

CORDLIFE GROUP LIMITED
(Company Registration No.: 200102883E)
(Incorporated in the Republic of Singapore)
(the "**Company**")

UPDATE ANNOUNCEMENT

The Board of Directors of the Company (the "**Board**") refers to the Company's announcements on 7 July 2015 and 3 August 2015 (collectively, the "**Relevant Announcements**") as well as the statement (the "**Zhongyuan Statement**") made by Zhongyuan Union Cell & Gene Engineering Corporation Ltd. ("**Zhongyuan**") on the website of the Shanghai Stock Exchange on 6 August 2015. A copy of the Zhongyuan Statement is annexed.

As disclosed in the Zhongyuan Statement, Zhongyuan has entered into a non-binding letter of intent with Jiaxing Huiling No. 3 Investment Partnership (Limited Partnership) ("**Huiling**"), pursuant to which Zhongyuan intends to acquire from Huiling the shares of a company known as SPV1. SPV1 in turn holds SPV2 and, if SPV2 acquires the Assets (as defined below) from the Company, SPV2 will hold the Assets.

Given the information disclosed in the Zhongyuan announcement, the Board wishes to inform that the unsolicited offer from a third party referred to in the Relevant Announcements were made on behalf of Robust Plan Limited, a limited liability company incorporated in Hong Kong (the "**Offeror**"). The terms of the offer state that the Offeror was incorporated and is wholly-owned by Shanghai Dunheng Capital Management Co., Ltd, ("**SDCM**") which in turn was incorporated and is wholly-owned by Huiling. The terms of the offer also stated that Huiling, as a financial investor, may on-sell all its shares in SDCM (and accordingly, the shares of the Offeror) to Zhongyuan after completion of the Offeror's proposed acquisition of the Company's shares in China Cord Blood Corporation ("**CCBC**") and 7% senior unsecured convertible note in the principal amount of US\$25 million due 3 October 2017 issued by CCBC to the Company (collectively, the "**Assets**").

Although SDCM and the Offeror are not named in the Zhongyuan Statement, the Board believes that they are referred to as SPV1 and SPV2, respectively, in the Zhongyuan announcement.

For the avoidance of doubt, the Board wishes to clarify that the Company has not accepted the Offeror's offer for the Assets. As set out in the Company's announcement on 3 August 2015, the conditional purchase agreement dated 8 May 2015 between the Company and Golden Meditech Holdings Limited ("**Golden Meditech**") pursuant to which the Company agreed to sell the Assets to Golden Meditech remains in force. The Company will in due course be issuing a circular to shareholders of the Company ("**Shareholders**") in relation to this proposed sale.

The Board also wishes to draw Shareholders' attention to the statement released by CCBC on 6 August 2015 relating to receipt by the board of directors of CCBC of a non-binding acquisition proposal letter from Nanjing Xinjiekou Department Store Co., Ltd. ("**NXDS**"), pursuant to which NXDS offered to acquire all of CCBC's China business, including all of CCBC's equity interests in its China subsidiaries and CCBC's assets and resources relating to its business in China. A copy of CCBC's statement is annexed.

Shareholders are advised to exercise caution when dealing in the shares of the Company and refrain from taking any action in relation to their shares of the Company which may be prejudicial to their interests until they have considered the information as set out in a circular to shareholders to be issued by the Company in due course.

By Order of the Board
CORDLIFE GROUP LIMITED

Mr. Yee Pinh Jeremy
Director
10 August 2015

ANNEX

Zhongyuan Statement

中源协和细胞基因工程股份有限公司

关于与嘉兴会凌叁号投资合伙企业（有限合伙）签署 中源协和购买资产意向书的公告

本公司董事会及全体董事保证本公告内容不存在任何虚假记载、误导性陈述或者重大遗漏，并对其内容的真实性、准确性和完整性承担个别及连带责任。

中源协和细胞基因工程股份有限公司（以下简称“公司”）与嘉兴会凌叁号投资合伙企业（有限合伙）（以下简称“会凌三号”）之前签署《中源协和购买资产意向书》，现将意向书主要内容公告如下：

一、合作方基本情况

会凌三号是一家依照中国法律设立并有效存续的有限合伙企业，住所为浙江省嘉兴市广益路705号嘉兴世界贸易中心1号楼2204室-66，执行事务合伙人为嘉兴会凌投资管理有限公司（委派代表）。会凌三号为中民投资本管理有限公司旗下有限合伙基金，主营业务为实业投资和投资管理。

二、意向书主要内容

（一）意向书双方

中源协和细胞基因工程股份有限公司

嘉兴会凌叁号投资合伙企业（有限合伙）

（二）定义

CB：指康盛人生持有的由C0公司发行的于2017年10月3日到期的年息7%、本金为25,000,000美元的高级无担保可转换票据；该票据可转换为8,809,020股已缴足股本的C0公司普通股股份（每股面值0.0001美元）。

C0股份：指康盛人生持有的C0公司7,314,015股已缴足股本的普通股股份（每股面值0.0001美元），约占C0公司全部已发行股份的9.13%。

C0公司：指中国脐带血库企业集团(China Cord Blood Corporation)，一家根据开曼群岛法律成立的公司，主要从事脐带血造血干细胞储存业务，其股票

