# third quarterly 07/08











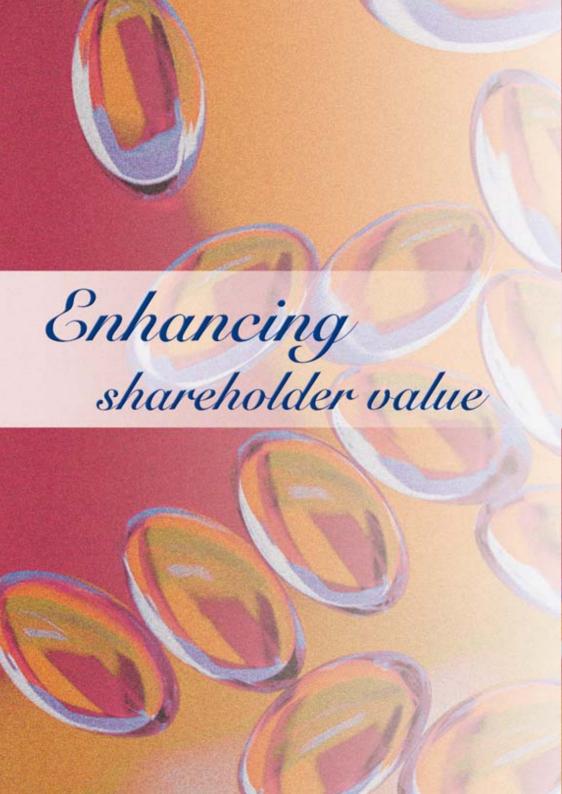




GOLDEN MEDITECH COMPANY LIMITED

金衛醫療科技有限公司

(Incorporated in the Cayman Islands with limited liability) (Stock Code: 8180)



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## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

The Stock Exchange takes no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the "Directors") of Golden Meditech Company Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:- 1. the information contained in this report is accurate and complete in all material respects and not misleading; 2. there are no other matters the omission of which would make any statement in this report misleading; and 3. all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

#### CORPORATE PROFILE

Golden Meditech Company Limited (the "Company" or "Golden Meditech"; stock code: 8180.HK), together with its subsidiaries (collectively referred to as the "Group"), is a leading hi-tech integrated healthcare corporation in China. Golden Meditech operates a diversified portfolio of highly successful healthcare businesses in China, which include: the research, development, manufacture and distribution of medical devices and personal healthcare products; the storage and application of blood stem cells extracted from umbilical cords of newborn babies; and the research, development and manufacture of Chinese herbal medicines. The Group's mission is to contribute to people's health and welfare through the development and application of advanced medical technology, and to create value for its shareholders.

Golden Meditech is pioneer in the field of healthcare in China. Its flagship medical device, the Autologous Blood Recovery System, is the first of its kind to receive State Food and Drug Administration ("SFDA") approval for manufacture in China. The Group is also the first and the largest umbilical cord blood bank operator in China. Lastly, the Group's TangHerb® is the first proprietary Chinese herbal medicine approved by the SFDA for alleviating common AIDS symptoms.

Golden Meditech's chief competitive advantage is in identifying and capturing business opportunities with substantial growth potential in emerging segments of the healthcare market. With its nationwide medical device distribution network and longstanding relationships with healthcare providers, it has a strong track record in successfully commercializing new products and services. Through research and development, and investment and acquisitions, Golden Meditech aims to become the world's leading hi-tech integrated healthcare corporation.

#### THIRD QUARTERLY RESULTS (UNAUDITED)

The board of Directors (the "Board") of the Company is pleased to announce the unaudited consolidated results of the Group for the nine months ended December 31, 2007 together with the comparative unaudited figures for the corresponding period in 2006 as follows:

#### CONSOLIDATED INCOME STATEMENT

		Unau	dited	Unaudited	
		For the thre		For the nin	
		ended Dec		ended December 31	
		2007	2006	2007	2006
	Note	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			(Restated)		(Restated)
CONTINUING OPERATIONS					
Turnover	2	112,341	88,283	302,377	240,039
Cost of sales		(33,034)	(23,874)	(86,566)	(66,746)
Gross profit		79,307	64,409	215,811	173,293
Other revenue	4	12,316	11,790	37,226	34,840
Other net income	5	112,366	10,756	279,144	11,139
Selling expenses		(8,229)	(4,162)	(21,462)	(12,993)
Administrative expenses		(17,170)	(12,506)	(50,745)	(35,800)
Profit from operations		178,590	70,287	459,974	170,479
Finance costs		(427)	(2,808)	(10,069)	(8,338)
Gain on deemed disposal					
of a jointly-controlled entity	6	37,700	_	37,700	_
Share of profits of associates					
and a jointly-controlled entity		534	27,960	72,667	51,736
Profit before taxation		216,397	95,439	560,272	213,877
Income tax	7	(7,118)	(4,022)	(17,532)	(10,239)
Profit for the period from					
continuing operations		209,279	91,417	542,740	203,638
· .		200/270	01,111	0.12,7.10	200,000
DISCONTINUED OPERATION					
Loss for the period from	0	/40 7001	/F 7F^\	(00.00=)	(04.040)
discontinued operation	8	(10,789)	(5,750)	(29,927)	(21,613)
Profit for the period		198,490	85,667	512,813	182,025

		Unau	dited	Unaudited	
		For the thr	ee months	For the nin	e months
		ended Dec	cember 31	ended Dec	ember 31
		2007	2006	2007	2006
	Note	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			(Restated)		(Restated)
Attributable to:					
Equity shareholders of					
the Company		190,242	83,284	494,396	174,474
Minority interests		8,248	2,383	18,417	7,551
Willionty interests					
		198,490	85,667	512,813	182,025
Earnings/(loss) per share - Basic	10				
From continuing and					
discontinued operations		12.06 cents	5.50 cents	32.02 cents	11.63 cents
From continuing operations		12.75 cents	5.87 cents	33.96 cents	12.94 cents
From discontinued operation		(0.69) cents	(0.37) cents	(1.94) cents	(1.31) cents
- Diluted					
From continuing and					
discontinued operations		11.72 cents	5.26 cents	30.55 cents	11.23 cents
From continuing operations		12.38 cents	5.61 cents	32.41 cents	12.47 cents
From discontinued operation		(0.66) cents	(0.35) cents	(1.86) cents	(1.24) cents
					<del></del>

The notes on pages 6 to 20 form part of the third quarterly results.

