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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: 00801)

PROPOSALS FOR

- (1) RE-ELECTION OF RETIRING DIRECTORS;**
 - (2) GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;**
 - (3) INCREASE IN AUTHORISED SHARE CAPITAL;**
- AND**
- NOTICE OF ANNUAL GENERAL MEETING**

A letter from the board of directors (the “Board”) of the Company is set out on pages 4 to 8 of this circular. A notice convening the annual general meeting (the “AGM”) of the shareholders of the Company (the “Shareholders”) to be held at No. 4 Yong Chang North Road, Beijing Economic Technological Development Area, Beijing, China on Friday, 31 July 2015 at 10:00 a.m. is set out on pages 20 to 24 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.

30 June 2015

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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 of the Company from the Growth Enterprise Market operated by the Stock Exchange to the Main Board on 16 June 2009
“AGM”	the annual general meeting of the Company to be held at No. 4 Yong Chang North Road, Beijing Economic Technological Development Area, Beijing, China on Friday, 31 July 2015 at 10:00 a.m., the notice of which is set out on pages 20 to 24 of this circular
“Announcement”	the announcement of the Company dated 30 June 2015 in respect of Share Capital Increase
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“CG Code”	the Corporate Governance Code as set out in Appendix 14 of the Listing Rules
“close associate(s)”	has the same meaning as defined under the Listing Rules
“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
“controlling shareholder(s)”	has the same meaning as defined under the Listing Rules
“core connected person(s)”	has the same meaning as defined under the Listing Rules
“Director(s)”	the director(s) of the Company
“Final Dividend”	means the proposed final dividend of HK1.3 cents per Share with an option to receive such final dividend in cash or in lieu of cash by scrip dividend for the year ended 31 March 2015 payable to the Shareholders whose names appear on the Register of Members on the Record Date
“GEM”	Growth Enterprise Market of 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 lawful 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 number of issued Shares 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 of Association 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”	30 June 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange
“Memorandum and Articles”	the memorandum of association and articles of association of the Company
“Open Offer”	the issue of offer shares on the basis of one offer share of HK\$0.10 each for every two ordinary shares of the Company of HK\$0.10 each held by Shareholders whose names appear on the Register of Members at the close of business on 6 December 2013 other than the overseas Shareholders. The Open Offer was completed on 2 January 2014
“PRC”	The People’s Republic of China
“Record Date”	means 10 August 2015, being the record date for determination of entitlement to the Final Dividend
“Register of Members”	the register of members of the Company

DEFINITIONS

“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 number of issued Shares 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 of Association 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\$0.20 each in the share capital of the Company
“Share Capital Increase”	the proposed increase in the authorised share capital of the Company as stated in this circular
“Share Consolidation”	the consolidation of every two (2) issued and unissued ordinary shares of HK\$0.10 each in the share capital of the Company into one (1) Share of HK\$0.20 each, which became effective on 4 June 2014
“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: 00801)

Executive Directors:

Mr. KAM Yuen (*Chairman*)

Mr. KONG Kam Yu

Mr. YU Kwok Kuen, Harry

Non-executive Directors:

Ms. ZHENG Ting

Mr. GAO Yue

Independent non-executive Directors:

Prof. CAO Gang

Mr. FENG Wen

Prof. GU Qiao

Mr. Daniel FOA

Registered office:

Clifton House

75 Fort Street, P.O. Box 1350

Grand Cayman KY1-1108,

Cayman Islands

*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

30 June 2015

To the Shareholders and, for information only,

optionholders, warrant holders and bondholders of the Company

Dear Sirs,

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) GRANT OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;
(3) INCREASE IN AUTHORISED SHARE CAPITAL;
AND
NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

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 and the Repurchase Mandate; and (3) Share Capital Increase.

(1) RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 108 of the Articles of Association, Mr. KONG Kam Yu, Mr. YU Kwok Kuen, Harry and Prof. GU Qiao shall retire by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

In accordance with Article 112 of the Articles of Association, Mr. GAO Yue and Mr. Daniel FOA shall retire at the AGM and, being eligible, offer themselves for re-election.