在纽约证券交易所上市（NYSE：CO）。

康盛人生：指康盛人生集团有限公司（Cordlife Group Limited），一家根据新加坡法律成立的公司，主要从事私人脐带血库及诊断方面业务。

CO 交易：指会凌三号通过 SPV1 和 SPV2 收购康盛人生持有的 CO 股份和 CB。

SPV1：指会凌三号在上海自贸区设立的全资子公司。

SPV2：指 SPV1 在香港设立的全资子公司。

标的资产：指会凌三号所持 SPV1 全部股权及通过 SPV1 持有的并购资产。

并购资产：指在 CO 交易完成的情况下，会凌三号通过 SPV2 收购的 CO 股份和 CB。

（三）交易目标

在 CO 交易完成后，公司拟尽快与会凌三号签订正式协议，在满足相关条件及政府批准的前提下，由公司收购会凌三号所持标的资产。

（四）标的资产定价原则

标的资产定价拟按照经评估确认的公允价值由双方协商确定。

（五）终止情形

本意向书可依据下列情况之一而终止：

- 1、双方一致书面同意解除本意向书；
- 2、双方签订正式的购买资产协议。

（六）违约责任

如果本意向书任何一方违反《中源协和购买资产意向书》中关于保密的规定，违约方应当负责赔偿其违约行为给守约方造成的损害。

（七）争议解决

如果双方之间因本意向书产生任何争议、纠纷或索赔，双方应尽一切合理努力通过友好协商解决。

如果一方将该等争议、纠纷或索赔通过友好协商解决的意向通知其他方之后的六十（60）日内未达成解决办法，则该等争议、纠纷或索赔应提交上海仲裁委员会，根据提交仲裁当时上海仲裁委员会的仲裁规则通过仲裁加以解决。

（八）效力

除《中源协和购买资产意向书》中关于“保密”、“终止”、“违约责任”、“适

用法律及争议解决”之外，本意向书其他条款均不具法律效力，不对双方设立任何具有法律约束力的权利及义务。

三、对公司的影响

经友好协商，公司与会凌三号签署《中源协和购买资产意向书》，在 CO 交易完成后，由公司收购会凌三号所持的标的资产，将有利于公司进军海外市场，拓展海外业务，实现公司细胞基因蛋白等业务的全球产业链布局，符合公司的发展战略，对公司未来发展具有积极的推动意义。

四、备查文件

《中源协和细胞基因工程股份有限公司与嘉兴会凌叁号投资合伙企业（有限合伙）之中源协和购买资产意向书》

特此公告。

中源协和细胞基因工程股份有限公司董事会

2015年8月7日

ANNEX

CCBC's Statement

China Cord Blood Corporation Announces Receipt of Non-Binding Acquisition Proposal

HONG KONG, China, August 6, 2015 — China Cord Blood Corporation (NYSE: CO) (“CCBC” or the “Company”), China’s leading provider of cord blood collection, laboratory testing, hematopoietic stem cell processing and stem cell storage services, today announced that its board of directors has received a non-binding acquisition proposal letter from Nanjing Xinjiekou Department Store Co., Ltd. (the “Potential Acquirer”), pursuant to which the Potential Acquirer offered to acquire all the Company’s China business, including all of the Company’s equity interests in its China subsidiaries and its assets and resources relating to its business in China (the “Proposal”). The purchase price offered is not lower than RMB6.0 billion, to be paid in cash or shares or a combination thereof.

The special committee of the Company’s board of directors, in consultation with its legal and financial advisors, will carefully review and evaluate the Proposal. The Company cautions its shareholders and others considering trading its ordinary shares that no decisions have been made with respect to the Company’s response to the Proposal. There can be no assurance that any agreement will be executed or that this or any other transaction will be approved or consummated.

About China Cord Blood Corporation

China Cord Blood Corporation is the first and largest umbilical cord blood banking operator in China in terms of geographical coverage and the only cord blood banking operator with multiple licenses. Under current PRC government regulations, only one licensed cord blood banking operator is permitted to operate in each licensed region and only seven licenses have been authorized as of today. China Cord Blood Corporation provides cord blood collection, laboratory testing, hematopoietic stem cell processing and stem cell storage services. For more information, please visit our website at <http://www.chinacordbloodcorp.com>.

Safe Harbor Statement

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. These statements relate to future events or the Company’s future financial performance. The Company has attempted to identify forward-looking statements by terminology including “anticipates”, “believes”, “expects”, “can”, “continue”, “could”, “estimates”, “intends”, “may”, “plans”, “potential”, “predict”, “should” or “will” or the negative of these terms or other comparable terminology. These statements are only predictions, uncertainties and other factors may cause the Company’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. The information in this press release is not intended to project future performance of the Company. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company does not guarantee future results, levels of activity, performance or achievements. The Company expectations are as of the date this press release is issued, and the Company does not intend to update any of the forward-looking statements after the date this press release is issued to conform these statements to actual results, unless required by law.

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