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## **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)**

### **ANNOUNCEMENT**

#### **THE 3 PER CENT. CONVERTIBLE BONDS DUE 2014 (WITH WARRANTS) BY GOLDEN MEDITECH HOLDINGS LIMITED CONVERTIBLE INTO ORDINARY SHARES OF GOLDEN MEDITECH HOLDINGS LIMITED**

#### **AMENDMENTS OF THE TERMS OF THE BONDS**

Reference is made to the announcements of the Company dated 30 April 2009, 5 May 2009, 20 July 2009, 31 July 2009 and 31 May 2010 (the “Announcements”), regarding the 3% Convertible Bonds due 2014 of an aggregate principal amount of US\$10 million convertible into Shares and the additional 3% Convertible Bonds due 2014 with an aggregate principal amount up to US\$5 million to be issued by the Company upon the exercise of the Option. Terms in this announcement shall have the same meanings as those defined in the Announcements unless defined otherwise.

The original terms and conditions of the Bonds provided that the Company may at its own discretion and subject to compliance with all laws and regulations elect to choose an Alternative Conversion Price which is lower than the then Current Market Price as determined appropriate by the Company on any Alternative Reset Date, which falls on 30 days prior to Bondholder Put Dates of 20 January 2012 (the “**First Alternative Reset Date**”) and 20 January 2013 (the “**Second Alternative Reset Date**”), and the Maturity Date of 20 January 2014 (the “**Third Alternative Reset Date**”), and such Alternative Conversion Price will be applicable during the Alternative Conversion Period, which is 60 business days from the fifth business day after the Alternative Reset Date.

Having discussed with the respective parties to the Bonds, it has been agreed that certain conditions of the terms and conditions to the Bonds be amended as follows (the “**Amendments**”):

- (1) The first Alternative Conversion Period for reset of Conversion Price shall be extended from the original period of 60 business days from the fifth business day after the First Alternative Reset Date (ie 29 December 2011) (the “**Starting Date**”), to a period covering from the Starting Date to 20 January 2013 (both dates inclusive) (the “**Current Alternative Conversion Period**”);
- (2) The second Alternative Conversion Period shall be a period of 60 business days from the fifth business day after the Second Alternative Reset Date (ie 20 January 2013), but the Company may, at its absolute sole discretion, extend the end date of such Alternative Conversion Period to 20 January 2014 and/or any later date (both dates inclusive); and
- (3) The new Third Alternative Reset Date shall be 70 business days prior to the Maturity Date, and the third Alternative Conversion Period shall be for a period of 60 business days from the fifth business day after such Third Alternative Reset Date to the fifth business day prior to the Maturity Date (both dates inclusive).

It has further been agreed that, to the extent that there is overlap between any of the Alternative Conversion Periods, the lowest Alternative Conversion Price shall apply during such period.

For the Current Alternative Conversion Period, the Alternative Conversion Price shall not be reset to prices lower than the Floor Price.

As at the date of this announcement, the outstanding amount of the Convertible Bonds is US\$10,600,000.

Save and except the amendments stated herein, the other terms and conditions to the Bonds remain unchanged and shall remain in full force and effect. The Company has received today the requisite written resolutions of the holder of not less than 90 per cent. in principal amount of the Bonds dated 20 January 2012 approving the abovesaid amendments. The amendments took effect on 20 January 2012. The Listing Approval that has been granted by the Stock Exchange in relation to the listing of, and permission to deal in, the new Shares to be issued on conversion or exercise of the Bonds will not be affected by the Amendments.

By order of the Board  
**Golden Meditech Holdings Limited**  
**Kam Yuen**  
*Chairman*

Hong Kong, 3 February 2012

*As at the date of this announcement, the Board comprises 7 directors. The executive Directors are Mr. KAM Yuen (Chairman), Ms. JIN Lu, Mr. LU Tian Long and Ms. ZHENG Ting and the independent non-executive Directors are Prof. CAO Gang, Mr. GAO Zong Ze and Prof. GU Qiao.*