#### NOTES TO THE THIRD QUARTERLY RESULTS

#### 1. Basis of preparation and accounting policies

The unaudited consolidated results of the Group have been prepared in accordance with the Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the applicable disclosure requirements of the GEM Listing Rules.

The unaudited consolidated results have been prepared under historical cost convention except for certain financial instruments, which are measured at fair values. All intra-group transactions and balances have been eliminated in preparing these results.

The principal accounting policies used in the preparation of the unaudited consolidated results are consistent with those adopted in the preparation of the consolidated annual financial statements of the Group for the year ended March 31, 2007, except in relation to the following new and revised HKFRSs that affect the Group and are adopted by the Group for the first time for the current period's financial statements:

HKFRS 7 Financial instruments: disclosures

Amendments to HKAS 1 Presentation of financial statements: capital disclosure

The adoption of the above HKFRSs has had no material impact on the Group's results of operations or financial position.

#### 2. Turnover

The Group is principally engaged in the manufacture and sales of autologous blood recovery machines ("ABRS Machines") and the disposable blood processing chambers and related accessories ("Disposable Chambers"), and the provision of examination, processing, separation and storage services and application-related services for blood stem cells ("Cord Blood Bank").

Turnover represents the amounts received and receivable for goods sold less returns, allowances, value added tax and other sales tax and income from services rendered to customers. less business tax.

Turnover recognized during the period may be analyzed as follows:

	Unaudited		Unaudited	
	For the thr	ee months	For the nin	e months
	ended De	cember 31	ended Dec	ember 31
	2007	2006	2007	2006
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Restated)		(Restated)
CONTINUING OPERATIONS				
Sales of ABRS Machines	58,625	58,328	167,714	156,127
Sales of Disposable Chambers	15,128	12,872	42,962	36,848
Cord Blood Bank services	38,588	17,083	91,701	47,064
	112,341	88,283	302,377	240,039
DISCONTINUED OPERATION				
Sales of Chinese				
herbal medicines	2,268	4,221	5,291	8,478

#### 3. Segment information

(i) Primary reporting format - business segments

The Group comprises the following main business segments:

Medical Device Segment - the development, manufacture and sales of medical devices:

Cord Blood Bank Segment - the provision of blood stem cells examination, processing, separation and storage and application-related services:

and

Chinese Herbal Medicine Segment  the research and development, manufacture and sales of Chinese herbal medicines.

The following tables present turnover, expenditure and profit/(loss) from operations for the Group's business segments.

## Unaudited For the nine months ended December 31, 2007 HK\$'000

	Continuing D Operations		iscontinued Operation	
	Medical Device Segment	Cord Blood Bank Segment	Chinese Herbal Medicine Segment	Consolidated
Turnover	210,676	91,701	5,291	307,668
Segment results	145,634	43,111	(29,927)	158,818
Unallocated income less costs				271,229
Profit from operations Finance costs Share of profits of associates and a jointly-controlled ent Gain on deemed disposal of a jointly-controlled entity	tity			430,047 (10,069) 72,667 37,700
Profit before taxation Income tax	,			530,345 (17,532)
Profit for the period				512,813

#### 3. Segment information (continued)

#### (i) Primary reporting format - business segments (continued)

	Unaudited					
	For the nine months ended					
		December	r 31, 2006			
		HK\$'000				
	Conti	nuing	Discontinued			
	Opera	ations	Operation			
		Cord	Chinese			
	Medical	Blood	Herbal			
	Device	Bank	Medicine			
	Segment	Segment	Segment	Consolidated		
Turnover	192,975	47,064	8,478	248,517		
Segment results	138,052	18,376	(21,611)	134,817		
Unallocated income less costs				14,051		
Profit from operations				148,868		
Finance costs Share of profits of an associate and				(8,340)		
a jointly-controlled entity				51,736		
Profit before taxation				192,264		
Income tax				(10,239)		
Profit for the period				182,025		

#### (ii) Secondary reporting format - geographical segments

In view of the fact that the Group operates mainly in the People's Republic of China (the "PRC"), no geographical segment information is presented.

#### 4. Other revenue

	Unaudited For the three months ended December 31		Unaudited For the nine months ended December 31	
	2007	2006	2007	2006
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Restated)		(Restated)
CONTINUING OPERATIONS				
Interest income	7,224	6,982	21,649	21,986
Dividend income	_	_	1,508	_
VAT refund (Note)	4,837	4,808	13,814	12,854
Others	255	_	255	_
	12,316	11,790	37,226	34,840
DISCONTIUED OPERATION				
Interest income	6	4	12	7
Government grants	_	568	_	568
	6	572	12	575
				· <del></del>

#### Note:

Pursuant to the relevant PRC government policies and approval documents from the local government authorities, one of the Group's PRC subsidiaries is entitled to a VAT refund which is calculated at approximately 14% of sales of software products embedded in the ABRS Machines.

