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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 TRANCHE ONE CONVERTIBLE BONDS**

The Board is pleased to announce that the conditions precedent to the placing of the Tranche One Convertible Bonds have been fulfilled and completion of the placing of the Tranche One Convertible Bonds took place on 31 October 2014. All of the Tranche One Convertible Bonds (which are convertible into 135,451,125 Tranche One Conversion Shares) in the principal amount of HK\$43,344,360 have been successfully placed by the Placing Agent.

Reference is made to the announcement (the “Announcement”) of the Company dated 9 October 2014 relating to, among other things, the issue of the Convertible Bonds. Capitalised terms used herein shall have the same meaning as those defined in the Announcement unless the context otherwise requires.

### **COMPLETION OF THE PLACING OF TRANCHE ONE CONVERTIBLE BONDS**

The Board is pleased to announce that the conditions precedents to the placing of the Tranche One Convertible Bonds have been fulfilled and the Placing Agent has successfully placed all of the Tranche One Convertible Bonds to Hydra Capital SPC for and on behalf of SP#2. Completion of the placing of the Tranche One Convertible Bonds in the principal amount of HK\$43,344,360 took place on 31 October 2014. Based on the initial Conversion Price of HK\$0.32 per Conversion Share, the Tranche One Convertible Bonds are convertible into 135,451,125 Tranche One Conversion Shares, representing (i) 12.1% of the existing issued share capital of the Company as at the date of this announcement and (ii) 10.8% of issued share capital as enlarged by the issue of the Tranche One Conversion Shares.

The exercise of the conversion right attached to the Tranche One Convertible Bonds will be subject to sufficient unutilised General Mandate being available at the time of conversion. In the event that there is any adjustment to the Conversion Price which will result in the number of the Conversion Shares to be issued exceeds the maximum number of new Shares that can be

issued under the General Mandate, such number of Conversion Shares in excess of the General Mandate will not be issued and any outstanding principal amount of the Tranche One Convertible Bonds will be repaid upon maturity in accordance with the terms and conditions of the Tranche One Convertible Bonds.

Hydra Capital SPC for and on behalf of SP#2 is a segregated portfolio designated by Hydra Capital SPC. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Hydra Capital SPC (i) is a segregated investment portfolio company incorporated in Cayman Islands and is principally engaged in investment activities; and (ii) its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

The net proceeds from the placing of the Tranche One Convertible Bonds amounted to approximately HK\$41.9 million.

### **EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY**

The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the allotment and issue of the Tranche One Conversion Shares (assuming all the conversion rights attaching to the Tranche One Convertible Bonds have been exercised in full at the initial Conversion Price of HK\$0.32 per Conversion Share) are set out as follows:

| <b>Shareholders</b>                             | <b>As at the date of this announcement</b> |                      | <b>immediately after the allotment and issue of the Tranche One Conversion Shares at the Conversion Price of HK\$0.32 per Conversion Share</b> |                      |
|---|--|----------------------|--|----------------------|
|   | <i>No. of Shares</i>                       | <i>Approximate %</i> | <i>No. of Shares</i>   | <i>Approximate %</i> |
| The Director                                    | 101,250,000                                | 9.06                 | 101,250,000  | 8.08                 |
| Subscriber of the Tranche One Convertible Bonds | —  | —                    | 135,451,125  | 10.81                |
| Public Shareholders                             | <u>1,015,883,439</u>                       | <u>90.94</u>         | <u>1,015,883,439</u>   | <u>81.11</u>         |
|   | <u>1,117,133,439</u>                       | <u>100.00</u>        | <u>1,252,584,564</u>   | <u>100.00</u>        |

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

Hong Kong, 31 October 2014

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Chan Ka Chung, Dr. Hui Ka Chun, 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.*