 5: Based on the total 1,340,560,126 Shares in issue as at the Latest Practicable Date as enlarged by the additional 473,708,851 Shares that can be issued and allotted by the Company upon the full exercise of the conversion rights attached to the convertible bonds as mentioned in Note 4 above.

Name	Percentage holding based on the total number of Shares in issue as at the Latest Practicable Date <i>(Note 1)</i>	Percentage holding based on a fully diluted basis <i>(Note 1)</i>
Mr. Chan	15.35%	14.35% <i>(Note 2)</i>
Convoy	39.26%	28.19% <i>(Note 3)</i>

Note 1: Based on the total 1,340,560,126 Shares in issue as at the Latest Practicable Date and the maximum number of Shares that the Company may repurchase under the Repurchase Mandate.

Note 2: Based on (i) the total 1,340,560,126 Shares in issue as at the Latest Practicable Date as enlarged by the additional 83,903,045 Shares that can be issued and allotted by the Company upon the full exercise of the subscription rights attached to the unlisted warrants; and (ii) the maximum number of Shares that the Company may repurchase under the Repurchase Mandate.

Note 3: Based on (i) the total 1,340,560,126 Shares in issue as at the Latest Practicable Date as enlarged by the additional 473,708,851 Shares that can be issued and allotted by the Company upon the full exercise of the conversion rights attached to the convertible bonds and (ii) the maximum number of Shares that the Company may repurchase under the Repurchase Mandate.

On the basis of the current shareholdings of above Shareholders, an exercise of the Repurchase Mandate in full will not result in any of them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. SHARES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

The biographical details of the retiring Directors who are eligible for re-election at the AGM are set out below:

Mr. Cheung Wai Kwan (Mr. Cheung), Executive Director

Mr. Cheung, aged 52, has over 20 years of management experience in manufacturing and distribution of resources, healthcare and related products and has maintained an extensive business network in Asia, particularly Japan and the PRC. Mr. Cheung holds a master's degree in business administration and a bachelor's degree in business management from Asia University, Japan. Mr. Cheung was appointed as an executive Director in September 2014.

Save for the granting of 6,095,301 share options pursuant to a share option scheme adopted on 12 June 2014 (the "2014 Share Option Scheme"), as at the Latest Practicable Date, Mr. Cheung does not have, and is not deemed to have, any interest or short positions in any Shares, underlying shares of debentures (as defined under Part XV of the SFO) of the Company. As far as the Board is aware, as at the Latest Practicable Date, Mr. Cheung does not hold any directorship in any other listed company in the last three years; nor has any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

There is currently no service contract entered into between the Company and Mr. Cheung will hold office until the AGM. Mr. Cheung is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Articles of Association.

In addition to the share options granted under the 2014 Share Option Scheme, Mr. Cheung also received directors fees of HK\$31,000 for the year ended 31 December 2014. The director's fee of Mr. Cheung is subject to annual review and recommendation by the remuneration committee of the Company and determined and approved by the Board with reference to the responsibilities and performance of Mr. Cheung.

Save as disclosed above and as far as the Board is aware, there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters relating to the re-election of Mr. Cheung as Director that need to be brought to the attention of the Shareholders.

Mr. Chan Yee Ping, Michael ("Mr. Chan"), Independent Non-executive Director

Mr. Chan, aged 37, has over 10 years of experience in the areas of audit, financial management, corporate secretarial management and corporate governance. He is a member with practicing certificate of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Chan is also the company secretary of (i) China Sunshine Paper Holdings Company Limited (stock code: 2002), a company listed on the Stock Exchange and (ii) Northeast Electric Development Co., Limited (stock code: 42), a joint stock limited company whose shares are listed on both the Shenzhen Stock Exchange of the PRC and the Stock Exchange, and the independent non-executive director of China Sandi Holdings Limited (stock code: 910). Mr. Chan was also an independent non-executive director of Yueshou Environmental Holdings Limited

(stock code: 1191), a company listed on the Stock Exchange, during October 2013 to July 2014. Mr. Chan holds a bachelor's degree in business administration from the Hong Kong Polytechnic University. Mr. Chan was appointed as an independent non-executive Director in July 2014.

