

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting (the “**General Meeting**”) of Golden Meditech Holdings Limited 金衛醫療集團有限公司 (the “**Company**”) will be held at Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, Wednesday, 16 September 2020 at 2:30 p.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the meeting of the holders of Disinterested Scheme Shares (as defined in the Scheme of Arrangement hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands for the same day and place), for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions:

SPECIAL RESOLUTION

1. THAT:

- (a) Pursuant to the scheme of arrangement dated 21 August 2020 (the “**Scheme of Arrangement**”) between the Company and the holders of the Disinterested Scheme Shares (as defined in the Scheme of Arrangement) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme of Arrangement), the issued share capital of the Company shall be reduced by the cancellation and extinguishment of the Disinterested Scheme Shares (as defined in the Scheme of Arrangement); and

- (b) the directors of the Company be and are hereby authorised to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme of Arrangement and the reduction of capital pursuant to the Scheme of Arrangement, including (without limitation) giving consent to any modification of, or addition to, the Scheme of Arrangement or the reduction of capital which the Grand Court of the Cayman Islands may see fit to impose.

ORDINARY RESOLUTIONS

2. THAT:

- (a) subject to and forthwith upon the cancellation and extinguishment of the Disinterested Scheme Shares referred to in resolution 1(a) taking effect, the share capital of the Company shall be restored to its former amount by allotting and issuing to the Offeror (as defined in the Scheme of Arrangement), credited as fully paid at par, the same number of ordinary shares of HK\$0.20 each in the share capital of the Company as the number of the Disinterested Scheme Shares referred to in resolution 1(a) cancelled and extinguished; and (b) the credit arising in the books of account of the Company consequent upon the reduction of its issued share capital resulting from the cancellation and extinguishment of the Disinterested Scheme Shares referred to in resolution 1(a) shall be applied in paying up in full at par the shares allotted and issued to the Offeror, pursuant to this resolution.

3. THAT:

- (a) the Undertaking (as defined in the Scheme of Arrangement) is hereby approved.

By Order of the Board
Golden Meditech Holdings Limited
FENG Wen
Chairman

Dated 21 August 2020

Registered office:

P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

Principal place of business

in Hong Kong:
48th Floor, Bank of China Tower
1 Garden Road
Central
Hong Kong

Notes:

1. The register of members of the Company will be closed from Monday, 14 September 2020 to Wednesday, 16 September 2020, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the 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, 11 September 2020.
2. A member entitled to attend and vote at the general meeting convened by the above notice is entitled to appoint one or, if he holds two or more shares of the Company, more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
3. To be valid, a **white** 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 general meeting (i.e. not later than 14 September 2020 at 2:30 p.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the **white** 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 of the Company, 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 of the Company.
5. Please refer to "Part II. Actions To be Taken — Precautionary Measures for the Court Meeting and the General Meeting" of the composite scheme document dated 21 August 2020 issued jointly by the Offeror and the Company for precautionary measures being implemented by the Company in order to prevent and control the spread of the novel coronavirus (COVID-19) and to ensure the health and safety of all attendees at the General Meeting, including (i) compulsory body temperature checks; (ii) compulsory wearing of surgical face masks for each attendee; and (iii) limiting attendance at the General Meeting. Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into and/or may be required to leave the venue of the General Meeting.

Shareholders are encouraged to consider appointing the chairman of the General Meeting as his/her/its proxy to vote on the relevant resolution(s) at the General Meeting as an alternative to attending the General Meeting in person.

6. The translation into Chinese language of the above notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the Board comprises five Directors. The executive Directors are Mr. Feng Wen (Chairman) and Mr. Leong Kim Chuan (Chief Executive); and the independent non-executive Directors are Mr. Gao Yue, Mr. Poon Tsz Hang and Mr. Daniel Foa.