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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your securities 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 licensed securities dealer or registered institution in securities 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)**

**AMENDMENT TO THE CONVERSION PRICE UNDER THE TERMS  
OF THE CONVERTIBLE BONDS AND ISSUE OF NEW SHARES  
UNDER SPECIFIC MANDATE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of the Company (the “**EGM**”) to be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Wednesday, 20 May 2015 at 9:30 a.m. is set out on pages 11 to 12 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk) and the Company at [www.chinarenji.com](http://www.chinarenji.com).

Whether or not you are able to attend the EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM 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 EGM and in such event, the instrument appointing a proxy shall be deemed revoked.

5 May 2015

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## DEFINITIONS

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

“Additional Conversion Shares”	the additional 202,806,601 Conversion Shares that will be issued pursuant to the Deeds of Amendment, which is calculated based on (i) the difference between the total Conversion Shares that will be issued at the Adjusted Conversion Price and the Initial Conversion Price and (ii) the aggregate principal amount of the Convertible Bonds of HK\$86,688,720
“Adjusted Conversion Price”	HK\$0.183 per Conversion Share pursuant to the Deeds of Amendment
“CB Holders”	in respect of the Tranche One Convertible Bonds, Hydra Capital SPC for and on behalf of SP#2, and in respect of the Tranche Two Convertible Bonds, Hydra Capital SPC for and on behalf of SP#3 and DRL Capital
“Company”	China Renji Medical Group Limited, a company incorporated in Hong Kong with limited liability whose issued shares are listed on the Main Board of the Stock Exchange
“Conversion Rights”	the rights attached to the Convertible Bonds to convert the principal amount or a part thereof into the Conversion Shares
“Conversion Shares”	the new Shares to be issued upon the exercise of the conversion rights attached to the Convertible Bonds at the Initial Conversion Price or the Adjusted Conversion Price (as the case may be)
“Convertible Bonds”	collectively, the Tranche One Convertible Bonds and the Tranche Two Convertible Bonds
“Deeds of Amendment”	the Deeds of Amendment dated 10 April 2015 entered into between the Company and the respective CB Holders for amendment of the conversion price per Conversion Share under the terms and conditions of the Convertible Bonds
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Wednesday, 20 May 2015 at 9:30 a.m. for the Shareholders to consider and, if thought fit, approve the amendment of the conversion price per Conversion Share under the terms and conditions of the Convertible Bonds and the Specific Mandate

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## DEFINITIONS

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“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	independent third party who is not connected person (as defined under the Listing Rules) of the Company and is independent of and not connected with the connected persons of the Company
“Initial Conversion Price”	HK\$0.32 per Conversion Share pursuant to the initial terms of the Convertible Bonds
“Latest Practicable Date”	29 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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s) ”	ordinary share(s) of the Company
“Shareholder(s)”	holders of the Shares
“Specific Mandate”	the specific mandate to be sought at the EGM for the issue and allotment of the Conversion Shares (including the Additional Conversion Shares)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tranche One Convertible Bonds”	the 8% convertible bonds issued by the Company in the principal amount of HK\$43,344,360 and due in 2015, details of which are disclosed in the announcements of the Company dated 9 October 2014 and 31 October 2014
“Tranche Two Convertible Bonds”	the 8% convertible bonds issued by the Company in the principal amount of HK\$43,344,360 and due in 2016, details of which are disclosed in the announcements of the Company dated 9 October 2014, 6 January 2015 and 12 January 2015 and circular of the Company dated 15 December 2014
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*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  
Mr. Lam Chun Ho  
Ms. Hu Xuezhen  
Ms. Wu Yan

5 May 2015

*To the Shareholders*

Dear Sir or Madam,

**AMENDMENT TO THE CONVERSION PRICE UNDER THE  
TERMS OF THE CONVERTIBLE BONDS AND ISSUE OF NEW  
SHARES UNDER SPECIFIC MANDATE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 10 April 2015 relating to the entering into of the Deeds of Amendment between the Company and the CB Holders. References are also made to the announcements of the Company dated 9 October and 31 October 2014, 6 January and 12 January 2015 (the “**Announcements**”) and the circular of the Company dated 15 December 2014 relating to the placing of the Convertible Bonds (the “**Circular**”).