Prof. GU Qiao would have served as an independent non-executive Director for more than nine years at the date of AGM and his re-election will, pursuant to code provision A.4.3 of the CG Code, be subject to a separate resolution to be approved by the Shareholders.

Recommendations of the Nomination Committee

In accordance with the terms of reference of the nomination committee of the Company (“Nomination Committee”) and the Company’s nomination policy, the Nomination Committee has:

- (a) evaluated the performance and the contribution of each of the retiring Directors, namely Mr. KONG Kam Yu, Mr. YU Kwok Kuen, Harry, Prof. GU Qiao, Mr. GAO Yue and Mr. Daniel FOA during the last financial year of the Company and the period thereafter up to the date of evaluation; and
- (b) assessed the independence of the independent non-executive Directors to be re-elected, namely Prof. GU Qiao and Mr. Daniel FOA.

The Nomination Committee noted that Prof. GU Qiao have served as an independent non-executive Director for more than nine years at the date of AGM and his further appointment must satisfy the requirements set out in code provision A.4.3 of the CG Code.

The Nomination Committee is of the opinion that:

- (a) the performance of each of Mr. KONG Kam Yu, Mr. YU Kwok Kuen, Harry, Prof. GU Qiao, Mr. GAO Yue and Mr. Daniel FOA was satisfactory; and

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- (b) based on the information available to the Nomination Committee and having taking into account the independence confirmation given by each of Prof. GU Qiao and Mr. Daniel FOA, the Nomination Committee were satisfied that each of Prof. GU Qiao and Mr. Daniel FOA (i) met the criteria set out in the rule 3.13 of the Listing Rules; and (ii) was a person of integrity and independent in character and judgment and, the Nomination Committee considered Prof. GU Qiao and Mr. Daniel FOA as independent to the Company.

Accordingly, the Nomination Committee recommended to the Board to propose the re-election of Mr. KONG Kam Yu and Mr. YU Kwok Kuen, Harry as executive Directors; Mr. GAO Yue as non-executive Director; Prof. GU Qiao and Mr. Daniel FOA as independent non-executive Directors.

Although Prof. Gu has served as an independent non-executive Director for more than nine years, the Directors are of the opinion that Prof. Gu 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. Prof. Gu has also given to the Company an annual confirmation of his independence. The Board therefore, considers Prof. GU Qiao to be independent and believes he should be re-elected.

Particulars on each of Mr. KONG Kam Yu, Mr. YU Kwok Kuen, Harry, Prof. GU Qiao, Mr. GAO Yue and Mr. Daniel FOA 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 19 September 2014, the then Shareholders passed resolutions granting general mandates to the Directors to allot, issue, deal with and repurchase shares of the Company. These general mandates will lapse upon 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 grant 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 number of issued Shares as at the date of passing the relevant resolution (being 365,474,929 Shares on the basis that the Shares in issue as at the Latest Practicable Date is 1,827,374,649 Shares and assuming no further Shares will be issued or repurchased by the Company before the AGM) 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 of Association 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;

LETTER FROM THE BOARD

- an ordinary resolution to grant 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 number of issued Shares as at the date of passing the relevant resolution (being 182,737,464 Shares on the basis that the Shares in issue as at the Latest Practicable Date is 1,827,374,649 Shares and assuming no further Shares will be issued or repurchased by the Company before the AGM) 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 of Association 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 granting 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 be extended 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.

(3) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The current authorised share capital of the Company is HK\$600,000,000 which is currently divided into 3,000,000,000 Shares, and the existing issued share capital of HK\$365,474,929.80 divided into 1,827,374,649 Shares. In order to have sufficient authorised share capital to cater for the issue of Shares upon exercise of outstanding derivatives issued by the Company and to accommodate future expansion and growth, the Board proposes to increase the authorised share capital of the Company from HK\$600,000,000 to HK\$1,000,000,000 by the creation of an additional 2,000,000,000 Shares which will rank pari passu in all respect with all the existing Shares. Immediately upon the Share Capital Increase becoming effective, the authorised share capital of the Company will be HK\$1,000,000,000 divided into 5,000,000,000 Shares.

