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CHINA RENJI
Medical Group Ltd.

中國仁濟醫療集團有限公司

CHINA RENJI MEDICAL GROUP LIMITED

中國仁濟醫療集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 648)

2010 INTERIM RESULTS

The board of directors (the “**Board**” or “**Directors**”) of China Renji Medical Group Limited (the “**Company**”) is pleased to present the unaudited consolidated interim results of the Company and its subsidiaries (the “**Group**”) for the six months ended 30 June 2010, which have been reviewed by the audit committee of the Company, as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 June 2010

		For the six months ended 30 June	
	NOTES	2010 HK\$'000 (Unaudited)	2009 HK\$'000 (Unaudited)
Turnover	3	91,141	94,540
Cost of services		<u>(43,161)</u>	<u>(27,247)</u>
Gross profit		47,980	67,293
Other income and gains and losses		110	5,540
Administrative expenses		(25,056)	(27,472)
Impairment losses on other intangible assets	8	—	(6,625)
Impairment losses arising from adjustment to fair value less costs to sell	11	(6,470)	—
Gain on disposal of subsidiaries		—	5,278
Finance costs		<u>(1,936)</u>	<u>(1,919)</u>
Profit before taxation		14,628	42,095
Income tax	4	<u>(3,837)</u>	<u>556</u>
Profit for the period attributable to owners of the Company	5	<u><u>10,791</u></u>	<u><u>42,651</u></u>
Earnings per share attributable to owners of the Company, in HK cents	7		
Basic		<u><u>0.0797</u></u>	<u><u>0.3678</u></u>
Diluted		<u><u>0.0797</u></u>	<u><u>0.3678</u></u>

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2010

	For the six months ended	
	30 June	
	2010	2009
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
Profit for the period	10,791	42,651
Other comprehensive income	<u>—</u>	<u>—</u>
Total comprehensive income for the period attributable to owners of the Company	<u>10,791</u>	<u>42,651</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2010

		30 June 2010 HK\$'000 (Unaudited)	31 December 2009 HK\$'000 (Audited)
	NOTES		
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	8	517,078	516,131
Land use right	8	3,772	3,812
Goodwill		84,976	87,246
Other intangible assets	8	426,756	442,578
Promissory note receivable	9	409	395
Deposits paid for acquisition of property, plant and equipment		<u>16,636</u>	<u>49,910</u>
		<u>1,049,627</u>	<u>1,100,072</u>
Current assets			
Land use right	8	80	80
Promissory note receivable	9	—	—
Trade receivables	10	94,372	47,764
Other receivables, prepayments and deposits		3,696	3,588
Bank balances and cash		<u>57,362</u>	<u>91,766</u>
		155,510	143,198
Assets classified as held for sale	11	<u>22,159</u>	<u>—</u>
		<u>177,669</u>	<u>143,198</u>
Current liabilities			
Other payables and accruals		19,794	48,244
Income tax liabilities		1,820	632
Borrowings		<u>13,636</u>	<u>13,636</u>
		<u>35,250</u>	<u>62,512</u>
Net current assets		<u>142,419</u>	<u>80,686</u>
Total assets less current liabilities		<u>1,192,046</u>	<u>1,180,758</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

At 30 June 2010

	30 June 2010 HK\$'000 (Unaudited)	31 December 2009 HK\$'000 (Audited)
Non-current liabilities		
Borrowings	104,062	103,983
Guaranteed convertible notes	985	980
Deferred tax liabilities	<u>62,792</u>	<u>64,545</u>
	<u>167,839</u>	<u>169,508</u>
Net assets	<u><u>1,024,207</u></u>	<u><u>1,011,250</u></u>
CAPITAL AND RESERVES		
Share capital	1,354,511	1,354,511
Reserves	<u>(330,304)</u>	<u>(343,261)</u>
Total equity	<u><u>1,024,207</u></u>	<u><u>1,011,250</u></u>

Notes:

1. BASIS OF PREPARATION

These unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2010 have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

2. PRINCIPAL ACCOUNTING POLICIES

These unaudited condensed consolidated financial statements have been prepared under the historical cost convention.

