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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)

COMPLETION OF PLACING OF NEW SHARES

UNDER GENERAL MANDATE

AND

ADJUSTMENTS TO CONVERTIBLE SECURITIES OF THE COMPANY

Reference is made to the announcement of Golden Meditech Holdings Limited (the “**Company**”) dated 8 July 2015 (the “**Announcement**”) in relation to, among others, the proposed placing of new shares under general mandate. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that the condition precedent set out in the New Placing Agreement has been fulfilled and the Placing was completed on 15 July 2015 in accordance with the New Placing Agreement. An aggregate of 140,000,000 Placing Shares have been successfully placed by the Placing Agent to Atlantis at the Placing Price of HK\$1.00 per Placing Share under the General Mandate.

Immediately before completion of the Placing, Atlantis was an Independent Third Party holding approximately 3.28% of the then issued share capital of the Company. Immediately after completion of the Placing, Atlantis held an aggregate of 200,001,085 Shares, representing approximately 10.15% of the issued share capital of the Company as enlarged by the issue of the Placing Shares. Accordingly, Atlantis became a substantial shareholder of the Company and therefore a connected person of the Company immediately after completion of the Placing.

The gross proceeds and the net proceeds (after deduction of the relevant expenses) from the Placing are approximately HK\$140 million and HK\$138 million, respectively. The net Placing Price is approximately HK\$0.985 per Placing Share.

The Company intends to apply all the said net proceeds for the CCBC Shares Acquisition.

CHANGES IN THE SHAREHOLDINGS STRUCTURES OF THE COMPANY

Set out below is the shareholdings structure of the Company (i) immediately before completion of the Placing; and (ii) immediately after completion of the Placing:

	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Bio Garden	370,650,000	20.24	370,650,000	18.80
Mr. Kong	6,200,238	0.34	6,200,238	0.31
NH Capital	308,325,900	16.84	308,325,900	15.64
Atlantis	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>1,831,205,656</u>	<u>100.00</u>	<u>1,971,205,656</u>	<u>100.00</u>

ADJUSTMENTS TO CONVERTIBLE SECURITIES OF THE COMPANY

Immediately before completion of the Placing, there were (i) 277,246,191 outstanding listed warrants (the “**Listed Warrants**”) entitling the holders thereof to subscribe for up to 277,246,191 new Shares at a subscription price of HK\$1.40 (the “**Subscription Price**”), subject to adjustments; and (ii) outstanding convertible notes (the “**Convertible Notes**”) in the aggregate principal amount of US\$20,000,000 entitling the holders thereof to convert into a maximum of 110,714,285 new Shares (the “**Conversion Shares**”) at an conversion price of HK\$1.40 (the “**Conversion Price**”), subject to adjustments.

According to the instrument constituting the Listed Warrants, as a result of the Placing, adjustments shall be made to the Subscription Price such that the Subscription Price will be adjusted from HK\$1.40 to HK\$1.39 with effect from 15 July 2015.

In addition, according to the instrument constituting the Convertible Notes, as a result of the Placing, adjustments shall be made to the Conversion Price and Conversion Shares such that the Conversion Price will be adjusted from HK\$1.40 to HK\$1.372 (the “**Adjusted Conversion Price**”) and the Conversion Shares will be adjusted from 110,714,285 new Shares to 112,973,760 new Shares with effect from 15 July 2015, representing the creation of additional 2,259,475 Shares (the “**Additional Conversion Shares**”) upon full exercise of the Convertible Notes at the Adjusted Conversion Price.

After completion of the Placing, there remain 13,242,473 new Shares issuable under the General Mandate.

Save for the above, all other terms and conditions of the Listed Warrants and the Convertible Notes remain unchanged.

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

Hong Kong, 15 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.

For the purpose of this announcement, conversion of US\$ into HK\$ is based on the exchange rate of US\$1.00 to HK\$7.75. The exchange rate has been used, where applicable, does not constitute a representation that any amounts, have or may have been exchanged at this or any other rates or at all.

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