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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)

RESULTS OF EXTRAORDINARY GENERAL MEETING

The Company is pleased to announce that at the EGM held on 20 May 2015, the ordinary resolution approving (i) the amendment to the conversion price of the Convertible Bonds 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 (ii) the allotment and issue of the Conversion Shares (including the Additional Conversion Shares) under the Specific Mandate, was duly passed by the Shareholders by way of poll.

The Company is pleased to announce that following the approval of the above-mentioned ordinary resolution, the relevant Approvals have been obtained and it is expected that the allotment and issue of the Conversion Shares (including the Additional Conversion Shares) will take place on or about 22 May 2015.

Reference is made to the circular (the “**Circular**”) and notice of the EGM (the “**EGM Notice**”) both dated 5 May 2015 in relation to (i) the amendment to the conversion price of the Convertible Bonds 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 (ii) the allotment and issue of the Conversion Shares (including the Additional Conversion Shares) under the Specific Mandate. Unless otherwise stated herein, capitalised terms used in this announcement shall have the same meanings as defined in the Circular and the EGM Notice.

RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The Company is pleased to announce that at the extraordinary general meeting (the “EGM”) of the Company held on 20 May 2015, the ordinary resolution (the “Resolution”) approving (i) the amendment to the conversion price of the Convertible Bonds 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 (ii) the allotment and issue of the Conversion Shares (including the Additional Conversion Shares) under the Specific Mandate, was duly passed by the Shareholders by way of poll.

The Company’s share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

As at the date of EGM, the total number of issued Shares was 1,340,560,126 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the relevant resolution at the EGM. To the best of the Directors’ knowledge, belief and information having made reasonable enquiries, no Shareholders had a material interest in the proposed Resolution and therefore no Shareholders were required to abstain from voting at the EGM. Accordingly, the total number of Shares entitling the holders thereof to attend and vote for or against the Resolution were 1,340,560,126 Shares (representing 100% of the issued Shares as at the date of the EGM). There were no Shares entitling the holder thereof to attend and vote only against the resolutions at the EGM.

The voting results in respect of the Resolution are as follows:

Ordinary Resolution	Number of votes (% to the number of Shares voted at the EGM)	
	For	Against
To approve, confirm and ratify the amendment to the initial conversion price of HK\$0.32 per Conversion Share to HK\$0.183 per Conversion Share under the Convertible Bonds, and the transactions contemplated under the Deeds of Amendment; to approve the allotment and issue of the Conversion Shares in accordance with the terms and conditions of the Convertible Bonds as varied and modified by the Deeds of Amendment; to grant the Directors a specific mandate to allot and issue the Conversion Shares; and to authorise the Directors to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the above*	294,658,286 (99.99997%)	100 (0.00003%)

* The description of the above resolution is by way of summary only. The full text appears in the EGM Notice.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as ordinary resolution.

ISSUE OF CONVERSION SHARES UNDER THE SPECIFIC MANDATE

Following the approval of the Resolution as mentioned above, the relevant Approvals have been obtained and it is expected that the allotment and issue of the Conversion Shares (including the Additional Conversion Shares) will take place on or about 22 May 2015.

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

Hong Kong, 20 May 2015

As at the date of this announcement, the board of Directors 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, Mr. Lam Chun Ho, Ms. Hu Xuezhen and Ms. Wu Yan.