#### 5. Other net income

	Unaudited For the three months ended December 31		Unaudited For the nine months ended December 31	
	2007	2006	2007	2006
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Restated)		(Restated)
CONTINUING OPERATIONS  Available-for-sale equity securities:  — transfer from equity				
on disposal  – net realized and  unrealized loss on  derivative	114,489	_	377,043	_
financial instruments Net realized and unrealized	(2,549)	_	(102,892)	_
gain on trading securities	1,530	10,110	6,462	10,493
Net exchange (loss)/gain	(1,038)	_	(1,305)	_
Others	(66)	646	(164)	646
	112,366	10,756	279,144	11,139
DISCONTINUED OPERATION				
Net exchange loss	(15)		(8)	

#### 6. Gain on deemed disposal of a jointly-controlled entity

In October 2007, the jointly-controlled entity of which the Group held a 50% equity interest entered into a conditional subscription agreement with an investor for the subscription of an approximately 33% of the enlarged issued share capital of the entily for a total cash consideration of US\$90,000,000. The net proceeds raised will be used to expand the retail business of electronic consumer products. The subscription was completed in mid November 2007. After the share issuance, the Group holds 33.5% of the entity and will continue to consolidate the results of the entity in the Group's consolidated financial statements. The Group reported a gain on deemed disposal of the jointly-controlled entity of HK\$37,700,000 during the period.

#### 7. Income tax

Income tax charged to the consolidated income statement represents:

	Unaudited For the three months ended December 31		Unaudited For the nine months ended December 31	
	2007	2006	2007	2006
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
CONTINUING OPERATIONS Current tax - Outside Hong Kong				
PRC income tax for the period	7,118	4,022	17,532	10,239

#### 7. Income tax (continued)

#### (i) PRC income tax

The Group's subsidiaries in the PRC are subject to PRC income tax, at 33% or at a reduced rate of 15%.

One of the subsidiaries was registered in the Beijing Economic and Technology Development Zone and hence enjoys a preferential income tax rate of 15%. In accordance with the relevant tax rules and regulations in the PRC, the subsidiary was fully exempted from PRC income tax for the two years ended December 31, 2003 and entitled to a 50% reduction of PRC income tax for the three years ended December 31, 2006. In 2007, the subsidiary was accredited as a "foreign-invested advanced technology enterprise" and was granted a reduction in income tax rate from 15% to 10% for the three years ending December 31, 2009.

Another subsidiary of the Group, which was also registered in the Beijing Economic and Technology Development Zone and subject to an income tax rate of 15%, was fully exempted from PRC income tax for the two years ended December 31, 2005 and entitled to a 50% reduction of PRC income tax for the three years ending December 31, 2008.

The rest of the Group's subsidiaries in the PRC are currently subject to PRC income tax at a rate of 33%. As a result of the new tax law, it is expected that the income tax rate applicable to these subsidiaries will be reduced from 33% to 25% from January 1, 2008.

#### (ii) Hong Kong Profits Tax

No provision for Hong Kong Profits Tax was made for the nine months ended December 31, 2007 (2006: Nil) as the Group did not have any profits assessable to Hong Kong Profits Tax during the period.

#### 8. Discontinued operation

On December 19, 2007, the Group entered into a sale and purchase agreement for the disposal of its entire interest in the Chinese Herbal Medicines Segment in exchange for a 40% equity interest of China Healthcare Inc. ("CHI"). The transaction was completed on December 31, 2007. Following the completion of the transaction, the Group holds 40% of the equity interests of CHI and accordingly CHI will be presented as an associated company in the Group's consolidated financial statements. Further details in relation to this transaction are set out in the Company's circular dated January 4, 2008.

#### 8. Discontinued operation (continued)

The results of the discontinued operation for the three months and nine months ended December 31, 2007 and 2006 are as follows:

		Unaudited For the three months ended December 31		Unaudited For the nine months ended December 31	
	Note	2007 HK\$'000	2006 HK\$'000	2007 HK\$'000	2006 HK\$'000
Turnover Cost of sales	2	2,268 (8,241)	4,221 (7,752)	5,291 (24,113)	8,478 (21,805)
Gross profit Other revenue Other net loss Selling expenses Administrative expenses Loss from operations	4 5	(5,973) 6 (15) (808) (3,999) ——————————————————————————————————	(3,531) 572 — (30) (2,760) — (5,749)	(18,822) 12 (8) (1,485) (9,624) (29,927)	(13,327) 575 — (177) (8,682) (21,611)
Finance costs  Loss before taxation Income tax		(10,789)	(5,750)	(29,927)	(21,613)
Loss for the period		(10,789)	(5,750)	(29,927)	(21,613)
Attributable to: Equity shareholders of the Company Minority interests		(10,789) ————————————————————————————————————	(5,640) (110) ———————————————————————————————————	(29,927)	(19,607) (2,006) (21,613)

#### 9. Dividend

	Unaudited For the three months ended December 31		Unau For the nin ended Dec	e months
	2007 HK\$'000	2006 HK\$'000	2007 HK\$'000	2006 HK\$'000
Final dividend in respect of the previous financial year, approved and paid during the period, of HK3.1 cents				
per share (2006: Nil)			47,189	

The Directors do not recommend the payment of an interim dividend for the nine months ended December 31, 2007 (2006: Nil).

