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**Meditech Global Group Limited**

*(Incorporated in the British Virgin Islands  
with limited liability)*

**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)*

**JOINT ANNOUNCEMENT**

**ON (1) PROPOSAL FOR THE PRIVATISATION  
OF GOLDEN MEDITECH HOLDINGS LIMITED BY THE OFFEROR  
BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE COMPANIES LAW)**

**(2) PROPOSED WITHDRAWAL OF LISTING**

**(3) RESULTS OF THE COURT MEETING AND THE GENERAL MEETING**

**AND**

**(4) CLOSURE OF REGISTER OF MEMBERS**

**Financial Adviser to the Offeror**

**AMASSE CAPITAL**  
**寶 積 資 本**

**Independent Financial Adviser to the Company**



**SOMERLEY CAPITAL LIMITED**

## **RESULTS OF THE COURT MEETING AND THE GENERAL MEETING**

On Wednesday, 16 September 2020, the resolution to approve the Scheme was approved by the Scheme Shareholders at the Court Meeting.

On Wednesday, 16 September 2020, the special resolution to approve, amongst other things, the reduction of the issued share capital of the Company by cancelling and extinguishing the Disinterested Scheme Shares and the ordinary resolution to approve, amongst other things, the restoration of the share capital of the Company were approved by the Shareholders at the General Meeting. Further, the ordinary resolution to approve the Undertaking was approved by the Disinterested Shareholders at the General Meeting.

## **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the entitlements of the Scheme Shareholders under the Scheme, the register of members of the Company will be closed from Tuesday, 6 October 2020 (or such other date as the Shareholders may be notified by way of an announcement) onwards. No transfer of Shares will be effected from such date onwards.

## **INTRODUCTION**

Reference is made to (i) the composite scheme document dated 21 August 2020 (the “**Scheme Document**”) issued jointly by Golden Meditech Holdings Limited (the “**Company**”) and Meditech Global Group Limited (the “**Offeror**”) in relation to, among other things, the proposed privatisation of the Company by way of a scheme of arrangement (the “**Scheme**”); and (ii) the clarification announcement dated 24 August 2020 issued jointly by the Company and the Offeror in relation to the forms of proxy for use at the Court Meeting and the General Meeting. Capitalised terms used herein shall have the same meanings as those defined in the Scheme Document unless the context requires otherwise.

## **RESULTS OF THE COURT MEETING**

The Court Meeting was held on Wednesday, 16 September 2020 at Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing the resolution to approve the Scheme.

In compliance with both Section 86 of the Companies Law and Rule 2.10 of the Takeovers Code, the approval required to be obtained at the Court Meeting in respect of the Scheme would be regarded as obtained if:

- (1) the Scheme is approved (by way of poll) by a majority in number of the Scheme Shareholders holding not less than 75% of the votes attaching to the Disinterested Scheme Shares held by the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting;
- (2) the Scheme is approved (by way of poll) by the Disinterested Shareholders holding at least 75% of the votes attaching to the Disinterested Scheme Shares held by the Disinterested Shareholders present and voting either in person or by proxy at the Court Meeting; and
- (3) the number of votes cast (by way of poll) by the Disinterested Shareholders present and voting either in person or by proxy at the Court Meeting against the resolution to approve the Scheme at the Court Meeting is not more than 10% of the votes attaching to all Disinterested Scheme Shares held by all the Disinterested Shareholders.

