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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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)**

**PROPOSALS FOR  
(1) RE-ELECTION OF RETIRING DIRECTORS;  
(2) GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in this cover page have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the AGM to be held at No. 11 Wan Yuan Street, Beijing Economic Technological Development Area, Beijing, China on Thursday, 26 September 2019 at 3:00 p.m. is set out in Appendix III to this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the meeting (ie. not later than 24 September 2019 at 3:00 p.m. (Hong Kong time)) or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the meeting in person.

22 August 2019

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at No. 11 Wan Yuan Street, Beijing Economic Technological Development Area, Beijing, China on Thursday, 26 September 2019 at 3:00 p.m. (including any adjournment thereof), the notice of which is set out in Appendix III to this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“CG Code”	the Corporate Governance Code as set out in Appendix 14 of the Listing Rules
“close associate”	has the same meaning as defined under the Listing Rules
“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
“controlling shareholder”	has the same meaning as defined under the Listing Rules
“core connected person”	has the same meaning as defined under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general and unconditional mandate to allot, issue, and deal with additional securities of the Company not exceeding 20% of the number of issued Shares as at the date of passing the relevant resolution for the period up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Issue Mandate by ordinary resolution of the Shareholders in general meeting

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## DEFINITIONS

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“Latest Practicable Date”	20 August 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange
“Memorandum and Articles”	the memorandum of association and articles of association of the Company
“PRC”	The People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the number of issued Shares as at the date of passing the relevant resolution for the period up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.20 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the same meaning as defined under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. FENG Wen (*Chairman*)

Mr. LEONG Kim Chuan (*Chief Executive*)

*Independent non-executive Directors:*

Mr. GAO Yue

Mr. POON Tsz Hang

Mr. Daniel FOA

*Registered office:*

P.O. Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

*Head office and principal place of  
business in the PRC:*

No. 11 Wan Yuan Street

Beijing Economic Technological

Development Area

Beijing, 100176 China

*Principal place of business in*

*Hong Kong:*

48th Floor, Bank of China Tower

1 Garden Road

Central

Hong Kong

22 August 2019

*To the Shareholders*

Dear Sirs,

**PROPOSALS FOR  
(1) RE-ELECTION OF RETIRING DIRECTORS;  
(2) GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM and to give you notice of the AGM. Resolutions to be proposed at the AGM include (1) the re-election of retiring Directors; and (2) the grant of the Issue Mandate and the Repurchase Mandate.

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## LETTER FROM THE BOARD

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### (1) RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 108 of the Articles of Association, Mr. GAO Yue (“**Mr. Gao**”) shall retire by rotation at the AGM and, being eligible, will offer himself for re-election at the AGM.

Pursuant to Article 112 of the Articles of Association, Mr. LEONG Kim Chuan (“**Mr. Leong**”) and Mr. POON Tsz Hang (“**Mr. Poon**”) shall hold office until the AGM and, each of them being eligible, will offer himself for re-election at the AGM.

#### **Recommendations of the Nomination Committee**

In accordance with the terms of reference of the nomination committee of the Company (“**Nomination Committee**”) and the Company’s nomination policy, the Nomination Committee has:

- (a) evaluated the performance and the contribution of each of the retiring Directors, namely Mr. Leong, Mr. Poon and Mr. Gao, during the last financial year of the Company and the period thereafter up to the date of evaluation; and
- (b) assessed the independence of the independent non-executive Directors to be re-elected, namely Mr. Poon and Mr. Gao.

The Nomination Committee is of the opinion that:

- (a) the performance of each of Mr. Leong, Mr. Poon and Mr. Gao was satisfactory;
- (b) based on the information available to the Nomination Committee and having taking into account the independence confirmation given by Mr. Poon and Mr. Gao, the Nomination Committee was satisfied that Mr. Poon and Mr. Gao (i) met the criteria set out in Rule 3.13 of the Listing Rules; and (ii) was a person of integrity and independent in character and judgement and, the Nomination Committee considered Mr. Poon and Mr. Gao as independent to the Company; and
- (c) after reviewing Mr. Poon and Mr. Gao’s respective skills, knowledge and experience having regard to the nomination policy and board diversity policy of the Company, it is considered that Mr. Poon and Mr. Gao have extensive experience in their own fields which will continue to bring valuable contributions to the Board for its efficient and effective functioning.