#### 10. Earnings per share

#### (i) Basic earnings per share

The calculation of basic earnings per share is based on the consolidated profit attributable to equity shareholders divided by the weighted average number of ordinary shares in issue during the period, calculated as follows:

	Unau	dited	Unaudited	
	For the thr		For the nin	
	ended Dec		ended Dec	ember 31
	2007	2006	2007	2006
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
From continuing and				
discontinued operations				
Profit attributable to				
equity shareholders	190,242	83,284	494,396	174,474
From continuing operations				
Profit attributable to				
equity shareholders	201,031	88,924	524,323	194,081
From discontinued operation				
Loss attributable to				
equity shareholders	(10,789)	(5,640)	(29,927)	(19,607)
	′000	'000	′000	'000
Weighted average				
number of ordinary				
shares in issue	1,577,066	1,515,392	1,544,012	1,499,772
From continuing and				
discontinued operations				
Basic earnings per				
share (HK cents)	12.06	5.50	32.02	11.63
From continuing operations				
Basic earnings per				
share (HK cents)	12.75	5.87	33.96	12.94
,				
From discontinued operation				
Basic loss per share (HK cents)	(0.69)	(0.37)	(1.94)	(1.31)

#### 10. Earnings per share (continued)

#### (ii) Diluted earnings per share

The calculation of diluted earnings per share is based on the consolidated profit attributable to equity shareholders (diluted) and the weighted average number of ordinary shares (diluted) in issue during the period under review after adjusting for the effect of all dilutive potential shares, calculated as follows:

Profit attributable to equity shareholders of the Company (diluted)

	Unaudited		Unaudited	
	For the three ended Dec		For the nine months ended December 31	
	2007 HK\$'000	2006 HK\$'000	2007 HK\$'000	2006 HK\$'000
From continuing and discontinued operations Profit attributable to equity shareholders	190,242	83,284	494,396	174,474
After tax effect of effective interest on liability component of convertible bonds	_	962	1,304	2,875
Dilutive impact on profit from deemed issue of ordinary shares of a subsidiary under the share option scheme of a subsidiary for nil consideration	(886)		(2,034)	
Profit attributable to equity shareholders (diluted)	189,356	84,246	493,666	177,349
Attributable to: Continuing operations Discontinued operation	200,145 (10,789) ————————————————————————————————————	89,886 (5,640) ————————————————————————————————————	523,593 (29,927) ————————————————————————————————————	196,956 (19,607) ————————————————————————————————————

#### 10. Earnings per share (continued)

#### (ii) Diluted earnings per share (continued)

Weighted average number of ordinary shares (diluted)

	For the thr	rdited ree months cember 31	Unaudited For the nine months ended December 31	
	2007 ′000	2006	2007 ′000	2006
Weighted average number of ordinary shares at December 31	1,577,066	1,515,392	1,544,012	1,499,772
Effect of conversion of convertible bonds	_	61,053	31,579	61,053
Effect of deemed issue of ordinary shares under the Company's share option scheme for nil consideration	39,168	24,484	40,103	19,093
Weighted average number of ordinary shares (diluted) at December 31	1,616,234	1,600,929	1,615,694	1,579,918
From continuing and discontinued operations Diluted earnings per	11.72	5.26	30.55	11.23
share (HK cents)	=====	=====	30.55	======
From continuing operations Diluted earnings per share (HK cents)	12.38	5.61	32.41	12.47
From discontinued operation Diluted loss per share (HK cents)	(0.66)	(0.35)	(1.86)	(1.24)

#### 11. Reserves

Unaudited

Attributable to equity shareholders of the Company

		Capital								
	Share	redemption	Merger	Exchange	Surplus	Capital	Fair value	Other	Retained	
	premium	reserve	reserve	reserve	reserve	reserve	reserve	reserve	profits	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
As at April 1, 2007	998,913	1,523	54,193	98,312	61,233	17,288	322,051	(173,998)	1,028,417	2,407,932
Changes in fair value of										
available-for-sale										
equity securities	-	-	-	_	-	-	335,946	-	-	335,946
Transfer to profit or loss on										
disposal of available-for-sa	ile									
equity securities	-	-	-	_	-	-	(377,042)	-	-	(377,042)
Shares issued upon conversi	ion									
of convertible bonds	101,205	-	_	_	-	(6,740)	_	-	-	94,465
Issue of shares for										
scrip dividend	8,187	-	_	_	-	-	_	-	-	8,187
Shares repurchased and										
cancelled	(533)	21	-	_	-	-	_	-	(21)	(533)
Contribution from										
minority shareholders	_	_	-	_	-	-	_	62,713	-	62,713
Disposal of interests										
in subsidiaries	_	_	-	(30,848)	-	-	_	164,371	76,000	209,523
Exchange differences	_	_	-	49,345	-	-	_	-	-	49,345
Equity-settled share-based										
transactions	_	_	-	_	-	4,420	_	-	-	4,420
Transfer to surplus reserve	-	-	-	_	15,797	-	_	-	(15,797)	-
Profit for the period	-	-	-	_	-	-	_	-	494,396	494,396
Dividend	-	_	-	_	-	-	-	-	(47,189)	(47,189)
As at December 31, 2007	1,107,772	1,544	54,193	116,809	77,030	14,968	280,955	53,086	1,535,806	3,242,163

#### 11. Reserves (continued)

Unaudited

Attributable to equity shareholders of the Company
(Restated)