The poll results in respect of the resolution to approve the Scheme at the Court Meeting were as follows:

<b>Court Meeting</b>	<b>Votes cast in person or by proxy</b>		
	<i>(Approximately %)</i>		
	<b>Total number</b>	<b>For the Scheme</b>	<b>Against the Scheme</b>
Number of the Scheme Shareholders who were present and voting	330 (100%) <sup>(Note)</sup>	325 (98.19%)	6 (1.81%)
Number of Disinterested Scheme Shares held by the Disinterested Shareholders who were present and voting	135,532,892 (100%)	129,446,068 (95.51%)	6,086,824 (4.49%)
Approximate percentage of (i) the number of votes attaching to the Disinterested Scheme Shares held by the Disinterested Shareholders who were present and voting over (ii) the number of votes attaching to all Disinterested Scheme Shares held by all the Disinterested Shareholders	28.07%	26.81%	1.26%

*Note:* In accordance with the directions from the Grand Court, HKSCC Nominees Limited is permitted to vote once for and once against the Scheme in accordance with the instructions from the CCASS Participants for the purposes of ascertaining whether or not the requirement that a majority in number of the Scheme Shareholders approve the Scheme under Section 86(2) of the Companies Law has been satisfied.

Accordingly, at the Court Meeting:

- (1) the resolution proposed at the Court Meeting to approve the Scheme was duly passed (by way of poll) by a majority in number of the Scheme Shareholders holding not less than 75% of the votes attaching to the Disinterested Scheme Shares held by the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting;
- (2) the resolution proposed at the Court Meeting to approve the Scheme was duly passed (by way of poll) by the Disinterested Shareholders holding at least 75% of the votes attaching to the Disinterested Scheme Shares held by the Disinterested Shareholders present and voting either in person or by proxy at the Court Meeting; and
- (3) the number of votes cast (by way of poll) by the Disinterested Shareholders present and voting either in person or by proxy at the Court Meeting against the resolution to approve the Scheme at the Court Meeting was not more than 10% of the votes attaching to all Disinterested Scheme Shares held by all the Disinterested Shareholders.

Therefore, both Section 86 of the Companies Law and Rule 2.10 of the Takeovers Code have been complied with.

As at the date of the Court Meeting, the total number of Shares in issue was 2,916,932,138 Shares and the total number of Shares entitled to be voted at the Court Meeting (i.e. the total number of Disinterested Scheme Shares held by all the Disinterested Shareholders) was 482,754,049 Shares, representing approximately 16.55% of the total number of issued Shares.

It was stated in the Scheme Document that Shareholders that are not Disinterested Shareholders are required to abstain from voting at the Court Meeting in accordance with the Takeovers Code. As at the date of the Court Meeting, the Offeror and the Offeror Concert Parties held or beneficially owned in aggregate 2,434,178,089 Shares, representing approximately 83.45% of the total number of issued Shares. All such Shares did not form part of the Disinterested Scheme Shares and were not voted at the Court Meeting.

There were no Shares entitling the holders thereof to attend where such holders were required to abstain from voting in favour of the Scheme pursuant to Rule 13.40 of the Listing Rules.

Save as disclosed above, no Shareholder was required under the Listing Rules or Takeovers Code to abstain from voting on the resolution to approve the Scheme at the Court Meeting nor did any person state any intention in the Scheme Document to vote against or to abstain from voting on the resolution to approve the Scheme at the Court Meeting.

In accordance with the directions from the Grand Court, HKSCC Nominees Limited is permitted to vote once for and once against the Scheme in accordance with the instructions from the CCASS Participants for the purposes of ascertaining whether or not the requirement that a majority in number of the Scheme Shareholders approve the Scheme under Section 86(2) of the Companies Law has been satisfied. The number of votes cast in favour of the Scheme and the number of CCASS Participants on whose instructions they were cast, and the number of votes cast against the Scheme and the number of CCASS Participants on whose instructions they were cast will be disclosed to the Grand Court and may be taken into account by the Grand Court in deciding whether or not it should exercise its discretion to sanction the Scheme. A total number of 21 CCASS Participants holding 125,615,225 Shares voted in favour of the resolution to approve the Scheme and a total number of 6 CCASS Participants holding 6,068,770 Shares voted against the resolution to approve the Scheme at the Court Meeting.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company, acted as the scrutineer for the vote-taking at the Court Meeting.

## **RESULTS OF THE GENERAL MEETING**

The General Meeting was held after the conclusion of the Court Meeting on Wednesday, 16 September 2020 at Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, for the purpose of considering and, if thought fit, passing the special and ordinary resolutions (the “**Resolutions**”).

