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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of China Renji Medical Group Limited (the “Company”) will be held at Function Room, 1st Floor, The Crystal Palace Hotel, No.28 You Yi Road, Hexi District, Tianjin, China on Wednesday, 29 June 2011 at 2:00 p.m. for the following purposes:

1. To receive and adopt the audited Consolidated Financial Statements, the Reports of the Directors and Independent Auditors for the year ended 31 December 2010.

(Resolution 1)
2. To re-elect the following retiring Directors:
 - (a) Sui Xueqing **(Resolution 2a)**
 - (b) Wang Jianjun **(Resolution 2b)**
 - (c) Ding Nan **(Resolution 2c)**
 - (d) Geng Xiaobing **(Resolution 2d)**
 - (e) Wang Yongchang **(Resolution 2e)**
3. To authorise the Board to fix the remuneration of the Directors.

(Resolution 3)
4. To re-appoint HLB Hodgson Impey Cheng as Auditors and to authorise the Board to fix their remuneration.

(Resolution 4)

5. As Special Business, to consider and, if thought fit, pass with or without amendments, the following resolution:

ORDINARY RESOLUTION

“**THAT** there be granted to the Directors of the Company an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options (including warrants) in respect thereof, subject to the following conditions:

- (A) such mandate shall not extend beyond the Relevant Period save that the Directors of the Company may during the Relevant Period make or grant offers, agreements and options (including warrants) which might require the exercise of such powers after the end of the Relevant Period;
- (B) the aggregate nominal amount of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and to be issued by the Directors of the Company otherwise than pursuant to (i) a Rights Issue; (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company, or any securities which are convertible into ordinary shares of the Company; and (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution; and
- (C) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; and
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held (or any extended period as may be approved by the regulatory authorities); and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company made to holders of shares on the register of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in, or in any territory outside, the Hong Kong Special Administrative Region of the People’s Republic of China).”

(Resolution 5)

By Order of the Board
SUI XUEQING
Chairman

30 May 2011

Notes:

- (i) All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (ii) A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (iii) To be valid, a form of proxy (which is enclosed herewith), together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the registered office of the Company at 28/F, Sunshine Plaza, 353 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you wish to do so.
- (iv) With respect to the special business under Resolution 5, approval is being sought from members of the Company for a general mandate to issue shares to be given to the Directors.

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Sui Xueqing and Mr. Wang Jianjun; three non-executive directors, namely Professor Wang Yongchang, Mr. Wu Zhenfang and Ms. Ding Nan; and two independent non-executive directors, namely Mr. Pang Wai Hong and Mr. Geng Xiaobing.