These unaudited condensed consolidated financial statements should be read in conjunction with the annual financial statements of the Group for the year ended 31 December 2009. The accounting policies and methods of computation used in the preparation of these condensed consolidated financial statements are consistent with those followed in the preparation of the annual financial statements of the Group for the year ended 31 December 2009.

In the current interim period, the Group has adopted all of the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”), which in collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the HKICPA that are relevant to its operations and effective for the current accounting period of the Group.

The adoption of these new and revised HKFRSs had no material effect on the reported results or financial position of the Group for both the current and prior reporting periods.

The Group has not early applied any of the new standards or interpretations that have been issued but are not yet effective. The Group is in the process of making an assessment of what the impact of these new or revised standards or interpretations is expected to be in the period of their initial application.

3. TURNOVER AND SEGMENT INFORMATION

During the six months ended 30 June 2010 and 2009, the Group is only engaged in medical network business which included leasing and operation of medical equipment and provision of services on operation of medical equipment in the People's Republic of China (the "PRC") and most of the assets of the Group are located in the PRC as at 30 June 2010 and 31 December 2009.

4. INCOME TAX

	For the six months ended 30 June	
	2010	2009
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Current tax — PRC	5,590	3,067
Deferred tax — PRC	<u>(1,753)</u>	<u>(3,623)</u>
Income tax	<u>3,837</u>	<u>(556)</u>

No Hong Kong profits tax has been provided as the Group did not have assessable profits arising in Hong Kong for both periods. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

The applicable PRC enterprises income tax rate is 25% for both periods. Pursuant to the relevant laws and regulations in the PRC, one major subsidiary of the Company is exempted from the PRC enterprises income tax for the years 2008 and 2009, followed by a 50% reduction in the following three years commencing from 2010.

5. PROFIT FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY

Profit for the period attributable to owners of the Company has been arrived at after charging/(crediting):

	For the six months ended 30 June	
	2010	2009
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Depreciation of property, plant and equipment	17,173	13,284
Depreciation of jointly-controlled assets	5,946	3,775
Amortisation of land use right	40	40
Amortisation of other intangible assets included in cost of services	15,822	6,248
Loss on swap of assets	—	3,190
Interest on:		
Bank loan wholly repayable within five years	824	—
Loans from a former intermediate holding company and a former fellow subsidiary wholly repayable within five years	1,081	1,248
Guaranteed convertible notes	31	117
Promissory note payable	—	554
Employee benefit expenses, including directors' emoluments:		
Salaries and other benefits	9,668	9,888
Share-based payment expense	1,146	3,547
Net exchange losses/(gains)	4,870	(5,833)
Promissory notes interest income	(14)	(2,365)
Government subsidy	—	(387)

6. DIVIDEND

The board of directors did not recommend the payment of any dividend for the six months ended 30 June 2010 and 2009.

7. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic earnings per share is based on the profit for the period attributable to owners of the Company, and the weighted average number of ordinary shares in issue during the period.

The calculation of diluted earnings per share is based on the profit for the period attributable to owners of the Company, adjusted to reflect the interest on the guaranteed convertible note, where applicable (see below). The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

The calculation of basic and diluted earnings per share attributable to owners of the Company is based on the following data:

Earnings

	For the six months ended 30 June	
	2010	2009
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Profit for the purpose of basic earnings per share	10,791	42,651
Interest on guaranteed convertible notes	<u>*-</u>	<u>*30</u>
Profit for the purpose of diluted earnings per share	<u>10,791</u>	<u>42,681</u>

Number of shares

	For the six months ended 30 June	
	2010	2009
	'000	'000
	(Unaudited)	(Unaudited)
Weighted average number of ordinary shares for the purpose of basic earnings per share	13,545,113	11,595,113
Effect of dilutive potential ordinary shares:		
— Guaranteed convertible notes	<u>*-</u>	<u>*9,091</u>
Weighted average number of ordinary shares for the purpose of diluted earnings per share	<u>13,545,113</u>	<u>11,604,204</u>

- * Certain guaranteed convertible notes have an anti-dilutive effect on the basic earnings per share of the Group for the six months ended 30 June 2010 and 2009. Accordingly, the effect of such guaranteed convertible notes was not included in the calculation of diluted earnings per share for the six months ended 30 June 2010 and 2009.