Accordingly, the Nomination Committee recommended to the Board to propose the re-election of Mr. Leong as an executive Director and Mr. Poon and Mr. Gao as independent non-executive Directors.

Particulars on each of Mr. Leong, Mr. Poon and Mr. Gao as required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### (2) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 26 September 2018, the then Shareholders passed resolutions granting general mandates to the Directors to allot, issue, deal with and repurchase Shares. These general mandates will lapse upon the conclusion of the AGM. Resolutions will therefore be proposed at the AGM to renew the grant of these general mandates. The relevant resolutions, in summary, are:

- an ordinary resolution to grant the Directors the Issue Mandate, which is a general and unconditional mandate to allot, issue, and deal with additional securities of the Company not exceeding 20% of the number of issued Shares as at the date of passing the relevant resolution (being 583,386,427 Shares on the basis that the Shares in issue as at the Latest Practicable Date is 2,916,932,138 Shares and assuming no further Shares will be issued or repurchased by the Company before the AGM) for the period up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Issue Mandate by ordinary resolution of the Shareholders in general meeting;
- an ordinary resolution to grant the Directors the Repurchase Mandate, which is a general and unconditional mandate to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the number of issued Shares as at the date of passing the relevant resolution (being 291,693,213 Shares on the basis that the Shares in issue as at the Latest Practicable Date is 2,916,932,138 Shares and assuming no further Shares will be issued or repurchased by the Company before the AGM) for the period up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting; and
- conditional on the passing of the resolutions granting the Issue Mandate and the Repurchase Mandate, an ordinary resolution to authorise the Directors to exercise the powers to allot, issue, and deal with additional securities under the Issue Mandate be extended by adding those Shares repurchased by the Company pursuant to the Repurchase Mandate.

The explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to Shareholders under the Listing Rules is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### AGM

The full text of the resolutions in relation to the re-election of retiring Directors and the grant of the Issue Mandate and the Repurchase Mandate are set out in the notice convening the AGM contained in Appendix III to this circular. Shareholders should note that the English text of the proposed resolutions contained in the notice convening the AGM shall prevail over the Chinese text.

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the AGM will be voted by way of a poll by the Shareholders.

### RECOMMENDATION

The Directors consider that the proposed resolutions regarding the re-election of the Retiring Directors and the granting of the Issue Mandate and the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the proposed resolutions.

### GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully  
By Order of the Board  
**FENG Wen**  
*Chairman*



In relation to the re-election of the Retiring Directors as referred to in item no. 2 of the notice convening the AGM, Mr. Gao shall retire by rotation at the AGM in accordance with Article 108 of the Articles of Association; and Mr. Leong and Mr. Poon shall hold office until the AGM in accordance with Article 112 of the Articles of Association.

Each Retiring Director, being eligible, will offer himself for re-election at the AGM.

The following are the particulars of each Retiring Director as at the Latest Practicable Date which are required to be disclosed under Rule 13.51(2) of the Listing Rules:

**Mr. LEONG Kim Chuan**

Mr. LEONG Kim Chuan, aged 49, was appointed to the Board on 24 May 2019. He is an executive Director, the chief executive, compliance officer, qualified accountant of the Company and a director of several subsidiaries of the Company. Mr. Leong graduated from Tunku Abdul Rahman University College in 1994. He joined the Group in 2006. During August 2007 to November 2014, Mr. Leong also served as chief financial controller of the largest Chinese medicine retail chain in the United Kingdom and Republic of Ireland, and a leading consumer products retail chain listed on the NASDAQ. Mr. Leong was appointed as Deputy Chief Financial Officer of the Company in 2015, and is responsible for the Group's finances and corporate projects. Prior to joining the Group, Mr. Leong worked with a number of leading international accounting firms. Mr. Leong is a member of The Association of Chartered Certified Accountants.