-		Capital								
	Share	redemption	Merger	Exchange	Surplus	Capital	Fair value	Other	Retained	
	premium	reserve	reserve	reserve	reserve	reserve	reserve	reserve	profits	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	i ing ooo	TING UUU	Πηφ σσσ	i ing ooo	TINO UUU	TING UUU	1110000	Πηφ σσσ	ΠΑΦ 000	TING UUU
As at April 1, 2006	450,039	_	54,193	28,028	44,677	14,722	513,587	_	823,131	1,928,377
Changes in fair value of										
available-for-sale										
equity securities	_	_	_	-	_	_	(63,350)	_	_	(63,350)
Issue of shares on										
placement	581,495	_	-	-	-	_	_	_	_	581,495
Share issuance expenses	(19,254)	_	-	-	-	_	_	_	_	(19,254)
Shares repurchased and										
cancelled	(29,542)	1,523	-	-	-	_	_	_	(1,523)	(29,542)
Exchange differences	_	_	-	17,328	-	-	_	-	_	17,328
Capital contribution to a										
subsidiary	-	_	-	-	-	-	_	(29,731)	-	(29,731)
Acquisition of minority										
interests	_	_	-	_	-	-	_	(207,516)	_	(207,516)
Contribution from minority										
interests	-	_	-	_	-	-	_	63,249	-	63,249
Equity-settled share-based										
transactions	-	_	-	_	-	3,294	_	-	-	3,294
Transfer to surplus reserve	-	_	-	_	14,905	-	_	-	(14,905)	-
Profit for the period	-	_	-	-	-	-	_	-	174,474	174,474
As at December 31, 2006	982,738	1,523	54,193	45,356	59,582	18,016	450,237	(173,998)	981,177	2,418,824
	=					=				=

#### 12. Comparative figures

Certain comparative figures have been re-classified as a result of the presentation of the discontinued operation.

#### **MANAGEMENT DISCUSSION & ANALYSIS**

#### **BUSINESS REVIEW**

#### Overview

Golden Meditech continued to perform robustly in the nine months ended December 31, 2007. Turnover from continuing operations soared 26% compared with the same period of the previous year, while profit attributable to equity shareholders of the company rose 183%.

The strong growth was a direct result of the management's continued strategy of diversification into new dynamic healthcare sectors, and the successful commercialization of several pioneering medical products and services.

The Cord Blood Bank Segment is entering into the harvesting stage of its business lifecycle. After four years in operation, the segment is now delivering a significant revenue contribution, which is rising as a proportion of the Group's total turnover. Another key source of income has been the Medical Device Segment, which generates sustainable cash flow to help fund the development of new businesses.

On the other hand, the Chinese Herbal Medicine Segment remains at an early stage of development but is beginning to explore new geographical markets through a new alliance with China Healthcare Inc. (CHI), one of the largest Chinese healthcare chains in England and Ireland.

Under the terms of the arrangement, ownership and control of the Chinese Herbal Medicine Segment's production facilities and research team in China had passed to CHI. The asset restructuring makes CHI the largest Chinese healthcare chain in England and Ireland.

Golden Meditech once again received a number of accolades from the local media during the past calendar year. Respected Hong Kong financial magazine, the *Economic Digest*, selected the Group as one of the "Outstanding Enterprises in Hong Kong" in December 2007. The subsidiary which holds the Cord Blood Bank Segment was also honored during the year, with Deloitte Touche Tohmatsu naming it as one of the 50 fastest growing hi-tech companies in China in October 2007, and as one of the 500 fastest growing hi-tech companies in the Asia Pacific region in December 2007.

#### **Cord Blood Bank Segment**

The Cord Blood Bank Segment provides collection, processing, examination and cryopreservation services for umbilical cord blood stem cells from newborn babies. The segment currently has one branch located in Beijing and a second branch, which began operation in May 2007, located in Guangdong Province.

The segment's turnover showed significant growth, surging by 95% to HK\$91,701,000, for the nine months under review, while operating profit was up 135% to HK\$43,111,000. This was driven largely by the more established Beijing branch, which has performed exceptionally well in its first four years of operation and continues to report deepening penetration into the local market.

Meanwhile, the new branch in Guangdong has made an encouraging start without any wide-scale marketing campaigns, opting instead for a more focused promotional strategy specifically targeting expectant parents. In its first three quarters of operation, the Guangdong branch enrolled 3,470 new customers. In the third quarter alone, the branch's new subscriptions surged by 145% compared with the preceding quarter.

Going forward, the management expects the Guangdong branch to become another growth engine for the segment and the Group, especially once current work to build a larger and more advanced storage facility is completed.

#### **Medical Device Segment**

The Medical Device Segment not only develops and manufactures medical devices for professional use and personal health monitoring devices for consumer use, but also provides sales and consultancy services. Turnover for the nine months under review rose by 9% to HK\$210,676,000 compared with the same period last year. The segment's operating profit reached HK\$145,634,000.

The management is confident that the segment's core product will maintain its leading market position. It is also driving forward with research and development of new professional medical devices for hospitals and personal health monitoring devices for consumers to generate new growth momentum.

In October 2007, the jointly controlled entity, Beijing Pypo Technology Group Company Limited (Pypo), entered into a conditional equity subscription agreement with an institutional investor to allot and issue new shares for a cash consideration of US\$90,000,000. The transaction was completed in mid-November 2007 and proceeds will be used for the development of the Pypo's retail business. The Group, which now holds a 33.5% indirect stake in Pypo, recorded a HK\$37,700,000 gain from the deemed disposal.

#### **Chinese Medicine Segment**

The Chinese Herbal Medicine Segment is engaged in the research, development and production of Chinese herbal medicines. The segment's turnover came to HK\$5,291,000 for the nine months ended December 31, 2007, with production slowing down due to factory maintenance work following a minor warehouse fire in the first quarter.

In December 2007, the Group entered into an asset restructuring arrangement with China Healthcare Inc. (CHI), one of the largest Chinese healthcare chains in England and Ireland. After the restructuring, CHI's more than 90 retail healthcare chain stores in England and Ireland will distribute the Group's Chinese herbal medicine products. CHI will also take control of the segment's strong research and development team, and production facilities in China.

The transaction was completed on December 31, 2007. Following the transaction, 40% of CHI's profit after tax and the carrying value will be reported in the Group's financial statements.

