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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)

TERMINATION OF PREVIOUS PLACING AGREEMENT AND PLACING OF NEW SHARES UNDER GENERAL MANDATE

Sole Placing Agent and Bookrunner

NOMURA

THE TERMINATION AND THE NEW PLACING AGREEMENT

On 8 July 2015 (before trading hours), the Company and the Placing Agent entered into the Termination Agreement terminating the Previous Placing Agreement.

Immediately after the Termination, the Company and the Placing Agent entered into the New Placing Agreement, whereby the Company has conditionally agreed to place, through the Placing Agent, on a best effort basis, of up to 140,000,000 Placing Shares to the Placee(s), who and whose ultimate beneficial owners shall be Independent Third Parties at the Placing Price of HK\$1.00 per Placing Share.

The Placing Shares will be allotted and issued under the General Mandate. The Placing is therefore not subject to Shareholders' approval.

Shareholders and potential investors should note that completion of the Placing is subject to the fulfillment of the condition precedent under the New Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

THE TERMINATION AND THE NEW PLACING AGREEMENT

Reference is made to the announcement of the Company dated 3 July 2015 in relation to the proposed placing of new Shares under general mandate.

In view of the recent market conditions and the fluctuation of the market price of the Shares since 3 July 2015, it was agreed among the parties that the terms of the proposed placing of new Shares pursuant to the Previous Placing Agreement should be changed.

Accordingly, on 8 July 2015 (before trading hours), the Company and the Placing Agent entered into the Termination Agreement terminating the Previous Placing Agreement.

Immediately after the Termination, the Company and the Placing Agent entered into the New Placing Agreement, whereby the Company has conditionally agreed to place, through the Placing Agent, on a best effort basis, of up to 140,000,000 Placing Shares to the Placee(s), who and whose ultimate beneficial owners shall be Independent Third Parties at the Placing Price of HK\$1.00 per Placing Share.

The principal terms of the New Placing Agreement are summarised as follows:

Date:

8 July 2015

Issuer:

The Company

Placing Agent:

Nomura International (Hong Kong) Limited

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Placee(s)

Under the New Placing Agreement, the Placee(s) shall be any individual(s), institutional or other professional investor(s) or any of their respective subsidiaries or associates procured by the Placing Agent to subscribe for any of the Placing Shares. As at the date of this announcement, it is expected that Atlantis Investment Management (Hong Kong) Limited (“**Atlantis**”) will be the sole placee to the Placing. As at the date of this announcement, Atlantis is a Shareholder holding 60,001,085 Shares, representing approximately 3.28% of the issued share capital of the Company. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Atlantis and its ultimate beneficial owner(s) are Independent Third Parties as at the date of this announcement. Assuming that (i) all the Placing Shares are placed to Atlantis and after taking into account the Shares already held by Atlantis as at the date of this announcement and (ii) Atlantis will not acquire further Shares from the date of this announcement up to the completion of the Placing other than the Placing Shares, Atlantis will be interested in 200,001,085 Shares immediately upon completion of the Placing, which will represent approximately 10.15% of the issued share capital of the Company as enlarged by the Placing Shares. Accordingly, Atlantis will become a substantial shareholder (as defined in the Listing Rules) of the Company and therefore a connected person of the Company. Atlantis is a limited liability company incorporated in Hong Kong. Atlantis is licensed by the Securities and Futures Commission of Hong Kong to undertake type 4 (advising on securities) and type 9 (asset management) regulated activities.

Number of the Placing Shares

A maximum of 140,000,000 Placing Shares, which represent (i) approximately 7.65% of the total issued share capital of the Company as at the date of this announcement; and (ii) approximately 7.10% of the total issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares (assuming no new Share being issued and/or repurchased by the Company between the date of this announcement and completion of the Placing save for the allotment and issue of the Placing Shares).

The aggregate nominal value of the Placing Shares will be HK\$28 million.

Ranking of the Placing Shares

The Placing Shares, upon issue and fully paid, will rank *pari passu* in all respects among themselves and with the Shares in issue as at the date of the allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK\$1.00 per Placing Share was determined after arm's length negotiations between the Company and the Placing Agent with reference to, among other things, the prevailing market price and trading liquidity of the Shares and the financial positions of the Group.

The Placing Price represents:

- (i) a discount of approximately 0.99% to the closing price of HK\$1.01 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (ii) a discount of approximately 14.38% to the average closing price of HK\$1.168 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day.

Placing commission

The Placing Agent will receive a placing commission of 1.50% of the amount equal to the Placing Price multiplied by the actual number of the Placing Shares successfully placed by the Placing Agent.

