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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

- (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.

*As at the date of this announcement, the board comprises three executive directors, namely Mr. Chan Ka Chung, Mr. Cheung Wai Kwan and Mr. Wang Jianguo; and four independent non-executive directors, namely, Mr. Chan Yee Ping, Michael, Ms. Hu Xuezheng, Mr. Lam Chun Ho and Ms. Wu Yan.*