#### **FINANCIAL REVIEW**

#### **Turnover from continuing operations**

The Group continued to develop in line with the management's expectations, recording robust growth for the nine months ended December 31, 2007. Turnover from continuing operations reached HK\$302,377,000, representing an increase of approximately 26% compared with the same period last year.

The Cord Blood Bank Segment is maturing into a significant and growing revenue contributor, amounting to 30% of the Group's total turnover for the period under review. The Medical Device Segment continues to generate strong income; and its contribution accounted for 70% of the Group's total turnover.

#### Gross profit margin from continuing operations

The Group's gross profit margin from continuing operations remained high at 71% during the period under review, similar to last year.

#### Selling and administrative expenses from continuing operations

The Group has an excellent track record in cost control due to the management's constant efforts to refine its cost structure. Despite an increase in business activities across all operating units, selling and administrative expenses for the nine months ended December 31, 2007 accounted for only 24% of total sales, in line with the management's expectations.

#### Profit attributable to equity shareholders of the Company

Profit attributable to equity shareholders amounted to HK\$494,396,000 for the nine months ended December 31, 2007, up by 183% compared with the same period in the previous year. The Group's earnings momentum was boosted by organic growth, soaring profit contributions from the medical device distribution network and the electronic consumer product distribution network, as well as an increase in interest income and gains from securities investments.

During the period under review, the Group engaged in the asset restructuring of its Chinese herbal medicine business with China Healthcare Inc. (CHI), a company which operates over 90 retail Chinese healthcare stores in England and Ireland. Through the asset restructuring, CHI will be equipped with a research and development team and production facilities. A 40% share of both CHI's profit after tax and carrying value will be reported in Golden Meditech's financial statements.

#### **PROSPECTS**

The Group's businesses all occupy pre-eminent positions in their sectors and their prospects for growth are among the strongest in China's healthcare industry.

The Group will continue to grow through diversification — expanding prudently into new technology-driven healthcare projects with strong growth prospects, high barriers to entry, and the potential for synergies with our existing businesses.

Our results thus far have proven this strategy to be effective in helping the management deliver on its commitment to generate strong, sustainable returns for shareholders.

Going forward, the management will continue to build on these solid foundations so that shareholders can continue to benefit from the strong growth of China's healthcare industry through Golden Meditech.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY AND IT'S ASSOCIATED CORPORATIONS

As at December 31, 2007, the interests and short positions of the Directors and chief executives of the Company in the shares and, in respect of equity derivatives, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

#### (a) The Company

### Long positions/(Short position) Number of ordinary shares of HK\$0.1 each

Name of Directors	Capacity and nature of interests	Corporate interests	Number of underlying shares held under equity derivatives	Total interests	Approximate percentage of the Company's issued share capital
Mr. KAM Yuen	Interest of controlled corporation	433,916,000 <sup>(1)</sup> (61,832,000) <sup>(2)</sup>		433,916,000 (61,832,000)	27.51% (3.92%)
	Beneficial owner	_	63,206,245 (3)	63,206,245	4.01%
Mr. LU Tian Long	Beneficial owner	_	400,000 (3)	400,000	0.03%
Ms. ZHENG Ting	Beneficial owner	_	2,000,000 (3)	2,000,000	0.13%

#### Notes:

- (1) Mr. KAM Yuen is the sole beneficial shareholder of the issued share capital of Bio Garden Inc. ("Bio Garden"), a company incorporated in the British Virgin Islands ("BVI") which owned 433,916,000 shares of the Company as at December 31, 2007.
- (2) Mr. KAM Yuen was deemed under the SFO to have a short position in the shares of the Company by virtue of his interest in Bio Garden.
- (3) These interests represent the Directors' beneficial interests in the underlying shares in respect of share options granted by the Company to the Directors as beneficial owners, details of which are set out in the section headed "Share Option Schemes" below.

## (b) China Stem Cells Holdings Limited ("CSC"), a subsidiary of the Company

	Capacity and nature	ordinary shares of US Number of underlying shares held under equity	S\$1 each Total	Approximate percentage of the issued share capital
Name of Directors	of interests	derivatives	interests	of CSC
Mr. KAM Yuen	Beneficial owner	10,000(1)	10,000	0.62%
Ms. ZHENG Ting	Beneficial owner	30,000(1)	30,000	1.85%

#### Note:

(1) These interests represent the Directors' beneficial interests in the underlying shares in respect of share options granted by CSC to the Directors as beneficial owners, details of which are set out in the section headed "Share Option Schemes" below.

Save as disclosed above, as at December 31, 2007, none of the Directors or chief executives of the Company or their respective associates had any interests or short positions in the shares or, in respect of equity derivatives, underlying shares in, or debentures of, the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

#### SHARE OPTION SCHEMES

#### (a) Share option schemes of the Company

- Principal terms of the share option schemes of the Company are set out in note 36 to the financial statements as included in the annual report of the Company for the year ended March 31, 2007.
- A summary of movements of share options under the share option schemes of the Company for the nine months ended December 31, 2007 is as follows:

Name of Directors and employees	Date of grant	Number of underlying shares in respect of which share options were outstanding as at April 1, 2007	Number of underlying shares in respect of which share options were exercised during the period	Number of underlying shares in respect of which share options were outstanding as at Dec. 31, 2007	Exercise price HK\$
Mr. KAM Yuen	March 30, 2005(1)	63,206,245	_	63,206,245	1.76
Mr. LU Tian Long	March 4, 2005(2)	400,000	_	400,000	1.60
Ms. ZHENG Ting	March 4, 2005(2)	2,000,000	_	2,000,000	1.60
Full-time employees (other than Directors	March 4, 2005 <sup>(2)</sup>	11,970,000	(100,000)(3)	11,870,000	1.60
		77,576,245	(100,000)	77,476,245	

#### Notes:

- (1) The share options are exercisable as to:
  - (i) up to 20% immediately after 6 months from the date of grant;
  - (ii) up to 60% immediately after 18 months from the date of grant;
  - (iii) up to 100% immediately after 30 months from the date of grant; and
  - (iv) the share options will expire at the close of business on March 3, 2015.
- (2) The share options are exercisable in full immediately after 3 months from the date of grant and will expire at the close of business on February 28, 2015.
- (3) Share options were exercised as follows:

	Weighted average closing price of shares	
	immediately before the	Total number of underlying
Exercise date	date of exercise	shares involved
November 19, 2007	HK\$3.51	100,000

(4) No share options granted under the share option schemes adopted by the Company on July 30, 2002 and March 30, 2005 respectively were cancelled or lapsed during the period ended December 31, 2007.