The placing commission was determined after arm's length negotiations between the Company and the Placing Agent under normal commercial terms with reference to the prevailing market conditions.

Condition precedent of the Placing

Completion of the Placing is conditional upon the Listing Committee of the Stock Exchange granting listing of and permission to deal in the Placing Shares (and such listing and permission not subsequently revoked prior to the completion date of the Placing).

If the above condition is not fulfilled on or before 14 July 2015 (or such later date as may be agreed between the Company and the Placing Agent), the obligations and liabilities of the Placing Agent and the Company under the Placing shall be null and void and neither the Company nor the Placing Agent shall have any claim against the other for costs, damages, compensation or otherwise, save for any rights or obligations accrued prior to the termination becoming effective.

Termination

The Placing Agent may terminate the New Placing Agreement upon the occurrence of the events specified under the New Placing Agreement, including without limitation:

- (i) there develops, occurs or comes into force:
 - (a) any new law or regulation or any change or development involving a prospective change in existing laws or regulations in any relevant jurisdiction which in the opinion of the Placing Agent has or is likely to have a material adverse effect on the financial position of the Company and/or of the Group as a whole;
 - (b) any significant change (whether or not permanent) in local, national or international monetary, economic, financial or political conditions which in the opinion of the Placing Agent is or would be materially adverse to the success of the Placing;
 - (c) any significant change (whether or not permanent) in local, national or international securities market conditions or currency exchange rates or foreign exchange rates or foreign exchange controls which in the reasonable opinion of the Placing Agent is or would be materially adverse to the success of the Placing or make it impracticable or inadvisable or inexpedient to proceed therewith; or
- (ii) any breach of any of the representations, warranties and undertakings by the Company under the New Placing Agreement comes to the knowledge of the Placing Agent; or
- (iii) there is any such adverse change, or development involving a prospective adverse change in the general affairs, condition, results of operations or prospects, management, business, stockholders' equity or in the financial or trading position of the Company and/or of the Group as a whole which in the reasonable opinion of the Placing Agent is materially adverse to the success of the Placing,

then and in any such case, the Placing Agent may terminate the New Placing Agreement without liability to the Company by giving notice in writing to the Company at any time prior to 10:00 a.m. on the date on which completion of the Placing shall take place.

Completion of the Placing

Completion of the Placing shall take place on 15 July 2015 (or such other date as the Company and the Placing Agent may agree in writing).

Placing Shares to be issued under the General mandate

The Placing Shares will be issued under the General Mandate. Accordingly, the Placing is not conditional upon Shareholders' approval. Under the General Mandate, the Company has been authorised by the Shareholders to issue up to 343,590,489 new Shares. As at the date of this announcement, the General Mandate has been utilised as to 188,088,541 new Shares. No Shares have been issued under the Previous Placing Agreement.

Application for listing

An application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY UPON COMPLETION OF THE PLACING

Assuming there will not be any change in the issued share capital of the Company from the date of this announcement up to the completion of the Placing, set out below is the shareholding structure of the Company (i) as at the date of this announcement; and (ii) upon completion of the Placing:

	As at the date of this announcement		Upon completion of the Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Bio Garden Inc. (" Bio Garden ") (Note 1)	370,650,000	20.24	370,650,000	18.80
Mr. Kong Kam Yu (" Mr. Kong ") (Note 2)	6,200,238	0.34	6,200,238	0.31
New Horizon Capital Partners III Ltd. (" NH Capital ") (Note 3)	308,325,900	16.84	308,325,900	15.64
Atlantis (an intended Placee)	60,001,085	3.28	200,001,085	10.15
Public Shareholders	<u>1,086,028,433</u>	<u>59.30</u>	<u>1,086,028,433</u>	<u>55.10</u>
Total	<u><u>1,831,205,656</u></u>	<u><u>100.00</u></u>	<u><u>1,971,205,656</u></u>	<u><u>100.00</u></u>

Notes:

- (1) Bio Garden is a company wholly owned by certain discretionary trusts of which Mr. Kam Yuen, an executive Director, was the founder.*
- (2) Mr. Kong is an executive Director.*
- (3) These Shares were held through Hope Sky Investments Limited and Top Strength Holdings Limited, which are wholly-owned by New Horizon Capital III, L.P.; and NH Capital is a controller of New Horizon Capital III, L.P..*

REASONS FOR THE TERMINATION, PLACING AND USE OF PROCEEDS

The Group is China's leading integrated-healthcare device and service operator, and the first medical device enterprise that was publicly listed outside of the PRC on the Stock Exchange. The Group is involved in five different businesses, namely (i) the medical devices business; (ii) the cord blood storage business, which is listed, through the Company's subsidiary, CCBC, on the NYSE; (iii) the hospital management business; (iv) the medical insurance administration business; and (v) the Chinese herbal medicine business.

