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天津泰達生物醫學工程股份有限公司
Tianjin TEDA Biomedical Engineering Company Limited
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 8189)

**NOTICE OF CLASS MEETING OF THE HOLDERS OF
DOMESTIC SHARES**

NOTICE IS HEREBY GIVEN THAT the class meeting of holders of domestic shares of Tianjin TEDA Biomedical Engineering Company Limited (the “Company”) will be held at 9th Floor, Block A2, Tianda High-Tech Park, No. 80 The 4th Avenue, TEDA, Tianjin, the People’s Republic of China (the “PRC”) on Monday, 10 August 2009 at 10:00 a.m. (or immediately after conclusion or adjournment of the extraordinary general meeting) for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. **“THAT**

- (a) the capital injection agreement dated 12 June 2009 (the “Subscription Agreement”) entered into between the Company, 深圳市翔永投資有限公司 (Shenzhen Xiangyong Investment Company Limited*) (“Xiangyong Investment”), 山東知農化肥有限公司 (Shandong Zhinong Fertilizers Company Limited*) (“Zhinong Fertilizers”) and 東莞市綠野化肥有限公司 (Dongguan Lvye Fertilizers Company Limited*) (“Lvye Fertilizers”, collectively with Xiangyong Investment and Zhinong Fertilizers referred to as the “Subscribers”) in relation to the subscription of a total of 470,000,000 new domestic shares of RMB0.10 each (the “New Domestic Shares”) in the capital of the Company by the Subscribers, a copy of which is produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Subscription Agreement be and are hereby approved, confirmed and ratified and that the board of directors of the Company (the “Board”) be and is hereby authorized to make changes or amendments to the Subscription Agreement as it may in its absolute discretion think fit;

* *For identification purpose only*

- (b) the Board be and is hereby authorized to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Subscription Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder.”

2. **“THAT**

- (a) the Board be and is hereby granted a specific mandate to allot and issue the New Domestic Shares pursuant to the Subscription Agreement;
- (b) contingent on the Board resolving to issue the New Domestic Shares pursuant to subparagraph 2(a) above, the Board be authorized to:
 - (i) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of the New Domestic Shares;
 - (ii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing the New Domestic Shares pursuant to subparagraph 2(a) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
 - (iii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”

3. To transact any other business.

By order of the Board
Wang Shuxin
Chairman

Tianjin, China
23 June 2009

Notes:

1. Any shareholders of the Company entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote at the meeting on his, her or its behalf in accordance with the articles of association of the Company. A proxy need not be a shareholder of the Company.
2. In order to be valid, the proxy form of the holder of the Domestic Shares of the Company and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the registered address of the Company not less than 24 hours before the time for holding the meeting or any adjourned meeting.
3. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.

4. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of the shareholders of the Company will be closed from 11 July 2009 to 10 August 2009 (both days inclusive), during which no transfer of shares of the Company will be registered.
6. Shareholders of the Company who intend to attend the meeting mentioned above should complete and deliver the reply slip for attendance to the registered address of the Company by hand, post or fax not later than 20 July 2009.
7. The registered address of the Company and the contact details of the Company are as follows:

No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, the PRC
Fax No.: (8622)59816909

NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN THAT the class meeting of holders of H shares of Tianjin TEDA Biomedical Engineering Company Limited (the “Company”) will be held at 9th Floor, Block A2, Tianda High-Tech Park, No. 80 The 4th Avenue, TEDA, Tianjin, the People’s Republic of China (the “PRC”) on Monday, 10 August 2009 at 10:30 a.m. (or immediately after conclusion or adjournment of the meeting for holders of Domestic Shares) for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. **“THAT**

- (a) the capital injection agreement dated 12 June 2009 (the “Subscription Agreement”) entered into between the Company, 深圳市翔永投資有限公司 (Shenzhen Xiangyong Investment Company Limited*) (“Xiangyong Investment”), 山東知農化肥有限公司 (Shandong Zhinong Fertilizers Company Limited*) (“Zhinong Fertilizers”) and 東莞市綠野化肥有限公司 (Dongguan Lvye Fertilizers Company Limited*) (“Lvye Fertilizers”, collectively with Xiangyong Investment and Zhinong Fertilizers referred to as the “Subscribers”) in relation to the subscription of a total of 470,000,000 new domestic shares of RMB0.10 each (the “New Domestic Shares”) in the capital of the Company by the Subscribers, a copy of which is produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Subscription Agreement be and are hereby approved, confirmed and ratified and that the board of directors of the Company (the “Board”) be and is hereby authorized to make changes or amendments to the Subscription Agreement as it may in its absolute discretion think fit;
- (b) the Board be and is hereby authorized to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Subscription Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder.”

