



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)

PROXY FORM

Form of Proxy for use at the annual general meeting to be held on Wednesday, 28 September 2016 or any adjournment thereof

I/We^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.20 each in the share capital of the above-named Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ^(Note 3) _____
of _____
as my/our proxy to act for me/us at the annual general meeting of the Company ("AGM") to be held at No. 4 Yong Chang North Road, Beijing Economic Technological Development Area, Beijing, China on Wednesday, 28 September 2016 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as contained in the notice of the AGM or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and auditors for the year ended 31 March 2016.		
2.	A. To re-elect Mr. KAM Yuen as executive Director.		
	B. To re-elect Prof. CAO Gang as independent non-executive Director.		
	C. To re-elect Mr. FENG Wen as independent non-executive Director.		
3.	To authorise the board of Directors (the "Board") to fix the remuneration of the Directors.		
4.	To re-appoint KPMG as auditors and to authorise the Board to fix their remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company.		
6.	To grant a general mandate to the Directors to repurchase shares of the Company.		
7.	To increase the maximum amount of shares which the Directors are authorised to allot, issue and deal with pursuant to the general mandate set out in Resolution no. 5 by the aggregate amount of shares repurchased pursuant to the general mandate set out in Resolution no. 6.		
8.	To consider and adopt the Retirement Benefits Scheme and its application to the Directors (other than the Substantial Directors).		
9.	Subject to the passing of Resolution no. 8, to approve the application of the Retirement Benefits Scheme to the Substantial Directors.		

Dated this _____ day of _____ 2016 Signature(s)^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please delete the words "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company, but must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
- The description of each resolution is by way of summary only. Please refer to the notice of AGM for the full text of the resolutions.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK IN THE APPROPRIATE BOXES BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK IN THE BOXES BELOW THE BOX MARKED "AGAINST". Failure to tick either box will entitle your proxy to cast your vote(s) at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice of the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be under its common seal or under the hand of an officer or attorney or any other person duly authorised.
- In the case of 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 votes of the other joint holder(s). For this purpose, seniority will 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 share.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with 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 AGM or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting at the AGM if you so wish. In the event that you attend the meeting, this form of proxy will be deemed to have been revoked.