Save for the granting of 677,255 share options pursuant to the 2014 Share Option Scheme, as at the Latest Practicable Date, Mr. Chan does not have, and is not deemed to have, any interest or short positions in any Shares, underlying shares of debentures (as defined under Part XV of the SFO) of the Company. As far as the Board is aware, as at the Latest Practicable Date, Mr. Chan does not hold any directorship in any other listed company in the last three years; nor has any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

There is currently no service contract entered into between the Company and Mr. Chan will hold office until the AGM. Mr. Chan is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Articles of Association.

In addition to the share option granted under the 2014 Share Option Scheme, Mr. Chan also received directors fees of HK\$55,000 for the year ended 31 December 2014. The director's fee of Mr. Chan is subject to annual review and recommendation by the remuneration committee of the Company and determined and approved by the Board with reference to the responsibilities and performance of Mr. Chan.

Save as disclosed above and as far as the Board is aware, there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters relating to the re-election of Mr. Chan as Director that need to be brought to the attention of the Shareholders.

Mr. Lam Chun Ho (“Mr. Lam”), Independent Non-executive Director

Mr. Lam, aged 33, has years of experience in auditing, financial reporting and financial engineering and is currently the senior management of a local corporate service's company. Mr. Lam is an associate member of the Hong Kong Institute of Certificate Public Accountants. He is also an independent non-executive director of China New Economy Fund Limited (stock code: 80), a company listed on the Stock Exchange. Mr. Lam holds a bachelor's degree in business administration (Accounting) from Hong Kong Baptist University.

Save for the granting of 677,255 share options pursuant to the 2014 Share Option Scheme, as at the Latest Practicable Date, Mr. Lam does not have, and is not deemed to have, any interest or short positions in any Shares, underlying shares of debentures (as defined under Part XV of the SFO) of the Company. As far as the Board is aware, as at the Latest Practicable Date, Mr. Lam does not hold any directorship in any other listed company in the last three years; nor has any relationship with any other directors, senior management or substantial or controlling shareholders of the Company.

There is currently no service contract entered into between the Company and Mr. Lam will hold office until the AGM. Mr. Lam is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Articles of Association.

In addition to the share optioned granted under the 2014 Share Option Scheme, Mr. Lam also received directors fees of HK\$23,000 for the year ended 31 December 2014. The director's fee of Mr. Lam is subject to annual review and recommendation by the remuneration committee of the Company and determined and approved by the Board with reference to the responsibilities and performance of Mr. Lam.

Save as disclosed above and as far as the Board is aware, there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor are there any other matters relating to the re-election of Mr. Lam as Director that need to be brought to the attention of the Shareholders.

NOTICE OF AGM



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general 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 Wednesday, 27 May 2015 at 1:00 p.m. for the following purposes:

AS ORDINARY BUSINESSES:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2014;
2.
 - (a) To re-elect Mr. Cheung Wai Kwan as an executive Director of the Company;
 - (b) To re-elect Mr. Chan Yee Ping, Michael as an independent non-executive Director of the Company;
 - (c) To re-elect Mr. Lam Chun Ho as an independent non-executive Director of the Company;
3. To authorise the Board to fix the Directors’ remuneration;
4. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration;

NOTICE OF AGM

AS ORDINARY RESOLUTIONS

5. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company from time to time; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the number of the Shares of Company in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of the Shares of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF AGM

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Ordinance Chapter 622 of the Laws of Hong Kong (the “**Companies Ordinance**”) or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Ordinance and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the number of Shares of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF AGM

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Ordinance or any applicable laws to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
7. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 5 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

AS SPECIAL RESOLUTION

8. To, as special business, consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies of Hong Kong being obtained, the English name of the Company be and is hereby changed from “China Renji Medical Group Limited” to “China Wah Yan Healthcare Limited” and the Chinese name of the Company be and is hereby changed from “中國仁濟醫療集團有限公司” to “中國華仁醫療有限公司” with effect from the date on which the certificate of change of name is issued by the Registrar of Companies of Hong Kong (“**Name Change**”), and the Directors be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the Name Change and amendment to the articles and association of the Company.”

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

Hong Kong, 24 April 2015

NOTICE OF AGM

Registered office:

36th Floor, Times Tower
391–407 Jaffe Road
Wanchai, Hong Kong

Notes:

1. A member entitled to attend and vote at the annual 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 annual 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. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the Company at 36th Floor, Times Tower, 391–407 Jaffe Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he so wish.
3. In relation to proposed resolutions nos. 5 and 7 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
4. In relation to proposed resolution no. 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 24 April 2015.