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with, among other things, details regarding (i) the Deeds of Amendment and the Specific Mandate; (ii) a notice convening the EGM; and (iii) other information as required under the Listing Rules.

### BACKGROUND

On 9 October 2014, the Company entered into a placing agreement for the placing of the Convertible Bonds. The Tranche One Convertible Bonds in the principal amount of HK\$43,344,360 were placed to Hydra Capital SPC for and on behalf of SP#2 on 31 October 2014, whereas the Tranche Two Convertible Bonds in the principal amounts of HK\$35,004,360 and HK\$8,340,000 were placed to Hydra Capital SPC for and on behalf of SP#3 and DRL Capital, respectively, on 12 January 2015. The CB Holders are entitled to convert the principal amount of the Convertible Bonds at the Initial Conversion Price and, accordingly, a maximum of 270,902,250 Conversion Shares will be allotted and issued if the Conversion Rights are exercised in full. Details of the placing of the Convertible Bonds were disclosed in the Announcements and the Circular.

On 10 April 2015 (after trading hours), the Company entered into the Deeds of Amendment with the respective CB Holders to amend the conversion price per Conversion Share under the terms and conditions of the Convertible Bonds, details of which are summarised as follows:

### THE DEEDS OF AMENDMENT

**Date:**

10 April 2015 (after trading hours)

**Parties:**

- (i) Company as the issuer; and
- (ii) Hydra Capital SPC for and on behalf of SP#2 (“**Subscriber 1**”) as holder of the Tranche One Convertible Bonds, Hydra Capital SPC for and on behalf of SP#3 (“**Subscriber 2**”) and DRL Capital (“**Subscriber 3**”), as holders of the Tranche Two Convertible Bonds.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, save for the holding of the relevant Convertible Bonds, each of the CB Holders and its ultimate beneficial owners are Independent Third Parties.

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## LETTER FROM THE BOARD

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### Amendment to the conversion price per Conversion Share

Pursuant to the Deeds of Amendment, the Company and the CB Holders have agreed to amend the conversion price under the Convertible Bonds from the Initial Conversion Price to the Adjusted Conversion Price. The amendment of the conversion price is conditional and subject to obtaining the following approvals (collectively, the “Approvals”) from:

- (i) the Shareholders at the EGM for:
  - (a) the amendment of the conversion price under the Convertible Bonds from the Initial Conversion Price to the Adjusted Conversion Price; and
  - (b) the Specific Mandate for the allotment and issue of the Conversion Shares (including the Additional Conversion Shares) as a result for the change of conversion price under the Convertible Bonds; and
- (ii) the Stock Exchange for:
  - (a) the listing of, and the permission to deal in, all of the Conversion Shares (including the Additional Conversion Shares); and
  - (b) if applicable, the alterations made to the Convertible Bonds under the Deeds of Amendment.

The amendment to the conversion price per Conversion Share under the terms of the Convertible Bonds is subject to the Approvals. In the event that any of the Approvals is not obtained on or before 30 June 2015 (or such later date as the parties to the Deeds of Amendment may agree), the Deeds of Amendment shall cease to have any effect.

The parties to the Deeds of Amendment have further agreed that upon obtaining the Approvals, the CB Holders are deemed to have fully exercised the Conversion Rights to convert the entire principal amount of the Convertible Bonds into a total of 473,708,851 Conversion Shares at the Adjusted Conversion Price and the conversion notices as required under the Convertible Bonds for the exercise of the Conversion Rights are also deemed to be duly served.

As at the Latest Practicable Date, no Conversion Shares have been issued under the Convertible Bonds.

Based on the Adjusted Conversion Price and the aggregate principal amount of the Convertible Bonds of HK\$86,688,720, a total of 473,708,851 Conversion Shares will be allotted and issued. The 473,708,851 Conversion Shares represent (i) 35.3% of the total number of issued shares of the Company as at the Latest Practicable Date; and (ii) 26.1% of the total number of issued shares of the Company as enlarged by the allotment and issue of the Conversion Shares assuming there will be no change in the number of issued Shares between the Latest Practicable Date and the date of allotment and issue of the Conversion Shares.

