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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Golden Meditech Holdings Limited (the “Company”) will be held at 10:00 a.m. on Monday, 16 January 2017 at No.4 Yong Chang North Road, Beijing Economic Technological Development Area, Beijing, China to consider and, if thought fit, approve, with or without modifications, the following resolutions as ordinary resolution:

ORDINARY RESOLUTIONS

“THAT:

- (1) the conditional settlement agreement dated 3 November 2016 (“**Settlement Agreement A**”) entered into between GM Investment Company Limited, a wholly-owned subsidiary of the Company (“**GM Investment**”), Fortress Group Limited (“**Fortress**”) and PAGAC Fortress Holding I Limited, pursuant to which the parties have agreed to resolve the disputes, differences and/or claims arising from or in connection with the shareholders agreement dated 25 August 2011 in relation to Fortress (a copy of which was produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;
- (2) the conditional settlement agreement dated 14 November 2016 (“**Settlement Agreement B**”) entered into between GM Investment and 三胞集團有限公司 (Sanpower Group Limited*) (“**Sanpower**”) pursuant to which the parties have agreed to resolve the disputes, differences and/or claims arising from or in connection with (i) the conditional sale and purchase agreement dated 22 March 2014 entered into by GM Investment and Sanpower, pursuant to which GM Investment agreed to sell to Sanpower all of its 27.9% equity interest in Fortress; and (ii) the outstanding sale proceeds under the sale and purchase agreement dated 24 July 2014 (as supplemented on 25 July 2014) pursuant to which Fortress has sold its entire equity interest in Funtalk China Holdings Limited to Sanpower (a copy of which was produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;
- (3) any one director of the Company be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do

such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Settlement Agreement A and Settlement Agreement B and the respective transactions contemplated thereunder, and to agree to such variations, amendments or waivers of matters relating thereto as are, in the sole opinion of such director, in the interests of the Company and its shareholders as a whole save and except that if the common seal of the Company shall be affixed to any document(s) referred to in this resolution, such document(s) must be signed by at least two directors of the Company.”

Yours faithfully
By order of the Board
Golden Meditech Holdings Limited
KAM Yuen
Chairman

Hong Kong, 23 December 2016

Notes:

- (1) The register of members of the Company will be closed from Thursday, 12 January 2017 to Monday, 16 January 2017, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the EGM, 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 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 11 January 2017.
- (2) A member entitled to attend and vote at the EGM is entitled to appoint one or, if he holds two or more Shares, more proxies to attend and vote on his behalf. A proxy needs 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 EGM 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.

As at the date of this announcement, the Board comprises eight Directors. The executive Directors are Mr. Kam Yuen (Chairman) and Mr. Kong Kam Yu, the non-executive Directors are Ms. Zheng Ting and Mr. Gao Yue and the independent non-executive Directors are Prof. Cao Gang, Mr. Feng Wen, Prof. Gu Qiao and Mr. Daniel Foa.

** The English name of Sanpower Group Limited is for identification purpose only.*