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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Golden Meditech Holdings Limited (the “Company”), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



GOLDEN MEDITECH HOLDINGS LIMITED

金衛醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 801)

PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS;
(2) GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES; AND
(3) AMENDMENT TO THE ARTICLES OF ASSOCIATION AND
NOTICE OF ANNUAL GENERAL MEETING

A letter from the Chairman of the Company is set out on pages 3 to 5 of this circular. A notice convening the annual general meeting (the “AGM”) of the shareholders of the Company (the “Shareholders”) to be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 19 September 2011 at 10:00 a.m. is set out on pages 15 to 19 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the meeting. The completion and return of a form of proxy will not preclude you from attending and voting at the meeting in person.

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) for the purpose of giving information with regard to the Company. The directors of the Company (the “Directors”) collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

8 August 2011

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2005 Scheme”	the share option scheme which was adopted by the Company on 30 March 2005 and terminated upon the transfer of the listing of the Shares from the GEM Board to the Main Board of the Stock Exchange on 16 June 2009
“AGM”	the annual general meeting of the Company, to be convened and held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 19 September 2011 at 10:00 a.m., the notice of which is set out on pages 15 to 19 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning as defined under the Listing Rules
“Board”	the board of Directors
“Company”	Golden Meditech Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the same meaning as defined under the Listing Rules
“controlling shareholder(s)”	has the same meaning as defined under the Listing Rules
“Director(s)”	the director(s) of the Company
“GEM Board”	the Growth Enterprise Market operated by the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the legal currency of Hong Kong

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate to allot, issue, and deal with additional securities of the Company not exceeding 20% of the aggregate nominal value of the Company’s issued share capital as at the date of passing the relevant resolution for the period up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Issue Mandate by ordinary resolution of the Shareholders in general meeting
“Latest Practicable Date”	4 August 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	has the same meaning as defined under the Listing Rules
“PRC”	People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the aggregate nominal value of the Company’s issued share capital as at the date of passing the relevant resolution for the period up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the same meaning as defined under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



GOLDEN MEDITECH HOLDINGS LIMITED

金衛醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 801)

Executive Directors:

Mr. KAM Yuen (*Chairman*)

Ms. JIN Lu

Mr. LU Tian Long

Ms. ZHENG Ting

Independent Non-Executive Directors:

Prof. CAO Gang

Mr. GAO Zong Ze

Prof. GU Qiao

Registered office:

Appleby Corporate Services (Cayman)
Limited

P.O. Box 1350 GT

Clifton House

75 Fort Street, George Town

Grand Cayman, Cayman Islands

British West Indies

*Head office and principal place of
business in the PRC:*

No. 11 Wan Yuan Street

Beijing Economic Technological

Development Area

Beijing, 100176 China

*Principal place of business
in Hong Kong:*

48th Floor

Bank of China Tower

1 Garden Road

Central

Hong Kong

8 August 2011

To the Shareholders

Dear Sirs,

**PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS;
(2) GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES; AND
(3) AMENDMENT TO THE ARTICLES OF ASSOCIATION AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. Resolutions to be proposed at the AGM include (1) the re-election of retiring Directors; (2) the grant of the Issue Mandate to allot, issue and deal with additional Shares and the Repurchase Mandate to repurchase Shares; and (3) the amendment to the Articles.

LETTER FROM THE BOARD

(1) RE-ELECTION OF DIRECTORS

Pursuant to Article 108 of the Articles, Mr. KAM Yuen, Mr. LU Tian Long and Mr. GAO Zong Ze shall retire by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

Particulars on each of the retiring Directors as required to be disclosed pursuant to rule 13.51(2) of the Listing Rules are set out in Appendix I to this circular.