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## LETTER FROM THE BOARD

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The Conversion Shares will rank pari passu in all respects among themselves and with other Shares in issue on the date of allotment and issue of the Conversion Shares.

### **The Adjusted Conversion Price**

The Adjusted Conversion Price was determined after arm's length negotiations between the Company and the CB Holders with reference to the price performance of the Shares since completion of the placing of the Convertible Bonds and represents:

- (i) a discount of 42.8% to the Initial Conversion Price of HK\$0.32 per Conversion Share;
- (ii) a discount of 47.7% to the closing price of HK\$0.35 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (iii) a discount of 23.8% to the closing price of HK\$0.24 per Share as quoted on the Stock Exchange on 10 April 2015 (the date of the Deeds of Amendment);
- (iv) a discount of 17.2% to the average closing price of HK\$0.221 per Share as quoted on the Stock Exchange for the last five trading days up to and including 9 April 2015 (the last trading day prior to the entering into of the Deeds of Amendment); and
- (v) a discount of 17.9% to the average closing price of HK\$0.223 per Share as quoted on the Stock Exchange for the last ten trading days up to and including 9 April 2015.

### **Mandates to issue the Conversion Shares**

The Conversion Shares (including the Additional Conversion Shares) will be issued under the Specific Mandate which is subject to the approval of the Shareholders at the EGM.

### **Listing Application**

An application will be made by the Company to the Stock Exchange for the granting of the listing of, and the permission to deal in the Conversion Shares (including the Additional Conversion Shares) and the approval relating to the amendment to the terms of the Convertible Bonds pursuant to the Deeds of Amendment.



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## LETTER FROM THE BOARD

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### EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the table of the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately after the allotment and issue of the Conversion Shares (based on the Adjusted Conversion Price):

Shareholders	As the Latest Practicable Date		Immediately after the allotment and issue of the Conversion Shares (based on the Adjusted Conversion Price)	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
<b>Director</b>	101,250,000	7.55%	101,250,000	5.58%
<b>CB Holders</b>				
Hydra Capital SPC for and on behalf of SP#2	—	—	236,854,426	13.06%
Hydra Capital SPC for and on behalf of SP#3	—	—	191,280,655	10.54%
DRL Capital	—	—	45,573,770	2.51%
<b>Other Shareholders</b>	<u>1,239,310,126</u>	<u>92.45%</u>	<u>1,239,310,126</u>	<u>68.31%</u>
	<u>1,340,560,126</u>	<u>100.00%</u>	<u>1,814,268,977</u>	<u>100.00%</u>

### REASONS FOR AND THE BENEFITS OF THE ENTERING INTO OF THE DEEDS OF AMENDMENT

The Group is principally engaged in (i) healthcare and well-being business (including the investment in and operation of a network of medical centres specialising in the diagnosis and treatment of tumours and related disease in the PRC, one of the leading retail chains of optical and eye-care products and services under the brand name “Hong Kong Optical” in Hong Kong and one of the largest chains of fitness and sports clubs in the PRC in terms of floor area under the brand name of “MEGAFIT”); and (ii) investments and assets management (including investment in securities, fixed/capital assets and distressed assets and loan financing business). The Group is also the single largest shareholder of Rui Kang Pharmaceutical Group Investments Limited, a company listed on the Growth Enterprise Market of the Stock Exchange and engaged in, among other things, the manufacture, research and development, sale and distribution of consumer cosmetic, health related and pharmaceutical products, health supplement wine, dental materials and equipment in the PRC and Hong Kong.

