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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)

INSIDE INFORMATION:

DELAY IN COMPLETION OF VERY SUBSTANTIAL DISPOSAL: DISPOSAL OF 65.4% OF THE ENLARGED ISSUED SHARE CAPITAL OF CCBC

The announcement is made by Golden Meditech Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the circular of the Company dated 6 March 2017 (the “**Circular**”) and the announcement of the Company dated 29 September 2017 (the “**Update Announcement**”) in relation to, among others, the Disposal. Capitalised terms used herein shall have the same meanings as those defined in the Circular, unless the context requires otherwise.

The Board announces that the Company, GMSC and the Purchaser entered into a supplemental agreement dated 14 November 2017 to the New Agreement (the “**Supplemental Agreement**”) whereby, among other matters, the parties agreed on the Extensions (as defined in the section headed “**SUPPLEMENTAL AGREEMENT**” below). Set out below is more information on the Supplemental Agreement.

BACKGROUND

As disclosed in the Update Announcement, among other matters, the Vendor and the Purchaser were working on the arrangement for payment of the Escrow Money in accordance with the New Agreement.

As at the date of this announcement, the PRC FX Procedure has not been completed yet. At the request of the Purchaser, and subject to the terms and conditions of the Supplemental Agreement, GMSC agreed to the Extensions in order to facilitate the Purchaser to continue with, and complete, the PRC FX Procedure.

SUPPLEMENTAL AGREEMENT

The parties to the New Agreement entered into the Supplemental Agreement, pursuant to which (i) the parties agreed to extend each of Deadline 1 and Deadline 2 to 31 December 2017 (the “**First Extension**”) and (ii) in the event that Completion does not take place on or before the First Extension, the parties agreed to further extend each of Deadline 1 and Deadline 2 to 31 January 2018 (the “**Further Extension**”, together with the First Extension, the “**Extensions**”). In consideration of the Company and GMSC agreeing to the Further Extension and after the Further Extension has actually occurred, the Purchaser (or its nominee(s)) shall pay a fee of USD 10 million (the “**Extension Fee**”) to GMSC as Vendor on the date on which the Escrow Money is released in accordance with the terms and conditions of the New Agreement (or such other date as the parties may mutually agree), which shall not be later than 31 January 2018 in any event.

The Company and GMSC entered into the Supplemental Agreement for the following principal reasons:

- (i) the length of the Extensions is agreed in anticipation of the time required for completion of the PRC FX Procedure (which is expected to be in December 2017 or January 2018, if not earlier); and
- (ii) the Extension Fee in relation to the Further Extension serves as a reasonable compensation to the Vendor for the Purchaser’s delay in Completion.

Save for the Extensions, the terms and conditions of the New Agreement remain unchanged and are in full force and effect in all respects. The Directors consider the terms of the Supplemental Agreement, which were arrived at after arm’s length negotiations, to be fair and reasonable to, and in the interest of, the Company and the Shareholders as a whole.

By Order of the Board
Golden Meditech Holdings Limited
KAM Yuen
Chairman

Hong Kong, 14 November 2017

As at the date of this announcement, the Board comprises 8 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.