(2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 9 September 2010, the then Shareholders passed resolutions granting general mandates to the Directors to allot, issue, and deal with and repurchase Shares respectively. These general mandates will lapse at the conclusion of the AGM. Resolutions will therefore be proposed at the AGM to renew the grant of these general mandates. The relevant resolutions, in summary, are:

- an ordinary resolution to give the Directors the Issue Mandate, which is a general and unconditional mandate to allot, issue, and deal with additional securities of the Company not exceeding 20% of the aggregate nominal value of the Company's issued share capital as at the date of passing the relevant resolution (being 409,427,165 Shares on the basis that the Shares in issue as at the Latest Practicable Date is 2,047,135,827 Shares) for the period up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Issue Mandate by ordinary resolution of the Shareholders in general meeting;
- an ordinary resolution to give the Directors the Repurchase Mandate, which is a general and unconditional mandate to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the aggregate nominal value of the Company's issued share capital as at the date of passing the relevant resolution (being 204,713,582 Shares on the basis that the Shares in issue as at the Latest Practicable Date is 2,047,135,827 Shares) for the period up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting; and
- conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution to authorise the Directors to exercise the powers to allot, issue, and deal with additional securities under the Issue Mandate by adding those Shares repurchased by the Company pursuant to the Repurchase Mandate.

The explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to Shareholders under the Listing Rules is set out in Appendix II to this circular.

LETTER FROM THE BOARD

(3) AMENDMENT TO THE ARTICLES

The Board proposes to make an amendment to the Articles to add a more specific guideline in relation to dividends in order to enable the Company to share its success with its Shareholders in view of the Company's solid financial position.

It is proposed that the aggregate amount of dividends (including interim dividends) for each fiscal year shall be no more than (20) per cent of the Company's net profit after tax in the current fiscal year and after any reserve has been set aside in accordance with Article 161 ("the Maximum Dividend") unless the Directors have determined that it would be in the best interests of the Company to declare a dividend in excess of the Maximum Dividend after taking into account of all relevant factors including the financial conditions and the net realisable value of the assets of the Company.

The Directors consider that the move is complimentary to the overall development of the Group's strategies and operations in the long run.

The proposed amendment is to be put forward by way of a special resolution to Shareholders for approval at the AGM, and is set out in the resolution numbered 8 in the notice of AGM.

AGM

The full text of the resolutions in relation to the re-election of retiring Directors, granting of the Issue Mandate and the Repurchase Mandate and the amendment to the Articles is set out in the notice convening the AGM on pages 15 to 19 of this circular. Shareholders should note that the English text of the proposed resolutions contained in the notice convening the AGM shall prevail over the Chinese text.

Pursuant to rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the AGM will be voted by way of a poll by the Shareholders.

RECOMMENDATION

The Directors consider that the proposed resolutions regarding the re-election of retiring Directors, the granting of the Issue Mandate and the Repurchase Mandate and the amendment to the Articles are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the proposed resolutions.

GENERAL

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
By Order of the Board
KAM Yuen
Chairman

APPENDIX I PARTICULARS CONCERNING RETIRING DIRECTORS

In relation to the re-election of retiring Directors as referred to in item no. 2 of the notice convening the AGM, Mr. KAM Yuen, Mr. LU Tian Long and Mr. GAO Zong Ze shall retire by rotation in accordance with Article 108 of the Articles. All retiring Directors, being eligible, offer themselves for re-election at the AGM.

The following are the particulars of the above mentioned retiring Directors as required to be disclosed under rule 13.51(2) of the Listing Rules:

Mr. KAM Yuen

Mr. KAM Yuen, aged 49, is the Chairman, Chief Executive Officer and Compliance Officer of the Company, and the founder of the Group. Mr. Kam is also a Director of several subsidiaries of the Company. He is responsible for the Group's overall strategic planning. Mr. Kam graduated from the Beijing Second Foreign Languages Institute, the PRC (北京第二外國語學院), in 1985 and has over 20 years of management experience in international business.