The Share Capital Increase is subject to the approval of the Shareholders by way of an ordinary resolution at the AGM.

Further details about the Share Capital Increase, please refer to the Announcement.

AGM

The full text of the resolutions in relation to the re-election of retiring Directors; the grant of the Issue Mandate and the Repurchase Mandate; and Share Capital Increase are set out in the notice convening the AGM on pages 20 to 24 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.

LETTER FROM THE BOARD

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.

SCRIP DIVIDEND ARRANGEMENT

The Board has recommended the payment of the Final Dividend of HK1.3 cents per Share for the year ended 31 March 2015. Shareholders will be given the option to receive the Final Dividend in cash or new Shares credited as fully paid in lieu of cash, whether wholly or partly (“Scrip Dividend Arrangement”). The Scrip Dividend Arrangement is subject to: (i) the approval of proposed Final Dividend and Scrip Dividend Arrangement at the AGM; and (ii) the Stock Exchange granting the listing of and permission to deal in the new Shares to be issued pursuant thereto.

A circular containing details of the Scrip Dividend Arrangement is expected to be despatched to the Shareholders together with the form of election for scrip dividend in August 2015. Subject to the approval of Shareholders at the AGM, the Final Dividend will be paid on or about 17 November 2015, to the Shareholders whose names appear on the register of members of the Company on 10 August 2015.

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 Share Capital Increase 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

In relation to the re-election of retiring Directors as referred to in item no. 3 of the notice convening the AGM, Mr. KONG Kam Yu, Mr. YU Kwok Kuen, Harry, Prof. GU Qiao shall retire by rotation at the AGM in accordance with Article 108 of the Articles of Association. Mr. GAO Yue and Mr. Daniel FOA shall retire at the AGM in accordance with Article 112 of the Articles of Association.

All retiring Directors, being eligible, will offer themselves for re-election at the AGM.

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

Mr. KONG Kam Yu

Mr. KONG Kam Yu, aged 46, has been an executive Director since September 2012. He is also the Qualified Accountant and Company Secretary of the Company and a director of several subsidiaries of the Company. He joined the Group in 2001, and is responsible for the Group's finances, corporate projects and company secretarial matters. Mr. Kong is a member of The Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales. Prior to joining the Group, Mr. Kong worked with a leading international accounting firm.

He is now a non-executive chairman of Life Corporation Limited. (formerly known as Cordlife Limited), a company listed on the Australian Securities Exchange. Save as disclosed, Mr. Kong did not hold any directorship in other listed companies in the last three years.

Mr. Kong does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Kong'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 held as at the Latest Practicable Date	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	6,200,238	—	0.34%
	—	3,861,805 ⁽¹⁾	0.21%

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. 6,700,000 share options were granted on 27 April 2009 at an exercise price of HK\$1.15 per ordinary share of HK\$0.10 each, the exercise price and number of underlying Shares in respect

of the share option had been adjusted to HK\$1.996 per Share and 3,861,805 respectively upon the completion of the Open Offer and Share Consolidation, and 3,861,805 Shares can be subscribed upon exercise of such share options. The 2005 Scheme was terminated on 16 June 2009 upon the transfer of the listing of the shares of the Company from the GEM to the Main Board.

As at the Latest Practicable Date, Mr. Kong also held an interest (within the meaning of Part XV of the SFO) in 282,193 ordinary shares of China Cord Blood Corporation, a non-wholly owned subsidiary of the Company and a company listed on New York Stock Exchange.