The poll results in respect of the Resolutions proposed at the General Meeting were as follows:

Resolutions	Number of votes (Approximate %)		
	Total	For	Against
<b>Special Resolution</b>			
To approve the reduction of the issued share capital of the Company by cancelling and extinguishing the Disinterested Scheme Shares.	2,261,795,987 (100%)	2,252,113,428 (99.57%)	9,682,559 (0.43%)
<b>Ordinary Resolutions</b>			
1. To approve the restoration of the share capital of the Company.	2,261,795,987 (100%)	2,252,113,428 (99.57%)	9,682,559 (0.43%)
2. To approve the Undertaking.	139,184,427 (100%)	129,501,868 (93.04%)	9,682,559 (6.96%)

Accordingly, at the General Meeting:

- (1) the special resolution to approve the reduction of the issued share capital of the Company by cancelling and extinguishing the Disinterested Scheme Shares was duly passed by a majority of not less than three-fourths of the votes cast by the Shareholders present and voting (either in person or by proxy) at the General Meeting;
- (2) the ordinary resolution to approve the restoration of the share capital of the Company was duly passed by a simple majority of the votes cast by the Shareholders present and voting (either in person or by proxy) at the General Meeting; and
- (3) the ordinary resolution to approve the Undertaking was duly passed by a simple majority of the votes cast by the Disinterested Shareholders (i.e. Shareholders other than the Offeror and the Offeror Concert Parties) present and voting (either in person or by proxy) at the General Meeting.

As at the date of the General Meeting, the total number of Shares in issue was 2,916,932,138 Shares and all Shareholders were entitled to attend and vote on the special resolution described under paragraph (1) above and the ordinary resolution described under paragraph (2) above. The total number of Shares entitling the holders to attend and vote on the ordinary resolution described under paragraph (3) above (i.e. the total number of Disinterested Scheme Shares held by all the Disinterested Shareholders) was 482,754,049 Shares.

There were no Shares entitling the holders thereof to attend where such holders were required to abstain from voting in favour of the Resolutions at the General Meeting pursuant to Rule 13.40 of the Listing Rules.

Save as disclosed above, no Shareholder was required under the Listing Rules or Takeovers Code to abstain from voting on the Resolutions at the General Meeting nor did any person state any intention in the Scheme Document to vote against or to abstain from voting on the Resolutions at the General Meeting.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company, acted as the scrutineer for the vote-taking at the General Meeting.

## **PROPOSED WITHDRAWAL OF THE LISTING OF THE SHARES**

Subject to the Scheme becoming effective, the withdrawal of the listing of the Shares on the Stock Exchange is expected to take place with effect from 4:00 p.m. on Friday, 16 October 2020.

## **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the entitlements of the Scheme Shareholders under the Scheme, the register of members of the Company will be closed from Tuesday, 6 October 2020 (or such other date as the Shareholders may be notified by way of an announcement) onwards. No transfer of Shares will be effected from such date onwards.

In order to qualify for entitlements under the Scheme, the Scheme Shareholders should ensure that the transfer of Shares to them are lodged with the Share Registrar at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration in their names or in the names of their nominees before 4:30 p.m. (Hong Kong time) on Monday, 5 October 2020.

## **EXPECTED TIMETABLE**

The expected timetable for the Scheme is as follows:

### **Hong Kong Time**

Expected latest time for trading in the Shares on the  
Stock Exchange . . . . . 4:10 p.m. on Wednesday,  
23 September 2020

Latest time for lodging transfers of Shares in order to  
qualify for entitlements under the Scheme . . . . . 4:30 p.m. on Monday,  
5 October 2020

Register of members of the Company closed for determining entitlements to qualify under the Scheme <sup>(Note 1)</sup> . . . . . From Tuesday, 6 October 2020 onwards