Mr. Kam is currently the chairman of Cordlife Limited, a company listed on the Australian Securities Exchange. Save as disclosed, Mr. Kam did not hold any directorship in other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Kam's interests in the Shares and underlying Shares within the meaning of Part XV of the SFO were as follows:-

Capacity and nature of interest	Number of Shares/ underlying Shares held as at the Latest Practicable Date	Approximate percentage of the Company's issued share capital as at the Latest Practicable Date
Founder of trusts	389,120,000 ⁽¹⁾	19.01%
Beneficial owner	67,006,245 ⁽²⁾	3.27%

Notes:

- (1) Mr. KAM Yuen was deemed under the SFO to have an interest in 389,120,000 Shares beneficially owned by Bio Garden Inc. ("Bio Garden"), a substantial shareholder of the Company, as at the Latest Practicable Date by virtue of his being the founder of certain discretionary trusts which owned the entire issued share capital of Bio Garden.
- (2) These interests represent the beneficial interests in the underlying Shares in respect of share options granted by the Company under the 2005 Scheme. 63,206,245 share options were granted on 30 March 2005 at an exercise price of HK\$1.76 per Share and 3,800,000 share options were granted on 27 April 2009 at an exercise price of HK\$1.15 per Share. The 2005 Scheme was terminated on 16 June 2009 upon the transfer of the listing of the Shares from the GEM Board to the Main Board of the Stock Exchange.

As at the Latest Practicable Date, Mr. Kam was also interested (within the meaning of Part XV of the SFO) in 357,331 ordinary shares of China Cord Blood Corporation ("CCBC"), an associated corporation (as defined under the SFO) of the Company and whose shares are quoted on the New York Stock Exchange in the United States.

APPENDIX I PARTICULARS CONCERNING RETIRING DIRECTORS

Save as disclose above, Mr. Kam does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Kam has entered into a service contract with the Company commencing on 1 April 2005 and continuing thereafter until terminated by either party giving to the other not less than 90 days' notice in writing. Subject to Mr. Kam's service contract, after his re-election at the AGM, Mr. Kam will continue to serve on the Board until he becomes due to retire by rotation again in accordance with the Articles. Mr. Kam is entitled to an annual salary of HK\$1,950,000. A discretionary bonus in the amount of HK\$3,000,000 was also paid to Mr. Kam for the year ended 31 March 2011.

Mr. LU Tian Long

Mr. LU Tian Long, aged 59, has been an Executive Director of the Company since September 2001. He is now the Chairman of the medical devices operation. He has been responsible for the production, operations and overall management of the medical devices operation for years and has extensive experiences in managing high-tech firms. He was granted a PhD. degree in business administration by the Victoria University of Switzerland in 2008. Besides, he published many research reports and thesis on management of high-tech enterprises, including one focusing on "applying knowledge management for strategic development among China's high-tech firms".

As at the Latest Practicable Date, Mr. Lu's interests in the Shares and underlying Shares within the meaning of Part XV of the SFO were as follows:-

Capacity and nature of interest	Number of underlying Shares held as at the Latest Practicable Date	Approximate percentage of the Company's issued share capital as at the Latest Practicable Date
Beneficial owner	6,000,000 ⁽¹⁾	0.29%

Note:

- (1) These interests represent the beneficial interests in the underlying Shares in respect of share options granted by the Company under the 2005 Scheme. 400,000 share options were granted on 4 March 2005 at an exercise price of HK\$1.60 per Share and 5,600,000 share options were granted on 27 April 2009 at an exercise price of HK\$1.15 per Share. The 2005 Scheme was terminated on 16 June 2009 upon the transfer of the listing of the Shares from the GEM Board to the Main Board of the Stock Exchange.

Save as disclosed, Mr. Lu did not hold any directorship in other listed companies in the last three years.

Mr. Lu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, as at the Latest Practicable Date, Mr. Lu did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Lu has entered into a service contract with the Company commencing on 1 April 2005 and continuing thereafter until terminated by either party giving to the other not less than 90 days' notice in writing. Subject to Mr. Lu's service contract, after his re-election at the AGM, Mr. Lu will continue to serve on the Board until he becomes due to retire by rotation again in accordance with the Articles. Pursuant to Mr. Lu's service contract, he is entitled to an annual salary of HK\$650,000. A discretionary bonus in the amount of HK\$500,000 was also paid to Mr. Lu for the year ended 31 March 2011.