Mr. Kong, entered into a service contract with the Company commencing on 25 September 2012 and will continue thereafter until terminated by either party giving to the other not less than 90 days' notice in writing. Mr. Kong will be subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Kong is entitled to an annual remuneration of HK\$2,340,000 and an annual discretionary bonus of such amount as determined at the sole discretion of the Board.

Mr. YU Kwok Kuen, Harry

Mr. YU Kwok Kuen, Harry, aged 46, has been an executive Director since September 2012. He is also the Chief Operating Officer of the Company. He joined the Group in August 2011. Mr. Yu has a master's degree in Business Administration from Manchester Business School and is a Registered Accountant in Macau Special Administrative Region, and Fellows of The Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Chartered Association of Certified Accountants. Prior to joining the Group, Mr. Yu was a partner at a leading international accounting firm.

Mr. Yu did not hold any directorship in other listed companies in the last three years and does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Yu did not have any interest in Shares within the meaning of Part XV of the SFO.

Mr. Yu, entered into a service contract with the Company commencing on 25 September 2012 and will continue thereafter until terminated by either party giving to the other not less than 90 days' notice in writing. Mr. Yu will be subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Mr. Yu is entitled to an annual remuneration of HK\$5,694,000 and an annual discretionary bonus of such amount as determined at the sole discretion of the Board.

Prof. GU Qiao

Prof. GU Qiao, aged 68, has been an independent non-executive Director since December 2001. He is also a member of the audit committee, Nomination Committee and remuneration committee of the Company. Prof. Gu is a scientist in quantum-optics, biophysics and biological photonics, and is an Associate Professor of the Northwest University, the PRC (中國西北大學). He is also a member of the International Institute of Biophysics, Germany. Prof. Gu received his doctoral degree from the Northwest University, the PRC, in 1989.

Prof. Gu did not hold any directorship in other listed companies in the last three years, and does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Prof. Gu did not have any interest in the Shares within the meaning of Part XV of the SFO.

Prof. Gu entered into a service contract with the Company for a term of one year commencing on 25 September 2014 as an independent non-executive Director provided that at any time during the term of appointment, either party may terminate the appointment by giving to the other not less than 30 days' notice in writing. Prof. Gu will be subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Pursuant to Prof. Gu's service contract, he is entitled to an annual director's fee of HK\$60,000 and an annual discretionary bonus of such amount as determined at the sole discretion of the Board.

Mr. GAO Yue

Mr. GAO Yue, aged 42, has been a non-executive Director since November 2014. Mr. Gao graduated from the Law School of Renmin University in 1996 and was admitted to the Chinese bar in 1998. Thereafter, Mr. Gao worked as an attorney-at-law and a partner in Beijing Xinli Law Firm and Beijing Fu Sheng Law Firm respectively. He joined the Group in November 2014. From August 2004 to April 2012, he practised law as a partner in King & Wood PRC Lawyers. Prior to joining the Group, Mr. Gao worked as a partner of Commerce and Finance Law Offices.

Mr. Gao specialises in litigation, arbitration, financing, mergers and acquisitions and real estate. Mr. Gao Yue provides legal service to both domestic and international investment companies, banks and insurance companies in respect of litigation and arbitration in China and abroad. His disputes resolution experience covers disputes in investment, construction, real estate development, company control and intellectual property rights.

Mr. Gao also advises many real estate companies on matters relating to financing, mergers and acquisitions in China and abroad. Mr. Gao has advised many prestigious international investment banks and domestic asset management companies in acquisition and disposal projects of non-performing loans of offshore and onshore banks. Mr. Gao also has experience in large-scale investment projects, domestically and abroad, including participation in project structure design, due diligence, negotiation, documents drafting, provision of legal analysis and opinion and completion of legal procedures.

Mr. GAO Yue is the son of Mr. GAO Zong Ze, who ceased to be an independent non-executive Director with effect from 19 September 2014.