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## LETTER FROM THE BOARD

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Each of the Tranche One Convertible Bonds and the Tranche Two Convertible Bonds has a term of one year and will mature soon in October 2015 and January 2016, respectively. In view of the market price of the Shares having been below the Initial Conversion Price since completion of the placing of the Convertible Bonds as well as the uncertainty as to the future price performance of the Shares (particularly due to the facts that the operating environment of the Group's medical network business line has remained difficult and the revenue of the Group declined significantly from HK\$111.0 million for the year ended 31 December 2013 to HK\$85.4 million for the year ended 31 December 2014, the economic benefits of the acquisitions conducted by the Group during 2014 are yet to be substantially realised (including the acquisition of a majority stake in a group of companies engaged in the management and operation of a chain of sports and fitness centres in the PRC under the brand name of "MEGAFIT"), the Company has anticipated that the chance for the CB Holders to exercise the Conversion Rights prior to the maturity dates will be remote. In the event that the CB Holders elect not to exercise the Conversion Rights and hold the Convertible Bonds till maturity, the Group's repayment of the Convertible Bonds (the aggregate principal amount of which amounts to HK\$86,688,720 plus interest accrued at 8% per annum) in 2015 and early 2016 will utilise a significant portion of its working capital and substantially hinder its future development. Pursuant to the Deeds of Amendment, the Convertible Bonds would be fully converted into the Conversion Shares upon obtaining the Approvals and the Company's obligation to repay the outstanding principal amount of the Convertible Bonds and the accrued interest would be fully relieved. As such, the entering into of the Deeds of Amendment, in substance, is equivalent to an issue of 473,708,851 new Shares at the Adjusted Conversion Price for a net proceed of HK\$90.3 million (comprising the principal amount of the Convertible Bonds of HK\$86.7 million plus savings on interest to be accrued on the Convertible Bonds of HK\$3.6 million from the date of full conversion of the Convertible Bonds into Conversion Shares (which is assumed to be 1 June 2015 for the purpose of calculating the interests saved) till the respective maturity dates of the Convertible Bonds).

The Adjusted Conversion Price has been set at HK\$0.183, the bases of determining such Adjusted Conversion Price are as follows:

- (i) the Company has recently completed a placing (the "**Placing**") of 223,426,687 new Shares at a net price per placing share of approximately HK\$0.184, the details of the Placing are set out in the announcement of the Company dated 29 March 2015. As the amendment to the Initial Conversion Price coupled with an obligation to expedite full exercise of the Conversion Rights pursuant to the Deeds of Amendment is analogous to a fund raising exercise of an issue of 473,708,851 new Shares at the Adjusted Conversion Price, the Company is of the view that the net placing price of HK\$0.184 in the recent Placing provides a reference point for determining the amount of the Adjusted Conversion Price;
- (ii) the number of Conversion Shares (i.e. 473,708,851 Conversion Shares) doubles the number of 223,426,687 new Shares in the Placing, thus the Company is of the view that it is not unreasonable to accommodate a further slight discount to the Adjusted Conversion Price as compared with the net Placing price;

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## LETTER FROM THE BOARD

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- (iii) the Adjusted Conversion Price represents discounts of only 17.9%, 17.9%, 15.7%, 13.3%, 14.1% and 17.9% to the average closing prices of the Shares for the 10, 20, 30, 40, 50 and 60 trading days up to and including 9 April 2015 (the day before the entering into of the Deeds of Amendments) of HK\$0.223, HK\$0.223, HK\$0.217, HK\$0.211, HK\$0.213 and HK\$0.223, respectively. It was only because the Share price unexpectedly surged to HK\$0.24 per Share on 10 April 2015 (the date of the Deeds of Amendment) that the Adjusted Conversion Price represented a discount of 23.8% to the closing price on that day;
- (iv) although the placing of Convertible Bonds was only recently completed in less than 6 months, the closing prices of the Shares had at all times been below the Initial Conversion Price of HK\$0.32 per Conversion Share since completion of the placing of the Convertible Bonds, the Company therefore anticipated that the chance of the CB Holders to exercise the Conversion Rights would be remote. In order to relieve its obligation to repay the outstanding principal amount of the Convertible Bonds and the accrued interest, the Company is of the view that adjusting the Initial Conversion Price to a level which is in line with the net Placing price is reasonable; and
- (v) pursuant to the adjustment events provided in the terms of the Convertible Bonds, the only adjustment event that had occurred since the issue of the Convertible Bonds is the Placing. If adjustment was made pursuant to the terms of the Convertible Bonds, the adjusted conversion price would be HK\$0.3107 per Conversion Share, which is still higher than the prices of the Shares prior to the date of the Deeds of Amendment, making it unlikely for the CB Holders to exercise their Conversion Rights.