Mr. GAO Zong Ze

Mr. GAO Zong Ze, aged 71, is an Independent Non-executive Director, a member of the Audit Committee and the Chairman of the Remuneration Committee of the Company. He joined the Group in September 2001. Mr. Gao is a qualified lawyer in the PRC, and has been a National Committee member of China's Chinese People's Political Consultative Conference (中華人民政治協商會議) and the president of the All China Lawyers' Association, the PRC (中華全國律師協會). Mr. Gao graduated from the Graduate School of the China Academy of Social Sciences, the PRC, (中國社會科學院) in 1981.

Mr. Gao has been an independent non-executive director of China Lumena New Materials Corp. (中國旭光新材料集團有限公司) which is listed on the Stock Exchange, until April 2011. He has also been an independent director of HL Corp (Shenzhen) (深圳信隆實業股份有限公司) which is listed on the Shenzhen Stock Exchange, until May 2010. He has also been an independent non-executive director of Beijing Tianqiao Beida Jade Bird Sci-Tech Company Limited (北京天橋北大青鳥科技股份有限公司), a company listed on the Shanghai Stock Exchange, until January 2009. Save as disclosed, Mr. Gao did not hold any directorship in any listed company in the last three years.

Mr. Gao does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Gao did not have any interest in the Shares within the meaning of Part XV of the SFO.

Although Mr. Gao has served as an Independent Non-executive Director for nine years by September 2010, the Directors are of the opinion that Mr. Gao continues to bring relevant experience and knowledge to the Board and that, notwithstanding his long service, he maintains an independent view of the Company's affairs.

Mr. Gao has entered into a service contract with the Company for a term of one year commencing on 28 December 2004 and continuing thereafter until terminated by either party giving to the other not less than 30 days' notice in writing. Subject to Mr. Gao's service contract, after his re-election at the AGM, Mr. Gao will continue to serve on the Board until he becomes due to retire by rotation again in accordance with the Articles. Pursuant to Mr. Gao's service contract, he is entitled to an annual director's fee of HK\$60,000. A discretionary bonus in the amount of HK\$200,000 was also paid to Mr. Gao for the year ended 31 March 2011.

General

- (i) The emoluments of the Directors are determined with reference to the Directors' duties and responsibilities, the Company's performance as well as remuneration benchmark in the industry and the prevailing market conditions.
- (ii) Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders or other information that should be disclosed under rule 13.51(2) of the Listing Rules in relation to the re-election of the retiring Directors.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This is the explanatory statement required by rule 10.06(1)(b) of the Listing Rules to be given to all Shareholders relating to a resolution to be proposed at the AGM authorising the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Exercise in full of the Repurchase Mandate, on the basis of 2,047,135,827 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, could result in up to 204,713,582 Shares being repurchased by the Company during the period from the passing of the resolution relating to the Repurchase Mandate up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchases when appropriate and beneficial to the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles and the applicable laws of the Cayman Islands.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts as contained in the 2010/2011 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

5. DIRECTORS AND CONNECTED PERSONS

As at the Latest Practicable Date, to the best of the knowledge of the Directors having made all reasonable enquiries, none of the Directors and their respective associates has a present intention, in the event that the Repurchase Mandate is approved and exercised, to sell Shares to the Company. No connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved and exercised.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company and the Articles and the applicable laws of the Cayman Islands.

7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

According to the register maintained by the Company pursuant to Section 336 of the SFO, as at the Latest Practicable Date, the following interests in the Shares and underlying Shares were recorded:

Name of substantial Shareholders*	Capacity and nature of interests	Interest in issued Shares/ underlying Shares	Total interest	Approximate percentage of existing issued share capital of the Company	Approximate percentage of issued share capital of the Company if the Repurchase Mandate is exercised in full
Bio Garden ⁽¹⁾	Beneficial owner	389,120,000 ⁽⁵⁾	389,120,000	19.01%	21.12%
KAM Yuen ⁽²⁾	Founder of trusts	389,120,000 ⁽⁵⁾	389,120,000	19.01%	21.12%
	Beneficial owner	67,006,245 ⁽⁶⁾	67,006,245	3.27%	3.64%
Credit Suisse Trust Limited ⁽³⁾	Trustee	389,120,000 ⁽⁵⁾	389,120,000	19.01%	21.12%
KF Suisse SA. ⁽⁴⁾	Trustee	389,120,000 ⁽⁵⁾	389,120,000	19.01%	21.12%

