

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, 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 announcement.



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Golden Meditech Company Limited (the “**Company**”) will 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 for the purpose of considering and, if thought fit, passing (with or without amendments) the following as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) “**THAT** the agreement and plan of merger, conversion and share exchange dated 3 November 2008 (the “**Agreement**”, the terms and conditions of which are set out in a document produced to the Meeting marked “A” and signed for the purpose of identification by the Chairman of the Meeting) entered into between the Company, Pantheon China Acquisition Corp., Pantheon Arizona Corp., China Cord Blood Services Corporation (“**CCBS**”) and the selling shareholders of CCBS and the transactions contemplated therein, under or incidental to the Agreement (the “**Proposed Transaction**”) be and are hereby ratified, confirmed and approved and that the board of directors (the “**Board**”) of the Company be and is hereby authorized to sign, seal, execute, perfect and deliver for and on behalf of the Company all such documents and deeds and to do all other acts and things as it may in its absolute discretion consider necessary, desirable or expedient to implement and/or give effect to the terms of the Agreement and the Proposed Transaction.”
- (2) “**THAT** the Proposed Spin-off be and is hereby approved and that the Board be and is hereby authorized to approve and implement on behalf of the Company the Proposed Spin-off and all incidental matters, to take all actions in connection therewith or arising from the Proposed Spin-off as it shall think fit.”
- (3) “**THAT** subject to the passing of resolutions numbered (1) and (2) above, any and all rights of the shareholders of the Company to assured entitlements to new shares in Pantheon Cayman (as defined in the circular dated 24 November 2008 issued by the Company (the “**Circular**”), as referred to in Practice Note 3 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**PN 3**”), be and are hereby unconditionally and irrevocably waived.”

- (4) “**THAT** subject to completion of the Proposed Transaction, the operation of the share option scheme of China Stem Cells Holdings Limited adopted on 21 September 2006 be terminated upon the adoption of the Pantheon Cayman Scheme (as defined in the Circular.)”

For this purpose, “Proposed Spin-off” means the proposed spin-off of the CCBS by the Company, which is deemed to be constituted as a result of the Proposed Transaction under PN 3, as more particularly described in the Circular, including any variations or changes thereto that are considered by the Board to be necessary or desirable and in the best interests of the Company and its shareholders as a whole.”

By order of the Board of
Golden Meditech Company Limited
Kam Yuen
Chairman

Hong Kong, 24 November 2008

Principal place of business in Hong Kong:
48/F, Bank of China Tower,
1 Garden Road,
Central,
Hong Kong

Notes:

1. The register of members of the Company will be closed from 11 December 2008 to 15 December 2008, both days inclusive, during which period no transfer of shares can be registered. In order to qualify for attending and voting at the Meeting, all transfer forms 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 10 December 2008.
2. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who holds two or more shares may appoint more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
3. 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.

4. In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Whether or not you propose to attend the Meeting in person, you are strongly urged to complete and return the proxy form in accordance with the instructions printed thereon. Completion and return of the proxy form will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the proxy form, it will be deemed to have been revoked.

As at the date of this announcement, the executive directors of the Company are Mr. Kam Yuen (Chairman), Ms. Jin Lu, Mr. Lu Tian Long and Ms. Zheng Ting, and the independent non-executive directors are Prof. Cao Gang, Mr. Gao Zong Ze and Prof. Gu Qiao.

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

This announcement will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the Company's website at <http://www.goldenmeditech.com>.