Save as disclosed above, Mr. Gao did not hold any directorship in other listed companies in the last three years and does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Gao does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Gao entered into a service contract with the Company for a term of one year commencing from 14 November 2014 an non-executive Director provided that at any time during the term of appointment, either party may terminate the appointment by giving to the other not less than 30 days' notice in writing. Mr. Gao will be subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Pursuant to Mr. Gao's service contract, he is entitled to an annual director's fee of HK\$60,000 and an annual discretionary bonus of such amount as determined at the sole discretion of the Board.

Mr. Daniel FOA

Mr. Daniel FOA, aged 38, has been an independent non-executive Director since February 2015. Mr. Foa graduated in Economics from University of Portsmouth in 1997. Mr. Daniel FOA is the co-founder of Fairklima Capital and has over 15 years of experience in the China market with expertise in the fields of technology, sustainability and business consulting. Before founding Fairklima Capital, Mr. Daniel FOA held managerial positions in major multinational firms. He is also the co-founder of 51Give, an online donations platform.

Save as disclosed above, Mr. Foa did not hold any directorship in other listed companies in the last three years. Mr. Daniel FOA does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Daniel FOA did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Daniel FOA entered into a service contract with the Company for a term of one year commencing on 11 February 2015 as an independent non-executive Director provided that at any time during the term of appointment, either party may terminate the appointment by giving to the other not less than 30 days' notice in writing. Mr. Foa will be subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Pursuant to Mr. Foa's service contract, he is entitled to an annual director's fee of HK\$200,000 and an annual discretionary bonus of such amount as determined at the sole discretion of the Board.

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 is 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 1,827,374,649 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 182,737,464 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 of Association 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 of Association 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 2014/2015 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 impact 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.

5. DIRECTORS AND CORE 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 close associates has a present intention, in the event that the Repurchase Mandate is approved and exercised, to sell Shares to the Company. No core 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.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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 and 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	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 Inc ("Bio Garden") ⁽¹⁾	Beneficial owner	432,700,000 ⁽⁵⁾	23.68%	26.31%
Mr. Kam Yuen ⁽²⁾	Founder of trusts	432,700,000 ⁽⁵⁾	23.68%	26.31%
	Beneficial owner	2,190,278 ⁽⁶⁾	0.12%	0.13%
Magic Master Holdings Limited ("Magic Master") ⁽³⁾	Interest of controlled corporation	432,700,000 ⁽⁵⁾	23.68%	26.31%
Magic Glory Holdings Limited ("Magic Glory") ⁽³⁾	Interest of controlled corporation	432,700,000 ⁽⁵⁾	23.68%	26.31%
Credit Suisse Trust Limited ⁽³⁾	Trustee	432,700,000 ⁽⁵⁾	23.68%	26.31%
Fiducia Suisse SA (Formerly known as "KF Suisse SA") ⁽⁴⁾	Trustee	432,700,000 ⁽⁵⁾	23.68%	26.31%

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

Name of Substantial shareholders*	Capacity and nature of interests	Interest in issued Shares/ underlying Shares	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	432,700,000 ⁽⁵⁾	23.68%	26.31%
Mrs. Rebecca Ann Hill ⁽⁴⁾	Interest of children under 18 or spouse	432,700,000 ⁽⁵⁾	23.68%	26.31%
New Horizon Capital III, L.P. ⁽⁷⁾	Interest of controlled corporation	364,385,155	19.94%	22.16%
New Horizon Capital Partners III Limited (“New Horizon”) ⁽⁷⁾	Interest of controlled corporation	364,385,155	19.94%	22.16%
Hope Sky Investments Limited (“Hope Sky”) ⁽⁷⁾	Beneficial owner	247,600,757	13.55%	15.06%
Top Strength Holdings Limited (“Top Strength”) ⁽⁷⁾	Interest of controlled corporation	116,784,398	6.39%	7.10%
Central Huijin Investment Ltd. ⁽⁸⁾	Interest of controlled corporation	110,714,285	6.06%	6.73%
China Construction Bank Corporation ⁽⁸⁾	Interest of controlled corporation	110,714,285	6.06%	6.73%
CCB International Group Holdings Limited ⁽⁸⁾	Interest of controlled corporation	110,714,285	6.06%	6.73%
CCB Financial Holdings Limited ⁽⁸⁾	Interest of controlled corporation	110,714,285	6.06%	6.73%
CCB International (Holdings) Limited ⁽⁸⁾	Interest of controlled corporation	110,714,285	6.06%	6.73%