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

Name of substantial Shareholders*	Capacity and nature of interests	Interest in issued Shares/ underlying Shares	Total interest	Approximate percentage of existing issued share capital of the Company	Approximate percentage of issued share capital of the Company if the Repurchase Mandate is exercised in full
Mr. David Henry Christopher Hill ⁽⁴⁾	Interest of controlled corporation	389,120,000 ⁽⁵⁾	389,120,000	19.01%	21.12%
Mrs. Rebecca Ann Hill ⁽⁴⁾	Interest of children under 18 or spouse	389,120,000 ⁽⁵⁾	389,120,000	19.01%	21.12%
Mr. Kent C. McCarthy ⁽⁷⁾	Investment manager	448,372,702	448,372,702	21.90%	24.34%
Jayhawk Private Equity Fund II, L.P. ⁽⁷⁾	Investment manager	208,119,098	208,119,098	10.17%	11.30%
Jayhawk Private Equity Fund, L.P. ⁽⁷⁾	Investment manager	112,491,789	112,491,789	5.50%	6.11%
Martin Currie (Holdings) Limited	Interest of controlled corporation	136,040,000	136,040,000	6.65%	7.38%
Top Strength Holdings Limited	Interest of controlled corporation	131,756,756	131,756,756	6.44%	7.15%

Notes:

- (1) Bio Garden is an investment holding company incorporated in the BVI. It was wholly-owned by certain discretionary trusts of which Mr. KAM Yuen was the founder.
- (2) Mr. Kam Yuen was deemed under the SFO to have an interest in 389,120,000 Shares beneficially owned by Bio Garden by virtue of his being the founder of certain discretionary trusts which owned the entire issued share capital of Bio Garden.
- (3) The corporate substantial shareholder notice filed by Credit Suisse Trust Limited indicated that Gold Rich Investment Limited (“Gold Rich”) and Gold View Investment Limited (“Gold View”) had, in aggregate, a 36% interest in Bio Garden which beneficially owned 389,120,000 Shares. Gold Rich and Gold View were in turn indirectly wholly-owned by Credit Suisse Trust Limited as trustee of certain discretionary trusts as referred to in (1) above. Accordingly, Credit Suisse Trust Limited was deemed, under the SFO, to have an interest in the 389,120,000 shares held by Bio Garden.
- (4) The corporate substantial shareholder notice filed by KF Suisse SA indicated that it had a 64% interest in Bio Garden which beneficially owned 389,120,000 Shares. KF Suisse SA is a trustee of certain discretionary trusts as referred to in (1) above. Accordingly, KF Suisse SA was deemed, under the SFO, to have an interest in the 389,120,000 shares held by Bio Garden. KF Suisse SA was wholly-owned by Mr. David Henry Christopher Hill. Mr. David Henry Christopher Hill and Mrs. Rebecca Hill (being the spouse of Mr. David Henry Christopher Hill) was deemed, under the SFO, to have an interest in the 389,120,000 shares held by KF Suisse SA.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

- (5) These interests represent the same block of shares of the Company.
- (6) These represented the beneficial interests in the underlying Shares in respect of share options granted under the 2005 Scheme.
- (7) The corporate substantial shareholder notices filed by Jayhawk Private Equity Fund, L.P. and Jayhawk Private Equity Fund II, L.P. indicated that Mr. Kent C. McCarthy was a controller who held a 100% interest in both entities. Accordingly, Mr. Kent C. McCarthy would be deemed, under the SFO, to have an interest in the Shares held by Jayhawk Private Equity Fund, L.P. and Jayhawk Private Equity Fund II, L.P. respectively.

* The term “substantial Shareholders” has the same meaning as defined under the SFO.

The Directors are not aware of any Shareholder, or group of Shareholders acting in concert, who will become obliged to make a mandatory offer as a result of any repurchases made under the Repurchase Mandate.