Save as disclosed above, Mr. Leong did not hold any directorship in any company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Leong does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Leong does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associate corporations (within the meaning of Part XV of the SFO (Cap. 571)).

Mr. Leong has entered into a service agreement with the Company commencing on 24 May 2019 and will continue thereafter until terminated by either party giving to the other not less than 90 days' notice in writing. Mr. Leong is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Pursuant to Mr. Leong's service agreement, he is entitled to receive an annual director fee of HK\$3,117,400 with discretionary bonus, which will be determined by the Board, for serving as an executive Director and chief executive of the Company.

**Mr. POON Tsz Hang**

Mr. POON Tsz Hang, aged 41, was appointed to the Board on 24 May 2019. He is an independent non-executive Director. Mr. Poon graduated from The Hong Kong Polytechnic University with a bachelor's degree in Accountancy in 1999. During November 2016 to September 2017, Mr. Poon served as a joint company secretary of AUX International Holdings Limited (stock code: 2080), a company listed on the Main Board of the Stock Exchange. Mr. Poon is currently a director of CT Consultants Limited and a company secretary of MS CONCEPT LIMITED (stock code: 8447), a company listed on the Growth Enterprise Market of the Stock Exchange. Mr. Poon is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Institute of Chartered Accountants in England and Wales.

Save as disclosed above, Mr. Poon did not hold any directorship in any company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Poon does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Poon does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associate corporations (within the meaning of Part XV of the SFO (Cap. 571)).

Mr. Poon entered into a service agreement with the Company for a term of one year commencing from 24 May 2019 as an independent non-executive Director provided that at any time during the term of appointment, either party may terminate the appointment by giving to the other not less than 30 days' notice in writing. Mr. Poon is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Pursuant to Mr. Poon's service agreement, he is entitled to receive an annual remuneration of HK\$60,000 and an annual discretionary bonus of such amount as determined at the sole discretion of the Board.

**Mr. GAO Yue**

Mr. Gao, aged 46, is an independent non-executive Director of the Company. Mr. Gao graduated from the Law School of Renmin University of China (中國人民大學) in 1996 and was admitted to the Chinese bar in 1998. Thereafter, Mr. Gao worked as an attorney-at-law and a partner in Beijing Xinli Law Firm and Beijing Fu Sheng Law Firm respectively. From August 2004 to April 2012, he practised law as a partner in King & Wood PRC Lawyers. From May 2012 to July 2016, Mr. Gao worked as a partner of Commerce and Finance Law Offices. From July 2016 onwards, he has served as a partner of Anchorite & Sage Law Office (北京安生律師事務所) (formerly known as Beijing L&L Law Firm).

Mr. GAO Yue is the son of Mr. GAO Zong Ze, who ceased to be an independent non-executive Director with effect from 19 September 2014.

Save as disclosed above, Mr. Gao did not hold any directorship in other listed companies in the last three years and does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Gao did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Gao entered into a service contract with the Company for a term of one year commenced from 26 April 2019 provided that at any time during the term of appointment, either party may terminate the appointment by giving to the other not less than 30 days' notice in writing. Mr. Gao is subject to retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Pursuant to Mr. Gao's service contract, he is entitled to an annual director's fee of HK\$60,000 and an annual discretionary bonus of such amount as determined at the sole discretion of the Board.

**General**

- (i) The emoluments of the Directors are determined with reference to the Directors' duties and responsibilities, the Company's performance as well as remuneration benchmark in the industry and the prevailing market conditions.
- (ii) Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders or other information that should be disclosed under Rule 13.51(2) of the Listing Rules in relation to the re-election of the retiring Directors.

