

GOLDEN MEDITECH HOLDINGS LIMITED

(the “Company”)

MECHANISMS AVAILABLE FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY (“Director”)

Pursuant to Article 64 of the Articles of Association of the Company, shareholder(s) of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (the “**Requisitionist(s)**”) may, by written requisition to the Directors or the company secretary of the Company (the “**Requisition**”), request the Directors to convene an extraordinary general meeting (“**EGM**”) for the purpose of appointing a Director. The Requisition proposing to nominate a person for election as a Director at such EGM together with a notice signed by the person to be proposed of his/her willingness to be elected shall be deposited at the head office of the Company in Hong Kong (48/F., Bank of China Tower, 1 Garden Road, Central, Hong Kong) or at the Company’s Hong Kong branch share registrar (Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong). The EGM shall be held within two months after the deposit of the Requisition. In the event that the Directors fail to convene the EGM within twenty-one days of the deposit of the Requisition, the Requisitionist(s) may do so in the same manner, and all reasonable expenses incurred by the Requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the Requisitionist(s) by the Company.

Alternatively, pursuant to Article 113 of the Articles of Association of the Company, in the event that a general meeting is to be held for the purpose of electing a Director, if a shareholder of the Company who is qualified to attend and vote at that general meeting wishes to propose a person other than a retiring Director for election as a Director at that general meeting, he/she can deposit a signed written notice (the “**Written Notice**”) of his/her intention to propose such person as a Director together with a notice signed by the person to be proposed of his/her willingness to be elected at the head office of the Company in Hong Kong (48/F., Bank of China Tower, 1 Garden Road, Central, Hong Kong) or at the Company’s Hong Kong branch share registrar (Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong). The minimum length of the period, during which the Written Notice is given, shall be at least seven clear days and that the period for lodgment of the Written Notice shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven clear days prior to the date of such general meeting.

In order for the Company to inform its shareholders of the proposed nomination for election, the Requisition and the Written Notice must state the full name of the person proposed for election as a Director, including the person’s biographical details as required by rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.