8. PROPERTY, PLANT AND EQUIPMENT, LAND USE RIGHT AND OTHER INTANGIBLE ASSETS

The total cost of additions to the property, plant and equipment of the Group during the six months ended 30 June 2010 was HK\$48,039,000 (six months ended 30 June 2009: HK\$82,579,000). The aggregated net carrying amount of property, plant and equipment disposal of during the six months ended 30 June 2010 was HK\$Nil (six months ended 30 June 2009: HK\$20,216,000). As at 30 June 2010, an aggregated net carrying amount of property, plant and equipment of HK\$23,973,000 was transferred to assets classified as held for sale (Note 11).

There was no addition to the other intangible assets of the Group during the six months ended 30 June 2010 and 2009. The aggregated net carrying amount of other intangible assets disposed of during the six months ended 30 June 2010 was HK\$Nil (six months ended 30 June 2009: HK\$37,187,000). An impairment of other intangible assets of HK\$Nil was recognised in profit or loss during the six months ended 30 June 2010 (six months ended 30 June 2009: HK\$6,625,000).

There was no addition to the land use right of the Group during the six months ended 30 June 2010 and 2009.

9. PROMISSORY NOTES RECEIVABLES

In 2008, the Group disposed of its interests in jointly-controlled entities at an aggregate consideration of HK\$81,384,000 which was satisfied by promissory notes of HK\$81,000,000 and HK\$384,000 to the Company with 1.5% and 5% coupon interest per annum and maturity periods of 2 and 5 years, i.e. payable on 8 April 2010 and 31 January 2013, respectively.

Clear Smart Enterprises Limited, the issuer of the promissory note with principal amount of HK\$81,000,000 and 1.5% coupon interest per annum which was due on 8 April 2010, had defaulted on the payment upon maturity, details of which are set out in the announcements of the Company dated 21 April 2010 and 27 April 2010. A full provision for impairment loss of HK\$81,449,000 had been charged to the consolidated income statement for the year ended 31 December 2009.

The carrying amount of the promissory note receivable as at 30 June 2010 represented the fair value of the promissory note with principal amount of HK\$384,000 and 5% coupon interest rate per annum at the time of initial recognition of HK\$344,000 and the net interest receivable of the Company of HK\$65,000 as at 30 June 2010 (at 31 December 2009: HK\$51,000). The effective interest rate of the promissory note receivable is 6.68% per annum.

10. TRADE RECEIVABLES

The Group generally allows an average credit period of 90 days (2009: 90 days) to its trade customers. The following is an ageing analysis of trade receivables by due date as at the end of reporting period which are neither individually nor collectively considered to be impaired:

	30 June 2010 HK\$'000 (Unaudited)	31 December 2009 HK\$'000 (Audited)
Neither past due nor impaired	46,534	38,745
1 to 3 months past due	34,016	8,615
4 to 6 months past due	13,822	229
7 to 12 months past due	—	175
	<u>94,372</u>	<u>47,764</u>

As at 30 June 2010, an amount of HK\$2,386,000 of trade receivables was transferred to assets classified as held for sale (Note 11).

11. ASSETS CLASSIFIED AS HELD FOR SALE

During the interim period, the management has initiated a plan to dispose of a medical equipment and the related trade receivables to the vendor after the Group's purchase in 2008. The carrying amounts of the medical equipment, trade receivables and other attributable assets (collectively referred as to the "Disposal Assets") have been classified as held for sale in the condensed consolidated statement of financial position and written down to fair value less costs to sell as at 30 June 2010. The board of directors anticipated that the disposal will complete within one year after the end of the reporting period.