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## **APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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*This is the explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to be given to all Shareholders relating to a resolution to be proposed at the AGM authorising the Repurchase Mandate.*

### **1. EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 2,916,932,138 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company before the AGM, could result in up to 291,693,213 Shares being repurchased by the Company during the period from the passing of the resolution relating to the Repurchase Mandate up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting.

### **2. REASONS FOR REPURCHASES**

The Directors consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchases when appropriate and beneficial to the Company and the Shareholders. In determining the appropriateness and benefits of repurchase, the Directors will take into account of and balancing the principal factors which are relevant, such as the stock market conditions, the financial resources available to the Group, the costs of the repurchase and the benefits that may produce (e.g. impact on the net asset value per Share and/or earnings per Share) to the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of the Cayman Islands. As disclosed in the section headed “2. REASONS FOR REPURCHASES” above, the Directors consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchases when appropriate and beneficial to the Company and the Shareholders. However, the Directors did not have a concrete plan to exercise the Repurchase Mandate as at the Latest Practicable Date and, accordingly, did not have the associated proposal on the source of funds to finance the repurchase, if any. When the Directors consider that it is appropriate and beneficial to the Company and the Shareholders for them to exercise the Repurchase Mandate, the Directors will consider whether internal resources, loans or other forms of finance would be the most appropriate source of funds and, in this regard, will take into account, among other things, the financial position of the Group and the costs of the funds.

**4. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts as contained in the 2018/2019 annual report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. DIRECTORS AND CORE CONNECTED PERSONS**

As at the Latest Practicable Date, to the best of the knowledge of the Directors having made all reasonable enquiries, none of the Directors and their respective close associates has a present intention, in the event that the Repurchase Mandate is approved and exercised, to sell Shares to the Company. No core connected persons have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved and exercised.

**6. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles and the applicable laws of the Cayman Islands.

**7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

## APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

According to the register maintained by the Company pursuant to Section 336 of the SFO, as at the Latest Practicable Date, the following interests in the Shares were recorded:

Name of Substantial shareholders <sup>#</sup>	Capacity and nature of interests	Interest in issued Shares	Approximate percentage of existing issued share capital of the Company	Approximate percentage of issued share capital of the Company if the Repurchase Mandate is exercised in full
Bio Garden Inc. (“ <b>Bio Garden</b> ”) <sup>(1)(5)</sup>	Beneficial owner	1,148,237,526 <sup>(4)</sup>	39.36%	43.74%
Golden Fountain Investments Limited (“ <b>Golden Fountain</b> ”) <sup>(3)</sup>	Interest of controlled corporation	1,148,237,526 <sup>(4)</sup>	39.36%	43.74%
Mr. KAM Yuen (“ <b>Mr. Kam</b> ”) <sup>(2)</sup>	Founder of trusts	1,148,237,526 <sup>(4)</sup>	39.36%	43.74%
	Interest of controlled corporation	968,774,034	33.21%	36.90%
Alpadis Trust (HK) Limited (“ <b>Alpadis Trust</b> ”) <sup>(3)</sup>	Trustee	1,148,237,526 <sup>(4)</sup>	39.36%	43.74%
Alpadis Group Holding SA (“ <b>Alpadis Group</b> ”) <sup>(3)</sup>	Interest of controlled corporation	1,148,237,526 <sup>(4)</sup>	39.36%	43.74%
Mr. ESSEIVA Alain <sup>(3)</sup>	Interest of controlled corporation	1,148,237,526 <sup>(4)</sup>	39.36%	43.74%
Qin Wall Investment Holdings Limited (“ <b>Qin Wall</b> ”) <sup>(5)(6)</sup>	Securities interest in shares	1,078,774,034	36.98%	41.09%
China Huarong International Holdings Limited (“ <b>China Huarong International</b> ”) <sup>(5)(6)</sup>	Securities interest in shares	1,078,774,034	36.98%	41.09%
China Huarong Asset Management Co., Ltd. (“ <b>China Huarong Asset</b> ”) <sup>(5)(6)</sup>	Securities interest in shares	1,078,774,034	36.98%	41.09%
Magnum Opus 3 International Holdings Limited (“ <b>Magnum 3</b> ”) <sup>(5)(7)</sup>	Beneficial owner	968,774,034	33.21%	36.90%
Ms. Liu Yang <sup>(8)</sup>	Interest of controlled corporation	320,342,529	10.98%	12.20%
Atlantis Capital Holdings Limited <sup>(8)</sup>	Interest of controlled corporation	320,342,529	10.98%	12.20%
Atlantis Investment Management Limited (“ <b>Atlantis</b> ”) <sup>(8)</sup>	Beneficial owner	320,342,529	10.98%	12.20%
Riverwood Asset Management (Cayman) Ltd. (“ <b>Riverwood</b> ”) <sup>(8)</sup>	Investment manager	233,568,325	8.01%	8.90%