8. SHARES REPURCHASES MADE BY THE COMPANY

During the six months immediately preceding the Latest Practicable Date, no Shares have been repurchased by the Company.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
August, 2010	1.56	1.27
September, 2010	1.61	1.34
October, 2010	1.68	1.39
November, 2010	1.80	1.31
December, 2010	1.63	1.38
January, 2011	1.56	1.36
February, 2011	1.51	1.37
March, 2011	1.45	1.25
April, 2011	1.43	1.32
May, 2011	1.37	1.26
June, 2011	1.45	1.26
July, 2011	1.38	1.28
August, 2011 (up to the Latest Practicable Date)	1.30	1.24

**GOLDEN MEDITECH HOLDINGS LIMITED****金衛醫療集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 801)

NOTICE IS HEREBY GIVEN that the annual general meeting of Golden Meditech Holdings Limited (the “Company”) for the year 2011 will be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Monday, 19 September 2011 at 10:00 a.m. for the following purposes:

1. to consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) of the Company and of the auditors for the year ended 31 March 2011;
2. to re-elect retiring Directors;
3. to authorise the Directors to fix the Directors’ remuneration;
4. to re-appoint the retiring auditors, KPMG, and to authorise the Directors to fix their remuneration;
5. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this Resolution, the board of Directors (the “Board”) be and is hereby granted an unconditional general mandate to exercise during the Relevant Period (as defined in paragraph (d) of this Resolution) all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the Company (the “Shares”) or securities convertible or exchangeable into Shares, and to make or grant offers, agreements, options, warrants or similar rights in respect thereof;
- (b) the mandate referred to in paragraph (a) shall authorise the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such power after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to options or otherwise) by the Board pursuant to the mandate referred to in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue;
 - (ii) the exercise of the subscription rights under options granted under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to officers and/or employees and/or consultants and/or advisors of the Company and/or any of its affiliates of Shares or rights to subscribe for Shares;
 - (iii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares or other securities of the Company in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; or
 - (iv) any issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into Shares

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval in paragraph (a) shall be limited accordingly;

- (d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution up to:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting,

whichever is the earliest;

“**Rights Issue**” means an offer of Shares, or an offer of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Board to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to

such exclusions or other arrangements as the Board 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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Board of all the powers of the Company during the Relevant Period (as defined in paragraph (c) of this Resolution) to repurchase Shares be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased by the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution up to:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting,

whichever is the earliest.”

7. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of Resolutions Nos. 5 and 6 set out in this notice, of which this Resolution forms part, the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Board pursuant to and in accordance with the mandate granted under Resolution No. 5 be and is hereby increased and

extended by the addition thereto of the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the mandate granted under Resolution No. 6, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution”.

8. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:-

“**THAT** the Articles of Association of the Company be and are hereby amended by deleting Article 154 in its entirety and substituting therefor the following new Article 154:-

“154. The Company in general meeting may declare Dividends in any currency but no Dividends shall exceed the amount recommended by the Directors. The Directors may in making such recommendation take into account the requirements of the Company and its subsidiaries and other factors as the Directors may deem relevant. The aggregate amount of Dividends (including interim Dividends) for each fiscal year shall be no more than (20) per cent of the Company’s net profit after tax in the current fiscal year and after any reserve has been set aside in accordance with Article 161 (the “Maximum Dividend”) unless the Directors have determined that it would be in the best interests of the Company to declare a dividend in excess of the Maximum Dividend after taking into account of all relevant factors including the financial conditions and the net realisable value of the assets of the Company.” ”

By Order of the Board
KONG Kam Yu
Company Secretary

Hong Kong, 8 August 2011

Notes:

1. The register of members of the Company will be closed from Thursday, 15 September 2011 to Monday, 19 September 2011, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the annual general meeting convened by the above notice, all transfer forms must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on, Wednesday, 14 September 2011.
2. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or, if he holds two or more Shares, more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.

3. To be valid, a form of proxy and 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 Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person.
4. If two or more persons are joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the principal or branch register of members of the Company in respect of the joint holding.
5. The translation into Chinese language of the above notice is for reference only. In case of any inconsistency, the English version shall prevail.