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

Name of Substantial shareholders*	Capacity and nature of interests	Interest in issued Shares/ underlying Shares	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
CCBI Investments Limited ⁽⁸⁾	Interest of controlled corporation	110,714,285	6.06%	6.73%
GEM Power International Limited ⁽⁸⁾	Beneficial owner	110,714,285	6.06%	6.73%
Mr. Kent C. McCarthy (“Mr. McCarthy”) ⁽⁹⁾	Interest of controlled corporation	99,471,445	5.44%	6.05%

Notes:

- (1) Bio Garden is an investment holding company incorporated in the British Virgin Islands (“BVI”). It was wholly-owned by certain discretionary trusts of which Mr. KAM Yuen (“Mr. Kam”), an executive Director and chairman of the Company, was the founder. Mr. Kam is also the sole director of Bio Garden.

Out of these 432,700,000 Shares, 62,050,000 Shares represent the underlying Shares related to interests in the bonus warrants of the Company issued to eligible shareholders on the basis of two warrants for every eleven Shares (the “Warrants”) carrying subscription rights which are exercisable during the period from 31 July 2014 to 30 July 2015 to subscribe for a total of 62,050,000 new Shares at an initial subscription price of HK\$1.40 per Share (subject to adjustment).

- (2) Mr. Kam Yuen was deemed under the SFO to have an interest in 432,700,000 Shares beneficially owned by Bio Garden (the “Bio Garden Shares”) 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 was interested in the Bio Garden Shares. Gold Rich and Gold View were wholly-owned by Magic Master and Magic Glory, respectively. Each of Magic Master and Magic Glory was indirectly wholly-owned by Credit Suisse Trust Limited as trustee of certain discretionary trusts referred to in (1) above. Accordingly, each of Magic Master, Magic Glory and Credit Suisse Trust Limited was deemed, under the SFO, to have an interest in the Bio Garden Shares.
- (4) The corporate substantial shareholder notice filed by Fiducia Suisse SA indicated that it had a 64% interest in Bio Garden. Fiducia Suisse SA is a trustee of certain discretionary trusts as referred to in (1) above. Accordingly, Fiducia Suisse SA was deemed, under the SFO, to have an interest in the Bio Garden Shares. Fiducia Suisse SA was wholly-owned by Mr. David Henry Christopher Hill. Mr. David Henry Christopher Hill and Mrs. Rebecca Ann Hill (being the spouse of Mr. David Henry Christopher Hill) were deemed, under the SFO, to have an interest in the Bio Garden Shares which Fiducia Suisse SA was interested in.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

- (5) These interests represent the same block of Shares.
- (6) These represented the beneficial interests in the underlying Shares in respect of share options granted under the 2005 Scheme.
- (7) Each of Hope Sky and Top Strength is an investment holding company incorporated in the BVI, which was wholly owned by New Horizon Capital III, L.P., a private equity fund specialising in investments in China. New Horizon was a controller of New Horizon Capital III, L.P.

Out of these 364,385,155 Shares, 56,059,255 Shares represent the underlying Shares related to interests in the Warrants carrying subscription rights to subscribe for a total of 56,059,255 new Shares upon the terms as set out in (1) above.