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## APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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*Notes:*

- (1) Bio Garden is an investment holding company incorporated in the British Virgin Islands (“**BVI**”). It was wholly-owned by certain discretionary trusts of which Mr. Kam was the founder. Mr. Kam is also the sole director of Bio Garden.
  - (2) Mr. Kam was deemed under the SFO to have an interest in (i) 1,148,237,526 Shares which Bio Garden was interested in as at Latest Practicable Date (the “**Bio Garden Shares**”) by virtue of his being the founder of certain discretionary trusts which owned the entire issued share capital of Bio Garden and (ii) 968,774,034 Shares which Magnum 3 was interested in as at Latest Practicable Date by virtue of him owning 100% voting ordinary shares of Magnum 3.
  - (3) Bio Garden was owned as to 18% by each of Gold Rich Investment Limited (“**Gold Rich**”) and Gold View Investment Limited (“**Gold View**”) and as to 64% by Golden Fountain. Alpadis Trust is a trustee of discretionary trusts as referred to in (1) above, which owns 100% shareholding interests in each Gold Rich, Gold View and Golden Fountain. Alpadis Group directly and indirectly owned 100% interests in Alpadis Trust. Mr. ESSEIVA Alain has 44.90% interest in Alpadis Group. Accordingly, each of Golden Fountain, Alpadis Trust, Alpadis Group and Mr. ESSEIVA Alain were deemed, under the SFO, to have an interest in the Bio Garden Shares.
  - (4) These interests represent the same block of Shares.
  - (5) 968,774,034 Shares and 110,000,000 Shares owned by Magnum 3 and Bio Garden (as chargors) respectively have been charged to Qin Wall under the deeds of share charge dated 10 May 2018 and 18 July 2018, respectively.
  - (6) Qin Wall is a limited liability company incorporated in BVI, which was wholly-owned by China Huarong International. China Huarong Asset is the ultimate holding company which held 100% indirect interest in Qin Wall.
  - (7) Magnum 3 is an investment holding company incorporated in BVI, which (i) is 100% owned as to its voting ordinary shares by Mr. Kam and (ii) has issued non-voting convertible and non-convertible preferred shares to Qin Wall. Mr. Kam is also one of the directors of Magnum 3.
  - (8) Atlantis is a limited liability company incorporated in Hong Kong, which was wholly-owned by Atlantis Capital Holdings Limited. Ms. Liu Yang has 100% indirect interest in Atlantis Capital Holdings Limited and she is a controller who held a 100% direct interest in Riverwood.
- # The term “Substantial shareholders” has the same meaning as defined under the SFO.

After taking into account that Mr. Kam together with his concert parties are already holding more than 50% of the issued shares of the Company, it is not expected that the repurchase of Shares would give rise to a mandatory offer obligation under rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase to be made under the Repurchase Mandate.

The Directors have no present intention to repurchase Shares to such an extent which will result in the amount of Shares held by the public being further reduced. As at the Latest Practicable Date, the percentage of Shares held by the public is approximately 16.45%, which remains below the minimum percentage, or 25% of the total number of issued Shares held by the public, as prescribed by the Listing Rules.