	<i>Notes</i>	<i>HK\$'000</i> (Unaudited)
Goodwill		2,270
Property, plant and equipment	8	23,973
Trade receivables	10	2,386
Impairment loss arising from adjustment to fair value less costs to sell		<u>(6,470)</u>
Assets classified as held for sale as at 30 June 2010		<u><u>22,159</u></u>

The Disposal Assets did not contribute any cash flow to the Group during the current interim period. The above operation does not constitute a discontinued operation as it does not represent a major line of business or geographical area of operation.

MANAGEMENT COMMENTARY

INTERIM RESULTS REVIEW

During the reporting period, the Group continued to be principally engaged in medical network business specialising in the diagnosis and treatment of tumours and/or cancer related diseases, by applying advanced radiotherapy technology, in the PRC.

Turnover

For the six months ended 30 June 2010, the Group recorded a turnover of approximately HK\$91,141,000 (30 June 2009: HK\$94,540,000), representing a decrease of approximately 3.60% from the corresponding period last year. The turnover for the period was derived from the medical business operated by the Group. The decline in turnover was primarily due to the decrease in average turnover per treatment as a result of price adjustments exercised by certain local government authorities and increasing competitive operating environment.

Gross profit

For the six months ended 30 June 2010, the Group recorded a gross profit of approximately HK\$47,980,000 (30 June 2009: HK\$67,293,000) and a gross profit ratio of approximately 52.64% (30 June 2009: 71.18%) from its medical network business, which included an amortisation charge of other intangible assets of approximately HK\$15,822,000 (30 June 2009: HK\$6,248,000). When excluding the said amortisation charge, the gross profit and gross profit ratio of the Group's medical network business for the reporting period would have been approximately HK\$63,802,000 (30 June 2009: HK\$73,541,000) and 70.00% (30 June 2009: 77.79%). The decrease in gross profit was primarily attributable to the decrease in turnover and the decline in gross margin due to the increase in equipment depreciation and amortisation resulting from the Group's continued investment in new medical centres.

Profit for the period attributable to owners of the Company

The profit for the period attributable to owners of the Company for the six months ended 30 June 2010 was approximately HK\$10,791,000 (30 June 2009: HK\$42,651,000). The decline in profit for the interim period was primarily due to the decrease in contribution from the Group's medical network business as well as the exchange losses resulting from the appreciation of Japanese Yen during the period.

Basic earnings per share for the reporting period was approximately HK0.0797 cents (30 June 2009: HK0.3678 cents).

BUSINESS REVIEW

The Group is principally engaged in the provision of medical equipment and consultancy services for the operation of medical center network specializing in the diagnosis and treatment of tumours/cancer in China. During the reporting period, the Group has been focusing on rationalisation of internal management system, integration of newly acquired medical assets and consolidation of its existing medical network. During the reporting period and up to the date of this announcement, there were changes to the Group's medical network as described below.

In July 2010, the Group's gamma knife center in the People's Liberation Army No. 5 Hospital ("**PLA 5 Hospital**") located in Yinchuan City, which has been equipped with a body gamma knife and a head gamma knife, commenced trial operation. The said medical assets were acquired by the Group in previous year at a consideration of RMB23,400,000 (equivalent to approximately HK\$26,591,000). PLA 5 Hospital, located in Yinchuan City in Ningxia Hui Autonomous Region, is a "Class 3A" comprehensive hospital. Yinchuan City, the capital city of Ningxia Hui Autonomous Region and one of the principal cities in the western region of China, has a population of about 2 million and will provide significant potential sources of patients for PLA 5 Hospital. Through the gamma knife center in PLA 5 Hospital, the Group is able to expand its medical network into the western region of China. The gamma knife center at PLA 5 Hospital is expected to commencing contribution to the Group in the second half of 2010.

In July 2010, the Group entered into an acquisition agreement pursuant to which it agreed to acquire the entire interest in a whole body gamma knife for use in the People's Liberation Army No. 94 Hospital ("**PLA 94 Hospital**") located in Nanchang City in Jiangxi Province. The consideration for the acquisition amounted to RMB13,000,000 (equivalent to approximately HK\$14,773,000) and was settled in cash. The Group is entitled to profit guarantees of not less than RMB2,600,000 for each of the three years since the date of completion. PLA 94 Hospital, located in Nanchang City in Jiangxi Province, is a "Class 3A" comprehensive hospital. Nanchang City is the political, economical and cultural center of Jiangxi Province. It has a population of about 4 million and will provide significant potential sources of patients for PLA 94 Hospital. Through the gamma knife center in PLA 94 Hospital, the Group is able to further strengthen its medical network in the central region of China. The acquisition was completed in August 2010. The gamma knife center at PLA 94 Hospital is expected to commencing contribution to the Group in the second half of 2010.