- (8) The corporate substantial shareholder notice filed by China Construction Bank Corporation and Central Huijin Investment Ltd. indicated that China Construction Bank Corporation held its interests in the underlying Shares under equity derivative interests through its wholly-owned entities included CCB International Group Holdings Limited, CCB Financial Holdings Limited, CCB International (Holdings) Limited, CCBI Investments Limited and GEM Power International Limited. Central Huijin Investment Ltd. is a controller of China Construction Bank Corporation.
- (9) The individual substantial shareholder notice filed by Mr. McCarthy indicated that Mr. McCarthy held his interests in the Shares of the Company (including underlying Shares under equity derivative interests) through his 100% controlled corporations which include Jayhawk Private Equity Fund II, L.P. and Jayhawk China Fund (Cayman) Ltd., As such, Mr. McCarthy was deemed to be interested in an aggregate of 99,471,445 Shares under the SFO.

Out of the 99,471,445 Shares held by Mr. McCarthy, 19,024,529 Shares represent the underlying Shares related to the interest in the Warrants carrying subscription rights to subscribe for a total of 19,024,529 new Shares upon the terms as set out in (1) above.

- * 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.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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:

	Adjusted	
	Highest	Lowest
	<i>(HK\$)</i>	<i>(HK\$)</i>
June, 2014	1.30	1.17
July, 2014	1.40	1.17
August, 2014	1.44	1.20
September, 2014	1.56	1.22
October, 2014	1.35	1.18
November, 2014	1.38	1.19
December, 2014	1.20	1.07
January, 2015	1.19	1.04
February, 2015	1.09	0.90
March, 2015	1.21	0.95
April, 2015	1.75	1.10
May, 2015	2.00	1.55
June, 2015 (up to the Latest Practicable Date)	1.97	1.35

**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)

NOTICE IS HEREBY GIVEN that the annual general meeting of Golden Meditech Holdings Limited (the “**Company**”) for the year 2015 will be held at No. 4 Yong Chang North Road, Beijing Economic Technological Development Area, Beijing, China on Friday, 31 July 2015 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 2015;
2. to declare a final dividend (with scrip option) for the year ended 31 March 2015;
3.
 - A. to re-elect Mr. KONG Kam Yu as executive Director;
 - B. to re-elect Mr. YU Kwok Kuen, Harry as executive Director;
 - C. to re-elect Prof. GU Qiao as independent non-executive Director;
 - D. to re-elect Mr. GAO Yue as non-executive Director; and
 - E. to re-elect Mr. Daniel FOA as independent non-executive Director.
4. to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
5. to re-appoint the retiring auditors, KPMG, and to authorise the Board to fix their remuneration;
6. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

the authorised share capital of the Company be increased from HK\$600,000,000 divided into 3,000,000,000 ordinary shares of par value HK\$0.20 each to HK\$1,000,000,000 divided into 5,000,000,000 ordinary shares of par value HK\$0.20 each by the creation of an additional 2,000,000,000 ordinary shares of par value HK\$0.20 each.”

7. 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 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 ordinary shares of HK\$0.20 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 number of Shares 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 (as defined in paragraph (d) of this resolution);
 - (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 (“**Articles of Association**”); 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 total number of the Shares 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 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).”

8. 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 number 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 pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares 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 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.”

9. 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 numbered 7 and 8 set out in this notice, of which this resolution forms part, the aggregate number of Shares 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 numbered 7 be and is hereby increased and extended by the addition thereto of the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the mandate granted under resolution numbered 8, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”

By Order of the Board
KONG Kam Yu
Company Secretary

Hong Kong, 30 June 2015

Notes:

1. The register of members of the Company will be closed from Wednesday, 29 July 2015 to Friday, 31 July 2015, 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 accompanied by the relevant share certificates 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, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 28 July 2015.
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 of a Share.

5. The register of members of the Company will be closed from Thursday, 6 August 2015 to Monday, 10 August 2015, both days inclusive, during which period no transfer of Shares can be registered in order to determine the shareholders' entitlements to the final dividend. In order to qualify for the final dividend, all transfer forms accompanied by the relevant share certificates 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 5 August 2015.

6. The translation into Chinese language of the above notice is for reference only. In case of any inconsistency, the English version shall prevail.