#### (b) Share option scheme of CSC

1. A summary of movements of share options under the CSC Scheme for the nine months ended December 31, 2007 is as follows:

Name of Directors and employees	Date of grant	Number of underlying shares in respect of which share options were outstanding as at April 1, 2007	Number of underlying shares in respect of which share options were outstanding as at Dec. 31, 2007	Exercise price HK\$
Mr. KAM Yuen	September 21, 2006 <sup>(1)</sup>	10,000	10,000	450
Ms. ZHENG Ting	September 21, 2006 <sup>(1)</sup>	30,000	30,000	450
Full-time employees (other than Directors)	September 21, 2006 <sup>(1)</sup>	60,000	60,000	450
		100,000	100,000	

#### Notes:

- (1) The share options are exercisable as to:
  - (i) up to 30% immediately after the Effective Date;
  - (ii) up to 60% immediately after 12 months from the Effective Date;
  - (iii) up to 100% immediately after 18 months from the Effective Date; and
  - (iv) the share options will expire at the close of business on August 27, 2016.
- (2) No share options granted under the CSC Scheme were exercised, cancelled or lapsed during the period ended December 31, 2007.

#### DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Apart from the share option schemes described above, at no time during the period under review was the Company or any of its subsidiaries a party to any arrangements to enable the Directors or chief executives of the Company or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in, or in respect of equity derivatives, underlying shares in, or debentures of, the Company or any other body corporate and no Directors or chief executives or their respective spouses or their children under eighteen years of age, had been granted any right to subscribe for equity or debt securities of the Company, nor had exercised any such right during the period under review.

## SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at December 31, 2007, the interests and short positions of the shareholders (not being Directors or chief executives of the Company) in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to section 336 of the SFO were as follows:

#### (a) Long position/(Short position) of substantial shareholders

Name	Capacity and nature of interests	Number of issued shares	Approximate percentage of the Company's issued share capital <sup>(4)</sup>
Bio Garden (1)	Beneficial owner	433,916,000 (61,832,000)	27.51% (3.92%)
Mr. Kent C. McCarthy (2)	Interest of controlled corporation	304,511,605	19.31%
Jayhawk China Fund (Cayman), Ltd. (2)	Investment manager	202,713,735	12.85%

### (b) Long position of other persons who are required to disclose their interests

Name of other persons who have more than 5% interests	Capacity and nature of interest	Number of issued shares	Approximate percentage of the Company's issued share capital <sup>(4)</sup>
Martin Currie (Holdings) Limited	Interest of controlled Corporation	114,848,000	7.28%
State Street Corporation	Interest of controlled corporation	84,928,244(P) <sup>(3)</sup>	5.39%

#### Notes:

- (1) Bio Garden is an investment holding company incorporated in the BVI. Mr. KAM Yuen was the sole beneficial shareholder of the entire issued share capital of Bio Garden as at December 31, 2007.
- (2) The interests disclosed by Mr. Kent C. McCarthy include 202,713,735 shares of the Company held by Jayhawk China Fund (Cayman), Ltd.
- (3) "P" denotes lending pool.
- (4) The percentage of interests is based on the aggregate nominal value of the shares comprising the interests held as a percentage of the aggregate nominal value of all the issued share capital of the Company immediately after the relevant event and as recorded in the register maintained under section 336 of the SFO.

Save as disclosed above, as at December 31, 2007, the Directors are not aware of any other person or corporation having an interest or short position in the shares and underlying shares of the Company representing 5% or more of the issued share capital of the Company.

#### **COMPETITION AND CONFLICT OF INTERESTS**

None of the Directors or the management shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete with the business of the Group or has any other conflicts of interest with the Group.

### PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the nine months ended December 31, 2007, the Company repurchased 208,000 shares on the Stock Exchange as follows:

Month of	Number of shares	Price po	Price per share		
purchase	repurchased	Highest HK\$	Lowest HK\$	price paid HK\$	
August 2007	208,000	3.01	2.62	554,000	

The repurchased shares were cancelled and the issued share capital of the Company was reduced by the par value of the repurchased shares. The premium paid for the repurchase of the shares and the related expenses were charged to the extent of HK\$533,000 to the share premium account and HK\$21,000 to the retained earnings account.

The repurchases were made for the benefit of the shareholders as a whole as they enhanced the earnings per share of the Company.

Except as disclosed above, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the nine months ended December 31, 2007.

#### SECURITIES TRANSACTIONS BY DIRECTORS

During the period under review, the Company has adopted the standards set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding the Directors' securities transactions in securities of the Company. Having made specific enquiries of all Directors, all Directors confirmed that they have complied with, or they were not aware of any non-compliance with the required standards of dealings.

#### **AUDIT COMMITTEE**

The Company has established an audit committee with written terms of reference. The primary duties of the audit committee are to review the Company's annual report, interim report and quarterly reports, the Group's financial control, internal control and risk management systems and to provide advice and comments thereon to the Board.