Having considered the above, the Directors are of the view that the terms of the Deeds of Amendment (including the Adjusted Conversion Price and the conversion of the Convertible Bonds into the Conversion Shares (including the Additional Conversion Shares)) are of normal commercial terms and the entering into of the Deeds of Amendment is fair and reasonable and is in the interest of the Company and the Shareholders as a whole.

### EGM

The EGM will be convened at which resolution(s) will be proposed to seek the approval of the Shareholders, among other things, amendment to the conversion price from the Initial Conversion Price to the Adjusted Conversion Price per Conversion Share under the terms and conditions of the Convertible Bonds pursuant to the Deeds of Amendment and the Specific Mandate by way of a poll. Shareholders and their associates with a material interest in the Deeds of Amendment and the transactions contemplated thereunder shall abstain from voting on the resolution(s) approving amendment to the conversion price from the Initial Conversion Price to the Adjusted Conversion Price per Conversion Share under the terms and conditions of the Convertible Bonds pursuant to the Deeds of Amendment and the Specific Mandate. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, the CB Holders and

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## LETTER FROM THE BOARD

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its ultimate beneficial owner are Independent Third Parties, and do not hold any Shares, accordingly, no Shareholders are required to abstain from voting at the EGM to approve the relevant resolution(s) regarding amendment to the conversion price per Conversion Share from the Initial Conversion Price to the Adjusted Conversion Price under the terms and conditions of the Convertible Bonds pursuant to the Deeds of Amendment and the Specific Mandate.

A notice convening the EGM to be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong, on Wednesday, 20 May 2015 at 9:30 a.m. is set out on pages 11 to 12 of this circular. A proxy form for the EGM is enclosed. Whether or not you intend to attend the EGM, 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 36/F., 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 holding of the EGM or any adjournments thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournments thereof should you so wish. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed revoked.

### RECOMMENDATION

Having considered the above, the Board consider that the terms of the Deeds of Amendment are fair and reasonable and the amendment to the conversion price per Conversion Shares from the Initial Conversion Price to the Adjusted Conversion Price as well as the issue of the Conversion Shares (including the Additional Conversion Shares) under the terms and conditions of the Convertible Bonds pursuant to the Deeds of Amendment are in the interests of the Company and the Shareholders as a whole, and recommend the shareholders of the Company to vote in favour of the resolution to be proposed at the EGM to approve the Deeds of Amendment and the transactions contemplated thereunder and the Specific Mandate.

### RESPONSIBILITY STATEMENT

This document, 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 issuer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document 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 document misleading.

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

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## NOTICE OF EGM

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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 Wednesday, 20 May 2015 at 9:30 a.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 amendment of the initial conversion price of HK\$0.32 per Conversion Share (as defined below) to HK\$0.183 per Conversion Share under the convertible bonds with the aggregate principal amount of HK\$86,688,720 issued by the Company (the “**Convertible Bonds**”) and held by (i) Hydra Capital SPC for and on behalf of SP#2; (ii) Hydra Capital SPC for and on behalf of SP#3; and (iii) DRL Capital (the “**CB Holders**”) as bondholders, in accordance with the deeds of amendment dated 10 April 2015 entered into between the Company and the respective CB Holders (the “**Deeds of Amendment**”), and that the transactions contemplated under the Deeds of Amendment be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of new shares of the Company upon the exercise of the conversion rights attaching to the Convertible Bonds (the “**Conversion Shares**”) in accordance with the terms and conditions of the Convertible Bonds as varied and modified by the Deeds of Amendment be and are hereby approved; and the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to allot and issue the Conversion Shares; and

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## NOTICE OF EGM

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- (c) 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 Deeds of Amendment, and the allotment and issue of the Conversion Shares upon exercise of the conversion rights attaching to the 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, 5 May 2015

*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.