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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 : 00801)

CLARIFICATION ANNOUNCEMENT CONNECTED TRANSACTION

Reference is made to the announcement of Golden Meditech Holdings Limited (the “**Company**”) dated 18 July 2014 (the “**Announcement**”). Terms defined in the Announcement shall have the same meanings when used in this announcement unless otherwise stated.

The Board would like to make the following clarifications:

- (1) It was stated in the Announcement that “Beijing Guohua Jiedi Group recorded net losses for each of the two years ended 31 March 2013 and 2014 of HK\$27 million and HK\$42 million, respectively.”. It is clarified that such net losses were recorded both before and after taxation; and
- (2) The Acquisition constituted a connected transaction of the Company under Chapter 14A of the Listing Rules. As the Vendor held 30% equity interest in Beijing Guohua Jiedi, a subsidiary of the Company, the Vendor was therefore a connected person of the Company at subsidiary level, as such, the Acquisition constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

The total registered capital of Beijing Guohua Jiedi is RMB56 million. The 30% equity interest in Beijing Guohua Jiedi held by the Vendor represented the contribution and investment of RMB16.8 million in the registered capital of Beijing Guohua Jiedi.

The Board has approved the Acquisition. None of the Directors have any material interest in the Acquisition and as such no Directors have abstained from voting on the resolutions of the Board approving the Acquisition. The Directors (including the independent non-executive Directors) are of the view that the Equity Transfer Agreement was entered into on normal commercial terms, and the terms and conditions of the Equity Transfer Agreement, including the consideration thereof, are fair and reasonable and that the entering into of the Equity Transfer Agreement is in the interests of the Group and the Shareholders as a whole. As the Vendor was a connected person of the Company only because of the Vendor's connection with the Company's subsidiary, Beijing Guohua Jiedi, the Acquisition was only subject to the reporting and announcement requirements under Chapter 14A of the Listing Rules but was exempted from the circular, independent financial advice and shareholders' approval requirements under Rule 14A.101 of the Listing Rules.

Except as stated above, all the information in the Announcement remains unchanged.

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

Hong Kong, 25 July 2014

As at the date of this announcement, the Board comprises 9 directors. The executive directors are Mr. KAM Yuen (Chairman), Mr. LU Tian Long, Mr. KONG Kam Yu and Mr. YU Kwok Kuen, Harry, the non-executive director is Ms. ZHENG Ting and the independent non-executive directors are Prof. CAO Gang, Mr. FENG Wen, Mr. GAO Zong Ze and Prof. GU Qiao.