Grand Court hearing of the petitions to sanction the Scheme and to confirm the capital reduction . . . . . Friday, 9 October 2020 (Cayman Islands time)

Announcement of the results of the Grand Court hearing of the petitions to sanction the Scheme and to confirm the capital reduction, the expected Effective Date and the expected date of withdrawal of listing of Shares on the Stock Exchange. . . . . Wednesday, 14 October 2020

Record Date . . . . . Wednesday, 14 October 2020

Effective Date <sup>(Note 2)</sup> . . . . . Wednesday, 14 October 2020 (Cayman Islands time)

Announcement of the Effective Date and the withdrawal of the listing of the Shares on the Stock Exchange. . . . . Thursday, 15 October 2020

Withdrawal of the listing of Shares on the Stock Exchange becomes effective <sup>(Note 3)</sup> . . . . . 4:00 p.m. on Friday, 16 October 2020

Latest time to despatch cheques for cash payment under the Scheme <sup>(Note 4)</sup> . . . . . on or before Friday, 23 October 2020

**Shareholders should note that the above timetable is subject to change. Further announcement(s) will be made in the event that there is any change.**

*Notes:*

- (1) The register of members of the Company will be closed as from such time and on such date for the purpose of determining Scheme Shareholders who are qualified for entitlements under the Scheme.
- (2) The Scheme shall become effective upon all the Conditions set out in the paragraph headed “3. Conditions of the Proposal and the Scheme” in Part VII. — Explanatory Memorandum of the Scheme Document having been fulfilled or (to the extent permitted) waived (as the case may be).
- (3) If the Proposal becomes unconditional and the Scheme becomes effective, it is expected that the listing of the Shares on the Stock Exchange will be withdrawn at 4:00 p.m. on Friday, 16 October 2020.



- (4) Cheques for cash payment under the Scheme will be despatched by ordinary post at the risk of the recipients to their registered addresses shown in the register of members of the Company at the Record Date within seven (7) business days (as defined under the Takeovers Code) from the Effective Date.

## GENERAL

Immediately before 17 June 2020 (the commencement date of the Offer Period) and as at the date of this joint announcement, the total number of issued Shares held or beneficially owned by the Offeror and the Offeror Concert Parties in aggregate was 2,434,178,089 Shares, representing approximately 83.45% of the total number of issued Shares immediately before 17 June 2020 and as at the date of this joint announcement.

Neither the Offeror nor any of the Offeror Concert Parties had acquired or agreed to acquire any Shares or any convertible securities, warrants, options or derivatives in respect of the Shares during the Offer Period.

As at the date of this joint announcement, neither the Offeror nor any of the Offeror Concert Parties had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

**WARNING: Shareholders and potential investors should be aware that the implementation of the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By order of the board of  
**Meditech Global Group Limited**  
**KAM Yuen**  
*Sole Director*

By order of the board of  
**Golden Meditech Holdings Limited**  
**Feng Wen**  
*Chairman*

Hong Kong, 16 September 2020

*As at the date of this joint 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Offeror or any of the Offeror Concert Parties) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Offeror or any of the Offeror Concert Parties) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, (i) the sole director of the Offeror is Mr. Kam; (ii) the sole director of Bio Garden Inc. is Mr. Kam; (iii) the sole director of China In Shine Investment Limited is Ms. Fung Chit; (iv) the sole director of Asia Pacific MedTech (BVI) Limited is Ms. Gu Nana; and (v) the sole director of Famous Sino Limited is Mr. Wu Guangze.*

*Mr. Kam (in his capacity as the sole director of the Offeror) accepts full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*

*Mr. Kam (in his capacity as the sole director of Bio Garden Inc.), Ms. Fung Chit (in her capacity as the sole director of China In Shine Investment Limited), Ms. Gu Nana (in her capacity as the sole director of Asia Pacific MedTech (BVI) Limited) and Mr. Wu Guangze (in his capacity as the sole director of Famous Sino Limited) jointly and severally accepts full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of her/his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*