In addition, as Shijiazhuang Hua Guang Tumour Hospital is reforming into a comprehensive hospital and will not be engaged in tumours/cancer diagnosis and treatment and related business, the Group's medical equipments for use in Shijiazhuang Hua Guang Tumour Hospital Holy Digital Radiation Therapy Center has ceased operation. In July 2010, the Group entered into a termination agreement with the original vendor of the said medical assets pursuant to which it agreed to return the said medical assets to the original vendor at a consideration of RMB19,890,000 (equivalent to approximately HK\$22,602,000). As a result of this transaction, the Group will incur a loss of approximately HK\$6,470,000, which has been charged to the interim condensed consolidated income statement for the six months ended 30 June 2010. Upon the

completion of transaction, the Group will still maintain in Shijiazhuang City the Hebei General Hospital Gamma Knife Treatment and Research Center. The Group will continue to scout for suitable medical asset project in order to strengthen its medical center network in the northern region of China.

As at the date of this announcement, there are 15 centers in the Group's medical network, covering the central, eastern, southern, northern, northeastern, northwestern and western regions of China.

As disclosed in the Company's 2009 annual report, Clear Smart Enterprises Limited had defaulted on its HK\$81,000,000 non-convertible bond (the "**Bond**") due 2010 to the Company. For the sake of prudence, the Group had recognised an impairment loss of the entire amount of the Bond in the consolidated income statement for the year ended 31 December 2009. The Group will continue to actively seeking legal advice as to the appropriate actions to be taken in order to safeguard the interest of the Group.

PROSPECTS

The PRC healthcare reform pronounced in last year has laid down clear direction and guidance for the medical sector in China. During the reporting period, industry regulators keep on delivering encouraging signals to the market. On 7 May 2010, the Chinese State Council issued a new statement reiterating its intention to enhance the scope and quality of healthcare services by attracting more private investments. This further reinforces the market conditions for the continuous growth of the Group's business in the long run. Although, in the short run, the Group will continue to suffer from the pressure of increasing competition during the initial phrase of health care reform, the Group will face the challenge actively: improving the internal management system, accelerating the integration of newly acquired medical assets, and developing its medical center network and implementing its expansion strategy into the Chinese specialized hospital service market at a calculated manner. Given the favourable market environment supported by medical reform policies and the ever increasing demand for excellent tumours/cancer diagnosis and treatment, the Group believes that its medical center network business will ultimately reap significant rewards for its shareholders.

FINANCIAL REVIEW

Liquidity and financial resources

For the six months ended 30 June 2010, the net cash used in operating activities amounted to approximately HK\$16,683,000 (30 June 2009: cash inflow of HK\$103,721,000). The cash outflow in operating activities mainly resulted from the settlement of the acquisition of other intangible assets and increase in trade receivables.

The net cash used in investing activities amounted to approximately HK\$13,169,000 (30 June 2009: HK\$129,133,000) and the net cash used in financing activities amounted to approximately HK\$4,552,000 (30 June 2009: HK\$13,000,000) during the six months ended

30 June 2010. The cash outflow in investing and financing activities mainly resulted from capital expenditure for acquisition of medical equipment in PRC and the repayment of bank loan.

As a result of the cumulative effect described above, the Group recorded for the period ended 30 June 2010, a net cash outflow of approximately of HK\$34,404,000 (30 June 2009: HK\$38,412,000).

As at 30 June 2010, the Group maintained bank balances and cash amounted to approximately HK\$57,362,000 (31 December 2009: HK\$91,766,000).