The audit committee comprises three independent non-executive Directors, namely Prof. CAO Gang (chairman of the audit committee), Mr. GAO Zong Ze and Prof. GU Qiao.

The audit committee, together with the management team of the Company, has reviewed the accounting principles and practices adopted by the Group and discussed accounting issues, internal control and financial reporting matters with the Directors, including a review of the unaudited third quarterly report for the nine months ended December 31, 2007.

By order of the Board

KAM Yuen

Chairman

HONG KONG, February 11, 2008

#### **GLOSSARY**

Terms used Brief description

General

Company Golden Meditech Company Limited.

Group Golden Meditech Company Limited, together

with its subsidiaries.

Subsidiary A company in which the Group, directly or

indirectly, holds more than half of the issued share capital or controls more than half the voting power or controls the composition of the board of directors. Subsidiaries are considered to be controlled if the Company has the power, directly or indirectly, to govern the financial and operating policies, so as to

obtain benefits from their activities.

Associate A company in which the Group has significant

influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

Jointly Control Entity A company which operates under a contractual

arrangement between the Group and other parties, where the contractual agreement establishes that the Group and one or more of the other party share joint control over the

economic activity of the company.

Director(s) The director(s) of the Company.

PRC/China The People's Republic of China, excluding the

Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative

Region of the PRC and Taiwan.

Stock Exchange The Stock Exchange of Hong Kong Limited.

GEM The Growth Enterprise Market operated by the

Stock Exchange.

HK\$ Hong Kong dollars, the lawful currency of Hong

Kong.

RMB Chinese Renminbi Yuan, the lawful currency

of China.

SFDA The State Food and Drug Administration of

China.

Shareholder(s) Holder(s) of Shares.

Shares Ordinary shares of HK\$0.10 each in the capital

of the Company.

US\$ United States dollars, the lawful currency of

the United States of America

#### Medical Device Segment

Autologous Blood Recovery System A hi-tech medical device that collects, filtrates, separates, cleanses, and re-infuses a patient's own blood lost during an accident or operation, replacing traditional blood transfusion. Its main components are the machine and the

disposable chambers.

ABRS Machine The machine of Autologous Blood Recovery

System, including the models for hospital and

outdoor use.

Disposable Chamber The disposable blood processing chamber and

related accessories. These are used once per operation for blood processing and recycling,

and cannot be reused.

#### Cord Blood Bank Segment

Blood stem cells Hematopoietic stem cells, from which all

hematopoietic and immune cell types are derived. They can develop into red blood cells, white blood cells and platelets, are self-regenerative and have a multi- differentiation and homing tendency (i.e. oriented migration to hematopoietic tissues or organs). They are found mainly in bone marrow, umbilical cord

blood and peripheral blood.

Cord blood The blood left in the umbilical cord and

placenta after the umbilical cord of a newborn

baby is clamped.

Cord blood bank A professional medical institution offering

extraction and banking services for cord blood hematopoietic stem cells and answering patients' enquiries on transplant matching.

Storage of blood stem cells Cryopreserving, or preserving by freezing,

blood stem cells in liquid nitrogen at -196°C

for a long period of time.

#### Chinese Herbal Medicine Segment

TangHerb® First proprietary Chinese herbal medicine

approved by the SFDA to alleviate common AIDS symptoms and boost the CD4 cell count of both HIV carriers and AIDS patients.

CD4 cell Also called a T-cell, a key immune cell of the

immune system.

#### CORPORATE INFORMATION

#### **Executive Directors**

Mr. KAM Yuen (Chairman)

Ms. JIN Lu

Mr. LU Tian Long Ms. ZHENG Ting

#### Independent Non-executive Directors

Prof. CAO Gang Mr. GAO Zong Ze Prof. GU Qiao

#### Registered Office

Appleby Corporate Services (Cayman) Limited P.O. Box 1350 GT Clifton House 75 Fort Street, George Town Grand Cayman, Cayman Islands British West Indies

#### Head Office and Principal Place of Business in the PRC

Room 11, 7/F, Tower E1, Beijing Oriental Plaza No.1 East Chang An Ave., Dong Cheng District Beijing, 100738 China

#### Principal Place of Business in Hong Kong

48/F, Bank of China Tower 1 Garden Road Central, Hong Kong

#### Stock Code

8180

#### Qualified Accountant and Company Secretary

Mr. KONG Kam Yu, ACA, AHKSA

#### Compliance Officer

Mr. KAM Yuen

#### **Audit Committee Members**

Prof. CAO Gang (Chairman) Mr. GAO Zong Ze

Prof. GU Qiao

#### Remuneration Committee Members

Mr. GAO Zong Ze (Chairman)

Prof. CAO Gang Prof. GU Qiao

#### **Authorized Representatives**

Mr. KAM Yuen Ms. ZHENG Ting

#### Legal Advisers to the Company

as to Hong Kong law Jones Day

#### **Auditors**

**KPMG** 

#### Principal Share Registrar and Transfer Office in the Cayman Islands

Appleby Corporate Services (Cayman) Limited

#### Branch Share Registrar and Transfer Office in Hong Kong

Computershare Hong Kong Investor Services Limited

#### Principal Bankers

China Construction Bank – Beijing Branch
Deutsche Bank AG
Sumitomo Mitsui Banking Corporation
DBS Bank (Hong Kong) Limited
Credit Suisse
Goldman Sachs (Asia) L.L.C.
EFG Bank
CITIC Ka Wah Bank Limited
Bank of China (Hong Kong) Limited

#### Public Relations Consultant

A-World Consulting Limited

#### Investor Relations Officer

Corporate Affairs Manager Email: ir@goldenmeditech.com

#### Website

www.goldenmeditech.com