



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)

PROXY FORM

Form of proxy for Extraordinary General Meeting to be held on 15 December 2008 (or any adjournment thereof)

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.1 each in the capital of Golden Meditech Company Limited (the "Company") HEREBY APPOINT (Note 3) the chairman of the meeting, or _____

of _____ as my/our proxy to attend and vote for me/us at the extraordinary general meeting of the Company to be held at Mont Blanc Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong at 10:00 a.m. on 15 December 2008 (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the meeting (the "Notice") as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve, ratify and confirm the Agreement and the Proposed Transaction as set out in the ordinary resolution numbered 1 in the Notice.		
2.	To approve the Proposed Spin-off as set out in the ordinary resolution numbered 2 in the Notice.		
3.	To approve the wavier of the rights of the shareholders of the Company to the assured entitlements to new shares of Pantheon Cayman as set out in the ordinary resolution numbered 3 in the Notice.		
4.	To approve the termination of the share option scheme of China Stem Cells Holdings Limited as set out in the ordinary resolution numbered 4 in the Notice.		

* The full text of the resolutions is set out in the Notice which is included in the circular dated 24 November 2008 despatched to the members of the Company.

Dated this _____ day of _____ 2008. Signature(s) _____ ^(Note 5)

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). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of 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 FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
4. 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 meeting other than those referred to in the Notice.
5. 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.
6. In the case of joint registered holders of any share(s), any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, then the holder so present whose name stands first on the register in respect of such share(s) shall alone be entitled to vote in respect thereof.
7. 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 of such power of attorney or other authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th 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 meeting or any adjournment thereof.
8. Completion and return of this form of proxy will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend the meeting, this form of proxy will be deemed to have been revoked.