

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is not an offer to sell or the solicitation of an offer to buy any securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever.

This announcement is not being issued in the United States of America and is not for publication or distribution in the United States. This announcement does not contain or constitute an offer to sell or a solicitation of any offer to buy securities in the United States. The securities referred to herein may not be offered or sold in the United States or to US persons unless the securities are registered under the US Securities Act of 1933, as amended (the "Securities Act"), or an exemption from the registration requirements of the Securities Act is available.



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)

CLARIFICATION ANNOUNCEMENT

PLACING OF 3 PER CENT. CONVERTIBLE BONDS DUE 2014 (WITH WARRANTS) BY GOLDEN MEDITECH COMPANY LIMITED CONVERTIBLE INTO ORDINARY SHARES OF GOLDEN MEDITECH COMPANY LIMITED

Placing Agent

Geminis

Geminis Capital International Limited

Reference is made to the announcement of the Company dated 30 April 2009 (the “**Announcement**”), regarding the captioned matter. Terms in this announcement shall have the same meanings as those defined in the Announcement unless defined otherwise.

The Company wishes to clarify the following:

1. Under Rule 17.42B of the GEM Listing Rules, the Conversion Price shall not represent a discount of 20% or more to the benchmarked price of the Shares (as defined in Rule 17.42B of the GEM Listing Rules) (the benchmarked price in this case being HK\$1.114 per Share, thus the lowest Conversion Price (i.e. the Floor Price) shall not be less than HK\$0.8912 (equivalent to approximately US\$0.115, assuming the exchange rate of US\$1.00 : HK\$7.75) per Share (subject to adjustment in respect of consolidation and division of Shares only)).

Based on the Floor Price to be no less than HK\$0.8912 (equivalent to approximately US\$0.115, assuming the exchange rate of US\$1.00 : HK\$7.75) per Share, the maximum number of Shares that could be issued after taking into account any downward resets of the Conversion Price upon full conversion of the Bonds (including the Optional Bonds) shall be approximately 130,434,782 Shares, representing approximately 8.2% of the issued share capital of the Company as at the date of this announcement and approximately 7.6% of the enlarged issued share capital of the Company.

2. As set out in the Announcement, in the previous 12-month period, the Company undertook equity fund raising activity by the issue of 60,000,000 Shares to investors (as set out in the announcement of the Company dated 26 November 2008 (“**Nov 2008 Announcement**”)). The amount of net proceeds raised (after deduction of related expenses) was approximately HK\$57.5 million (as set out in the Nov 2008 Announcement) instead of HK\$51.5 million as set out in the Announcement. As disclosed in the Nov 2008 Announcement, such net proceeds was intended to be used for general working capital as well as for funding future investment opportunities. Up to the date of the Announcement, approximately HK\$13.8 million of such proceeds have been utilized for general working capital of the Group and approximately HK\$25.8 million have been utilized as earnest monies or deposits for exploration of various healthcare related investment opportunities. The balancing proceeds in the amount of approximately HK\$17.9 million has been deposited in the Group’s bank accounts in both Hong Kong and the PRC and is intended to be used by the Company for general working capital as well as for funding future investment opportunities.

(Unless otherwise specified, amounts denominated in US\$ and HK\$ have been translated, for the purpose of illustration only, in this announcement at the rate of US\$1.00 : HK\$7.75)

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

Hong Kong, 5 May 2009

As at the date of this announcement, the Board comprises 7 directors. The executive directors are KAM Yuen (Chairman), JIN Lu , LU Tian Long, and ZHENG Ting and the independent non-executive directors are CAO Gang, GAO Zong Ze and GU Qiao.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with 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: (a) the information contained in this announcement is accurate and complete in all material respects and not misleading; (b) there are no other matters the omission of which would make any statement in this announcement misleading; and (c) 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 Stock Exchange websites at <http://www.hkgem.com> on the “Latest Company Announcements” page and at <http://www.hkex.com.hk> on the “Latest Listed Company Information” page for at least seven days from the date of its publication and on the Company’s website at <http://www.goldenmeditech.com>.