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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)**

**VOLUNTARY ANNOUNCEMENT  
PROVISION OF FINANCIAL ASSISTANCE**

This is a voluntary announcement made by the Company.

**THE SHAREHOLDERS LOAN AGREEMENT**

The Board is pleased to announce that on 13 August 2018 (after trading hours), GM K.K., an indirect wholly-owned subsidiary of the Company, and Magnum Opus entered into the Shareholders Loan Agreement with ASA, pursuant to which GM K.K. and Magnum Opus conditionally agreed to provide the Shareholders Loan in an aggregate principal amount of JPY2.4 billion (equivalent to approximately HK\$168 million), of which JPY1.2 billion (equivalent to approximately HK\$84 million) will be provided by each of GM K.K. and Magnum Opus in proportion to their equity interest in ASA.

**LISTING RULES IMPLICATIONS**

As all of the applicable percentage ratios in respect of the provision of the Shareholders Loan by GM K.K. are less than 5%, the provision of the Shareholders Loan by GM K.K. does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

As at the date of this announcement, Mr. Kam is (i) an executive Director and chairman of the Board; and (ii) a controlling shareholder of the Company beneficially interested in approximately 72.57% of the total issued share capital of the Company and is therefore a connected person of the Company. Further, as Magnum Opus is wholly-owned by Mr. Kam, Magnum Opus is an associate of Mr. Kam and is, therefore, a connected person of the Company.

ASA is owned as to 50% by each of GM K.K. and Magnum Opus. Magnum Opus, being a connected person of the Company, is entitled to exercise 10% or more of the voting power at any general meeting of ASA. Therefore, ASA is a commonly held entity falling within the meaning of Rule 14A.27 of the Listing Rules.

Accordingly, the provision of the Shareholders Loan by GM K.K. to ASA constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Nevertheless, pursuant to Rule 14A.89 of the Listing Rules, the provision of the Shareholders Loan by GM K.K. is fully exempt given that (i) it is conducted on normal commercial terms and (ii) it is in proportion to the equity interest directly held by the Company's subsidiary, GM K.K. in ASA and without guarantee.

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## **THE SHAREHOLDERS LOAN AGREEMENT**

The Board is pleased to announce that on 13 August 2018 (after trading hours), GM K.K., an indirect wholly-owned subsidiary of the Company, and Magnum Opus entered into the Shareholders Loan Agreement with ASA, pursuant to which GM K.K. and Magnum Opus conditionally agreed to provide the Shareholder Loan in an aggregate principal amount of JPY2.4 billion (equivalent to approximately HK\$168 million), of which JPY1.2 billion (equivalent to approximately HK\$84 million) will be provided by each of GM K.K. and Magnum Opus in proportion to their equity interest in ASA.

The major terms of the Shareholders Loan Agreement are set out below:

<b>Date</b>	:	13 August 2018 (after trading hours)
<b>Parties</b>	:	(i) GM K.K. (as lender) (ii) Magnum Opus (as lender) (iii) ASA (as borrower)
<b>Principal Amount</b>	:	An aggregate amount of JPY2.4 billion, of which JPY1.2 billion will be provided by each of GM K.K. and Magnum Opus.
<b>Interest Rate</b>	:	5% per annum.

- Shareholders Loan Date** : 13 August 2018, being the date on which the Shareholders Loan to be provided to ASA (or such other date as may be agreed between the parties to the Shareholders Loan Agreement in writing) (the “**Shareholders Loan Date**”).
- Repayment Date** : the earliest to occur of :
- (a) the date which is five years from the Shareholders Loan Date; and
  - (b) the occurrence of an insolvency event in respect of ASA,
- or such other date as may be agreed between the parties to the Shareholders Loan Agreement in writing (the “**Repayment Date**”).
- Repayment** : ASA must pay the amount actually owing or remaining unpaid by it including the interest on the Repayment Date.
- Early Repayment** : ASA may, in its own discretion prepay all or any part of the Shareholders Loan, without penalty, at any time during the term of the Shareholders Loan.

#### **INFORMATION ON ASA**

As at the date of this announcement, ASA is owned as to 50% by each of GM K.K. and Magnum Opus. ASA is accounted as an investment in joint venture of the Company.

ASA is a company incorporated in Japan. The principal business activities of ASA are provision of real estate asset management, investment consultancy and property arrangement services (including trust agreement and financial instrument services) with various licences and permits in wealth management. ASA manages offices, residences, commercial facilities, hotels and healthcare houses.

