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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)

(Stock Code of the Warrants: 00481)

INSIDE INFORMATION UPDATE ON THE POSSIBLE OPEN OFFER

This announcement is made by Golden Meditech Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the announcement of the Company (the “**Announcement**”) dated 29 April 2015 in relation to, among other things, a legally binding term sheet (the “**Underwriting Term Sheet**”) entered into between the Company and Bio Garden Inc. (“**Bio Garden**”) in relation to a possible open offer (the “**Possible Open Offer**”).

As disclosed in the Announcement, the entering into of a legally binding conditional underwriting agreement in respect of the Possible Open Offer is subject to the obtaining of an irrevocable facility from a financial institution in Hong Kong by Bio Garden on or before 31 May 2015 for the purpose of fulfilling its underwriting obligation for the Possible Open Offer. The Company is in the blackout period before publication of the results of the Company for the year ended 31 March 2015. Bio Garden, being a company wholly-owned by certain discretionary trusts of which Mr. Kam, an executive Director, was the founder, is prohibited from entering into legally binding agreement in respect of the underwriting of the Possible Open Offer (the “**Underwriting**”) during the blackout period. In addition, the market conditions including the market price of the Shares have changed significantly since the entry into the Underwriting Term Sheet. Accordingly, on 29 May 2015, the Company and

Bio Garden entered into a supplemental agreement to the Underwriting Term Sheet (the “**Supplemental Agreement**”) pursuant to which, among other things, subject to the agreement between the Company and Bio Garden on the changes (if any) to the terms of the Possible Open Offer, the parties agreed to extend the entry into a legally binding agreement in respect of the Underwriting to a date on or before 15 July 2015.

Save for the above, all other terms and conditions of the Underwriting Term Sheet remain unchanged and continue in full force and effect.

As contemplated by the Supplemental Agreement, the Company will not rule out the possibility of reconsidering the terms of the Possible Open Offer given the subsequent changes in the market conditions. The Company will make further announcement(s) to update the shareholders of the Company and potential investors of the status of the Underwriting and the Possible Open Offer as and when appropriate.

The Underwriting is subject to, among other things, the signing of a legally binding agreement, the terms and conditions of which are yet to be agreed. There is no assurance that the Company, Bio Garden and/or other potential underwriters will eventually enter into a legally binding agreement in respect of the Underwriting. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company, and if in any doubt, they should consult their professional advisers.

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

Hong Kong, 29 May 2015

As at the date of this announcement, the Board comprises 9 Directors. The executive Directors are Mr. Kam Yuen (Chairman), Mr. Kong Kam Yu and Mr. Yu Kwok Kuen, Harry; the non-executive Directors are Ms. Zheng Ting and Mr. Gao Yue; and the independent non-executive Directors are Prof. Cao Gang, Mr. Feng Wen, Prof. Gu Qiao and Mr. Daniel Foa.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.