



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)

REVISED PROXY FORM

Revised Form of Proxy for use at the extraordinary general meeting to be held on Monday, 16 January 2017 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 Golden Meditech Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ^(Note 3) _____

of _____ as my/our proxy to act for me/us at the extraordinary general meeting of the Company ("EGM") to be held at No. 4 Yong Chang North Road, Beijing Economic Technological Development Area, Beijing, China on Monday, 16 January 2017 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 EGM (the "Notice") and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions specified below in the manner indicated, and if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS ^(Note 4)	FOR ^(Note 5)	AGAINST ^(Note 5)
(1)	To approve, confirm and ratify the Settlement Agreement A and the transactions contemplated thereunder;		
(2)	to approve, confirm and ratify the Settlement Agreement B and the transactions contemplated thereunder;		
(3)	to authorise any one director of the Company 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 variation, amendments or waivers of matters relating thereto as are in the interests of the Company and its shareholders as a whole.		

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

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s) to which this revised form of proxy relates. If no number is inserted, this revised form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. 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 REVISED FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
4. The description of the resolutions is by way of summary only. Please refer to the Notice for the full text of the resolutions. Unless otherwise defined, capitalized terms used in this revised form of proxy shall have the same meanings as defined in the Notice.
5. 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 resolutions properly put to the EGM other than those referred to in the Notice.
6. This revised 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.
7. 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.
8. To be valid, this revised 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 EGM or any adjournment thereof.
9. Completion and return of this revised form of proxy will not preclude you from attending and voting at the EGM if you so wish. In the event that you attend the meeting, this revised form of proxy will be deemed to have been revoked.