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**APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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**8. SHARES REPURCHASES MADE BY THE COMPANY**

During the six months immediately preceding the Latest Practicable Date, no Shares have been repurchased by the Company (whether on the Stock Exchange or otherwise).

**9. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
August, 2018	0.90	0.86
September, 2018	0.90	0.85
October, 2018	0.85	0.82
November, 2018	0.87	0.81
December, 2018	0.88	0.79
January, 2019	0.81	0.79
February, 2019	0.81	0.80
March, 2019	0.84	0.79
April, 2019	0.80	0.79
May, 2019	0.91	0.73
June, 2019	1.10	0.85
July, 2019	1.03	0.91
August, 2019 (up to the Latest Practicable Date)	0.93	0.83



**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)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Golden Meditech Holdings Limited (the “**Company**”) for the year 2019 will be held at No. 11 Wan Yuan Street, Beijing Economic Technological Development Area, Beijing, China on Thursday, 26 September 2019 at 3:00 p.m. for the following purposes:

1. to consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and of the auditors for the year ended 31 March 2019;
2.
  - A. to re-elect Mr. LEONG Kim Chuan as an executive Director;
  - B. to re-elect Mr. POON Tsz Hang as an independent non-executive Director; and
  - C. to re-elect Mr. GAO Yue as an independent non-executive Director;
3. to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
4. to re-appoint the retiring auditors, KPMG, and to authorise the Board to fix their remuneration;
5. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, the Board be and is hereby granted an unconditional general mandate to exercise during the Relevant Period (as defined in paragraph (d) of this resolution) all the powers of the Company to allot, issue and deal with additional ordinary shares of HK\$0.20 each in the Company (or such nominal amount as shall result from a capitalisation issue, rights issue, sub-division, consolidation, re-classification, reconstruction or reduction of share capital of the Company from time to time) (the “**Shares**”) or securities convertible or exchangeable into Shares, and to make or grant offers, agreements, options, warrants or similar rights in respect thereof;

- (b) the mandate referred to in paragraph (a) shall authorise the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to options or otherwise) by the Board pursuant to the mandate referred to in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph (d) of this resolution);
  - (ii) the exercise of the subscription rights under options granted under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to officers and/or employees of the Company and/or other eligible participants under such scheme or arrangements of Shares or rights to subscribe for Shares;
  - (iii) any scrip dividend or similar arrangement providing for the allotment and issue of Shares or other securities of the Company in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (“**Articles of Association**”); or
  - (iv) any issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into Shares

shall not exceed 20% of the total number of the Shares in issue as at the date of passing this resolution and the said approval in paragraph (a) shall be limited accordingly;

- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution up to:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting,

whichever is the earliest;

“**Rights Issue**” means an offer of Shares, or an offer of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Board to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Board of all the powers of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) to repurchase Shares be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution up to:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of Association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting,

whichever is the earliest.”

7. as special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions numbered 5 and 6 set out in this notice, of which this resolution forms part, the aggregate number of Shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Board pursuant to and in accordance with the mandate granted under resolution numbered 5 be and is hereby increased and extended by the addition thereto of the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the mandate granted under resolution numbered 6, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”

By Order of the Board  
**FENG Wen**  
*Chairman*

Hong Kong, 22 August 2019

*Notes:*

1. The register of members of the Company will be closed from Monday, 23 September 2019 to Thursday, 26 September 2019, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the annual general meeting convened by the above notice, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 20 September 2019.
2. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or, if he holds two or more Shares, more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
3. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the annual general meeting (ie. not later than 24 September 2019 at 3:00 p.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person.
4. If two or more persons are joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the principal or branch register of members of the Company in respect of the joint holding of a Share.
5. The translation into Chinese language of the above notice is for reference only. In case of any inconsistency, the English version shall prevail.