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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Golden Meditech Holdings Limited, you should at once hand this circular to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

(Warrant Code: 00481)

Executive Directors:

Mr. KAM Yuen (*Chairman*)

Mr. KONG Kam Yu

Mr. YU Kwok Kuen, Harry

Non-Executive Directors:

Ms. ZHENG Ting

Mr. GAO Yue

Independent Non-Executive Directors:

Prof. CAO Gang

Mr. FENG Wen

Prof. GU Qiao

Mr. Daniel FOA

Registered Office:

Appleby Corporate Services (Cayman) Limited

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British West Indies

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in PRC:*

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Beijing Economic Technological

Development Area

Beijing, 100176 China

Principal Place of Business in Hong Kong:

48/F, Bank of China Tower

1 Garden Road

Central, Hong Kong

2 June 2015

*To the holders of Warrants and, for information only,
the shareholders of the Company*

Dear Sir or Madam

EXPIRY OF SUBSCRIPTION RIGHTS ATTACHING TO THE WARRANTS

The board of directors (the “**Board**”) of Golden Meditech Holdings Limited (the “**Company**”) wishes to remind the holders of the existing bonus warrants issued by the Company (warrant code: 00481) (the “**Warrants**”), entitling holders thereof to subscribe for new shares of HK\$0.20 each in the share capital of the Company (the “**Share(s)**”) at the initial subscription price of HK\$1.40 per Share (subject to adjustments) that in accordance with the terms and conditions of the instrument dated 4 June 2014 constituting the Warrants, the subscription rights attaching to the Warrants (the “**Subscription Rights**”) will expire at **4:00 p.m. on Thursday, 30 July 2015. Thereafter, any Subscription Rights which have not been exercised by 4:00 p.m. on Thursday, 30 July 2015 will lapse and certificates of the Warrants will cease to be valid for any purpose.**

In respect of the expiry of the Warrants, the Company has made the following arrangements regarding dealings in, transfers of and exercise of the Subscription Rights:

1. **the last trading day of the Warrants on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) will be Monday, 27 July 2015** and trading of the Warrants on the Stock Exchange will close **after 4:00 p.m. on Monday, 27 July 2015.** The listing of the Warrants will be withdrawn from the Stock Exchange with effect from **4:00 p.m. on Thursday, 30 July 2015,** and an application has been made to the Stock Exchange for the withdrawal of listing of the Warrants with effect from **4:00 p.m. on Thursday, 30 July 2015.**
2. the registered holders of the Warrants who wish to exercise their Subscription Rights must lodge with the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (the “**Share Registrar**”) the following documents by no later than 4:00 p.m. on Thursday, 30 July 2015:
 - (i) the relevant certificate(s) of the Warrants;

- (ii) the duly completed and signed subscription form(s); and
 - (iii) remittances for the relevant exercise moneys.
3. holders of the Warrants who have not registered their holdings in Warrants under their own names and wish to exercise in whole or in part of any of their Subscription Rights must lodge with the Share Registrar at the abovementioned address the following documents by no later than **4:00 p.m. on Thursday, 30 July 2015**:
- (i) the relevant duly executed and stamped instrument(s) of transfer(s) and/or other document(s) of title;
 - (ii) the relevant certificate(s) of the Warrants;
 - (iii) the duly completed and signed subscription form(s); and
 - (iv) remittances for the relevant exercise moneys.

Subscription forms and the relevant accompanying documentation lodged with the Share Registrar later than **4:00 p.m. on Thursday, 30 July 2015** will not be regarded as valid and will therefore not be accepted.

Shares to be issued pursuant to the exercise of the Subscription Rights will, when issued, rank pari passu in all respects with the then existing issued Shares. Under the terms of the instrument of the Warrants, new Shares will be allotted and issued not later than 28 days after the date of the exercise of the Subscription Rights.

The closing prices of the Shares and the Warrants on the Stock Exchange on 1 June 2015 (being the latest practicable date prior to the printing of this circular) were HK\$1.93 per Share and HK\$0.445 per Warrant, respectively.

Holders of the Warrants who are in doubt as to their position or their action to be taken are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

Yours faithfully
By Order of the Board
Golden Meditech Holdings Limited
KAM Yuen
Chairman