As at 30 June 2010, the Group's total borrowings amounted to approximately HK\$118,683,000 (31 December 2009: HK\$118,599,000) which included borrowings of HK\$117,698,000 (31 December 2009: HK\$117,619,000), guaranteed convertible notes of approximately HK\$985,000 (31 December 2009: HK\$980,000). The borrowings of HK\$13,636,000 were repayable within one year (31 December 2009: HK\$13,636,000) and HK\$105,047,000 were repayable over one year (31 December 2009: HK\$104,963,000).

The borrowings are denominated in Hong Kong dollars, Japanese Yen and Renminbi. The Board expects that all such borrowings with either be repaid by internally generated funds or rolled over upon maturity and will continued to provide funding to the Group's operations.

As at 30 June 2010, the Group's net asset value was approximately HK\$1,024,207,000 (31 December 2009: HK\$1,011,250,000) with a liquidity ratio (calculated on the basis of the Group's current assets to current liabilities) strengthen to 5.04 times as at 30 June 2010 compared to 2.29 times as at 31 December 2009. The Group's gearing ratio (calculated on the basis of the Group's total borrowings and guaranteed convertible notes to the equity attributable to the owners of the Company) was 11.59% (31 December 2009: 11.73%). The slightly decrease in gearing ratio was mainly due to partial repayment of a bank loan and profit incurred during the period.

The Group continued to maintain low gearing level together with the high level of liquidity and available funds, the Group is able to meet its expected future working capital requirements and to take advantage of growth opportunities for the business.

Exposure to fluctuation in exchange rates

The Group's cash flow from operation is mainly denominated in Renminbi and Hong Kong dollars; whilst the assets are mostly denominated in Renminbi and Hong Kong dollars, and liabilities held are mainly denominated in Japanese Yen. Therefore, the impact of continued Renminbi appreciation may lower the costs for the repayment of foreign debts. The Group currently does not have a foreign hedging policy. However, management does and will continue to monitor the foreign exchange exposure closely and will consider hedging if there is significant foreign currency exposure.

Charge on group assets

As at 30 June 2010, certain of the Group's medical equipment with aggregate carrying amount of HK\$81,976,000 were pledged to secure general banking facilities granted to the Group (31 December 2009: HK\$78,196,000).

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2010, the total number of employees of the Group was 65. The employees are offered discretionary bonuses based on merit and performance. The Group also encourages and subsidises employees to enroll in external training courses and seminars organized by professional bodies. Employees of the Group are eligible to be granted share options under the Company's share option scheme at the discretion of the Board. The Group also provides other benefits to the employees including retirement benefits and medical scheme.

PURCHASE, SALE OR REDEMPTION OF SHARES

During the six months ended 30 June 2010, neither the Company nor any of its subsidiaries purchased, sold or redeemed any shares of the Company.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving and maintaining a high standard of corporate governance. During the six months ended 30 June 2010, the Company has complied with all the code provisions of the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 to the Listing Rules except for the following deviation:

Code provision A.4.1

Under code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term and subject to re-election.

None of the existing Non-executive Directors of the Company are appointed for a specific term. This constitutes a deviation from the code provision. However, all the Non-executive Directors of the Company are subject to retirement by rotation at the annual general meetings pursuant to the articles of association of the Company. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal controls and financial reporting matters including a review of the unaudited interim condensed financial statements of the Group for the six months ended 30 June 2010.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Companies (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors.

Having made specific enquiry of all Directors, each of them has confirmed that they have complied with the required standard as set out in the Model Code for the six months ended 30 June 2010.

INTERIM REPORT

The interim report of the Company for the six months ended 30 June 2010 will be dispatched to shareholders and published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.renjimedical.com) in due course.

By Order of the Board
China Renji Medical Group Limited
Li Juewen
Chairman

Hong Kong, 27 August 2010

As at the date of this announcement, the Board comprises three Executive Directors, namely Mr. Li Juewen, Mr. Guo Bao Ping and Mr. Wang Hai; two Non-executive Directors, namely Professor Wang Yongchang and Mr. Wu Zhenfang; and two Independent Non-executive Directors, namely Mr. Pang Wai Hong and Dr. Li Wing Chiu.