#### **INFORMATION ON THE GROUP**

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 principally engaged in (i) the healthcare services segment, comprising hospital management business and medical insurance administration business; (ii) the medical devices segment, comprising of manufacturing and sale of medical devices and its consumables; and (iii) strategic investments, comprising of manufacturing and sale of Chinese herbal medicines.

## **INFORMATION ON MAGNUM OPUS AND MR. KAM**

Magnum Opus is a company incorporated in the British Virgin Islands with limited liability and is an investment holding company.

As at the date of this announcement, Magnum Opus is wholly-owned by Mr. Kam, being (i) an executive Director and chairman of the Company; and (ii) a controlling shareholder of the Company beneficially interested in approximately 72.57% of the total issued share capital of the Company.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE SHAREHOLDERS LOAN AGREEMENT**

The principal business activities of ASA are provision of real estate asset management, investment consultancy and property arrangement services (including trust agreement and financial instrument services) with various licences and permits in wealth management in Japan. The provision of the Shareholders Loan will provide additional funding to ASA so as to (i) maintain a sufficient level of liquidity and financial flexibility for its business operation; and (ii) explore new opportunities as and when appropriate, including but not limited to investment in property project in Japan. The Directors consider that the Group could be benefited from improving overall profitability and broadening the source of profit of the Group should ASA performs well.

In view of the above, the Directors are of the view that the terms of the Shareholders Loan Agreement are on normal commercial terms and fair and reasonable and the entering into of Shareholders Loan Agreement is in the interest of the Company and shareholders of the Company as a whole.

## **LISTING RULES IMPLICATIONS**

As all of the applicable percentage ratios in respect of the provision of the Shareholders Loan by GM K.K. are less than 5%, the provision of the Shareholders Loan by GM K.K. does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

As at the date of this announcement, Mr. Kam is (i) an executive Director and chairman of the Board; and (ii) a controlling shareholder of the Company beneficially interested in approximately 72.57% of the total issued share capital of the Company and is therefore a connected person of the Company. Further, as Magnum Opus is wholly-owned by Mr. Kam, Magnum Opus is an associate of Mr. Kam and is, therefore, is a connected person of the Company.

ASA is owned as to 50% by each of GM K.K. and Magnum Opus. Magnum Opus, being a connected person of the Company, is entitled to exercise 10% or more of the voting power at any general meeting of ASA. Therefore, ASA is a commonly held entity falling within the meaning of Rule 14A.27 of the Listing Rules.

Accordingly, the provision of the Shareholders Loan by GM K.K. to ASA constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Nevertheless, pursuant to Rule 14A.89 of the Listing Rules, the provision of the Shareholders Loan by GM K.K. is fully exempt given that (i) it is conducted on normal commercial terms and (ii) it is in proportion to the equity interest directly held by the Company's subsidiary, GM K.K. in ASA and without guarantee.

## DEFINITIONS

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

“ASA”	ASA Asset Management Co., Ltd., a company incorporated in Japan with limited liability
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Golden Meditech Holdings Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“GM K.K.”	Golden Meditech K.K. or 株式會社金衛, an indirect wholly-owned subsidiary of the Company, incorporated in Japan with limited liability
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“JPY”	Japanese Yen, the lawful currency of Japan

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Magnum Opus”	Magnum Opus International Holdings Limited, a company incorporated under the laws of British Virgin Islands with limited liability and wholly-owned by Mr. Kam
“Mr. Kam”	Mr. Kam Yuen, the chairman of the Board, an executive Director and a controlling shareholder of the Company
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Shareholders Loan”	the proposed Shareholders Loan in aggregate amount of JPY2.4 billion, of which JPY1.2 billion will be provided by each of GM K.K. and Magnum Opus as contemplated under the Shareholders Loan Agreement
“Shareholders Loan Agreement”	the shareholders loan agreement dated 13 August 2018 entered into between GM K.K., Magnum Opus and ASA in respect of the provision of the Shareholders Loan
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

*Unless specified otherwise, conversion of HK\$ into JPY is based on the exchange rate of HK\$1.00 to JPY\$14.29. The exchange rate has been used, where applicable, for the purpose of illustration only and do not constitute a representation that any amount was or may have been exchanged at this or any other rates or at all.*

By order of the Board  
**Golden Meditech Holdings Limited**  
**KAM Yuen**  
*Chairman*

Hong Kong, 13 August 2018

*As at the date of this announcement, the board of Directors comprises 8 Directors. The executive Directors are Mr. Kam Yuen (Chairman), Mr. Kong Kam Yu and Mr. Feng Wen; the non-executive Director is Ms. Zheng Ting; and the independent non-executive Directors are Prof. Cao Gang, Prof. Gu Qiao, Mr. Gao Yue and Mr. Daniel Foa.*