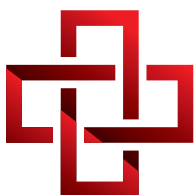


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China Renji Medical Group Ltd
中國仁濟醫療集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE AND ADJUSTMENT TO CONVERTIBLE SECURITIES

The Company is pleased to announce that the conditions precedent to the Placing have been fulfilled and completion of the Placing took place on 15 June 2015 and a total of 362,853,795 Placing Shares have been successfully placed to not less than six Placees at the Placing Price.

Reference is made to (i) the announcement of the Company dated 1 June 2015 relating to the Placing and (ii) the announcement of the Company dated 10 April 2015 and the circular of the Company dated 5 May 2015 relating to, among other things, the amendment on the conversion price of the Convertible Bonds. Unless otherwise stated herein, capitalised terms used in this announcement shall have the same meaning as defined in the above-mentioned announcements and circular.

COMPLETION OF THE PLACING

The Board is pleased to announce that the conditions precedents to the Placing have been fulfilled and the completion of the Placing took place on 15 June 2015. A total of 362,853,795 Placing Shares have been placed by the Placing Agent at the Placing Price to not less than six Placees, who to the Placing Agent's best knowledge and belief, having made all reasonable enquiries, are Independent Third Parties. In addition, the Placing Agent has also confirmed that none of the Placees has become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of the Placing. The 362,853,795 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, professional fees and other related expenses, amounted to approximately HK\$117.5 million, which is intended to be applied for financing the Group's investment opportunities, general working capital and reduction of debts as well as investment and asset management business of the Group.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

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

	Immediately prior to the completion of the Placing		Immediately after the completion of the Placing	
	<i>Number of Shares</i>	<i>Approximately</i>	<i>Number of Shares</i>	<i>Approximately</i>
Shareholders				
Director	101,250,000	5.58%	101,250,000	4.65%
Hydra Capital SPC for and on behalf of SP#2	236,854,426	13.06%	236,854,426	10.88%
Hydra Capital SPC for and on behalf of SP#3	191,280,655	10.54%	191,280,655	8.79%
DRL Capital	<u>45,573,770</u>	<u>2.51%</u>	<u>45,573,770</u>	<u>2.09%</u>
	574,958,851	31.69%	574,958,851	26.41%
The Placee(s)	—	—	362,853,795	16.67%
Other shareholders of the Company	<u>1,239,310,126</u>	<u>68.31%</u>	<u>1,239,310,126</u>	<u>56.92%</u>
	<u>1,814,268,977</u>	<u>100.00%</u>	<u>2,177,122,772</u>	<u>100.00%</u>

ADJUSTMENT TO CONVERTIBLE SECURITIES OF THE COMPANY

As at the date hereof, there are (i) 83,903,045 unlisted warrants of the Company (the “**Warrants**”) entitling the holders thereof to subscribe for up to 83,903,045 new Shares; and (ii) outstanding convertible notes (the “**Convertible Notes**”) in the aggregate principal amount of HK\$2 million entitling the holders thereof to convert into a maximum of 3,120,612 new Shares.

As a result of the issue of the Conversion Shares at the Adjusted Conversion Price pursuant to the Deeds of Amendment and the Placing, adjustments shall be made such that (i) the subscription price of the outstanding Warrants will be adjusted from HK\$0.8045 to HK\$0.5928 and the number of new Shares that can be subscribed for by the outstanding Warrants will be adjusted from 83,903,045 Shares to 113,866,396 Shares; and (ii) the conversion price of the outstanding Convertible Notes will be adjusted from HK\$0.6409 to HK\$0.4653 and the number of Shares that can be converted into by the Convertible Notes will be adjusted from 3,120,612 Shares to 4,298,302 Shares.

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

Hong Kong, 15 June 2015

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 Xuezhen, Mr. Lam Chun Ho and Ms. Wu Yan.