Assuming the maximum of 140,000,000 Placing Shares are successfully placed, the gross proceeds and the net proceeds (after deduction of the relevant expenses in relation to the Placing) from the Placing will be approximately HK\$140 million and HK\$138 million, respectively. The net Placing Price will be approximately HK\$0.985 per Placing Share.

The Company intends to apply all the said net proceeds for the CCBC Shares Acquisition. Notwithstanding the change of the Placing Price from HK\$1.24 to HK\$1.00, the Directors are of the view that the financing for the CCBC Shares Acquisition will not be materially affected as the Placing is only one of the means of funding such acquisition. The possible open offer as a way of fund raising to finance the CCBC Shares Acquisition as disclosed in the announcement of the Company dated 29 April 2015 is still being considered by the Company as at the date of this announcement.

As disclosed in the section headed "The Termination and the New Placing Agreement", the Previous Placing Agreement was terminated in view of the recent market conditions and the fluctuation of the market price of the Shares since 3 July 2015 and the New Placing Agreement was entered into as a result. The Directors are of the view that the Placing would provide additional capital to the Group for the

CCBC Shares Acquisition. Accordingly, the Directors consider that the terms of the Termination and the Placing under the New Placing Agreement (including the Placing Price) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FUND RAISING EXERCISE OF THE COMPANY DURING THE PAST TWELVE MONTHS

Date of announcement	Event	Approximate net proceeds	Intended use of net proceeds	Actual use of net proceeds
3 July 2015(<i>Note</i>)	Placing of new shares under general mandate pursuant to the Previous Placing Agreement	N/A	For CCBC Shares Acquisition	N/A
22 October 2014	Issue of convertible notes	HK\$149 million	For general working capital	For general working capital

Note: The placing of new Shares pursuant to the Previous Placing Agreement has been terminated with effect from 8 July 2015.

Save as disclosed above, the Company had not conducted any other fund raising exercise in the past twelve months immediately preceding the date of this announcement.

Shareholders and potential investors should note that completion of the Placing is subject to the fulfillment of the condition precedent under the New Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“CCBC”	China Cord Blood Corporation, a non-wholly owned subsidiary of the Company and a company listed on the NYSE

“CCBC Shares Acquisition”	the proposed acquisition of all the ordinary shares of CCBC which are not already directly or indirectly owned by the Company at an offer price of US\$6.40 in cash per share as announced in the announcement of the Company dated 29 April 2015
“Company”	Golden Meditech Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00801)
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the Last AGM to allot, issue and deal with up to 20% of the then issued share capital of the Company as at the date of the Last AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	a party(ies) who is independent of and not connected with the Company and its connected persons
“Last AGM”	the last annual general meeting of the Company held on 19 September 2014 at which, among others, a resolution for the grant of the General Mandate to the Directors was duly passed by the Shareholders
“Last Trading Day”	7 July 2015, being the last trading day immediately before the date of the New Placing Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Placing Agreement”	a conditional placing agreement dated 8 July 2015 entered into between the Company and the Placing Agent in relation to the Placing

“NYSE”	the New York Stock Exchange, Inc. or any successor thereto
“Placee(s)”	any individual(s), institutional or other professional investor(s) or any of their respective subsidiaries or associates procured by the Placing Agent to subscribe for any of the Placing Shares
“Placing”	the placing of up to 140,000,000 Placing Shares by the Placing Agent on a best effort basis pursuant to the terms of the New Placing Agreement
“Placing Agent”	Nomura International (Hong Kong) Limited, a licensed corporation to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Placing Price”	HK\$1.00 per Placing Share
“Placing Shares”	a maximum of 140,000,000 new Shares to be placed under the New Placing Agreement
“PRC”	the People’s Republic of China, excluding Hong Kong, Macao Special Administrative Region and Taiwan for the purpose of this announcement
“Previous Placing Agreement”	the conditional placing agreement dated 3 July 2015 entered into between the Company and the Placing Agent in relation to the proposed placing of 140,000,000 new Shares at the placing price of HK\$1.24 per Share
“Share(s)”	ordinary share(s) of HK\$0.20 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Termination”	the termination of the Previous Placing Agreement in accordance with the Termination Agreement

“Termination
Agreement”

the termination agreement dated 8 July 2015 entered into between the Company and the Placing Agent in relation to the Termination

“%”

per cent.

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

Hong Kong, 8 July 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.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.