2. **“THAT**

- (a) the Board be and is hereby granted a specific mandate to allot and issue the New Domestic Shares pursuant to the Subscription Agreement;
- (b) contingent on the Board resolving to issue the New Domestic Shares pursuant to subparagraph 2(a) above, the Board be authorized to:
 - (i) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of the New Domestic Shares;

* For identification purpose only

- (ii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing the New Domestic Shares pursuant to subparagraph 2(a) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (iii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”

3. To transact any other business.

By order of the Board
Wang Shuxin
Chairman

Tianjin, China
23 June 2009

Notes:

1. Any shareholders of the Company entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote at the meeting on his, her or its behalf in accordance with the articles of association of the Company. A proxy needs not be a shareholder of the Company.
2. In order to be valid, the proxy form of the holder of the H Shares of the Company and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at Computershare Hong Kong Investor Services Limited of Rooms 1806–7, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (the “Company’s Share Registrar”) not less than 24 hours before the time for holding the meeting or any adjourned meeting.
3. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
4. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of the shareholders of the Company will be closed from 11 July 2009 to 10 August 2009 (both days inclusive), during which no transfer of shares of the Company will be registered. As regards holders of H Shares of the Company and in order to ascertain the entitlement to attendance at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar not later than 10 July 2009 at 4:00 p.m. for registration.
6. Shareholders of the Company who intend to attend the meeting mentioned above should complete and deliver the reply slip for attendance to the Company’s Share Registrar by hand, post or fax not later than 20 July 2009.
7. The registered address of the Company and the contact details of the Company are as follows:

No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, the PRC
Fax No.: (8622)59816909

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Tianjin TEDA Biomedical Engineering Company Limited (the “Company”) will be held at 9th Floor, Block A2, Tianda High-Tech Park, No. 80 The 4th Avenue, TEDA, Tianjin, the People’s Republic of China (the “PRC”) on Monday, 10 August 2009 at 9:30 a.m. to consider, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. **“THAT**

- (a) the capital injection agreement dated 12 June 2009 (the “Subscription Agreement”) entered into between the Company, 深圳市翔永投資有限公司 (Shenzhen Xiangyong Investment Company Limited*) (“Xiangyong Investment”), 山東知農化肥有限公司 (Shandong Zhinong Fertilizers Company Limited*) (“Zhinong Fertilizers”) and 東莞市綠野化肥有限公司 (Dongguan Lvye Fertilizers Company Limited*) (“Lvye Fertilizers”, collectively with Xiangyong Investment and Zhinong Fertilizers referred to as the “Subscribers”) in relation to the subscription of a total of 470,000,000 new domestic shares of RMB0.10 each (the “New Domestic Shares”) in the capital of the Company by the Subscribers, a copy of which is produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Subscription Agreement be and are hereby approved, confirmed and ratified and that the board of directors of the Company (the “Board”) be and is hereby authorized to make changes or amendments to the Subscription Agreement as it may in its absolute discretion think fit;
- (b) the Board be and is hereby authorized to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Subscription Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder.”

2. **“THAT**

- (a) the Board be and is hereby granted a specific mandate to allot and issue the New Domestic Shares pursuant to the Subscription Agreement;
- (b) contingent on the Board resolving to issue the New Domestic Shares pursuant to subparagraph 2(a) above, the Board be authorized to:
 - (i) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of the New Domestic Shares;

* *For identification purpose only*

- (ii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing the New Domestic Shares pursuant to subparagraph 2(a) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
- (iii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”

3. **“THAT**

- (a) the following paragraph be added immediately after the last paragraph of Article 20 of the Articles of Association of the Company:

“The fourth capital increase and share allotment involves 470,000,000 Domestic Shares and the shareholding structure of the Company after the capital increase and share allotment is: Ordinary Shares 1,420,000,000, of which 715,000,000 are Domestic Shares representing 50.35% of the total issued share capital of the Company, being held as to 200 million shares by Tianjin TEDA International Incubator, the promoter, as to 180 million shares by Shenzhen Xiangyong Investment Company Limited; as to 170 million shares by Shandong Zhinong Fertilizers Company Limited; as to 120 million shares by Dongguan Lvye Fertilizers Company Limited; as to 14 million shares by Gu Hanqing, the a promoter, as to 12 million shares by Guangzhou Wenguang Media Company Limited; as to 10 million shares by Beijing Zhongxing Wuhuan Building Materials Company Limited; and as to 9 million by Xie Kehua, the promoter and there are 705 million shares held by shareholders of overseas listed foreign shares representing 49.65% of the total issued ordinary shares of the Company.”

- (b) the Board be and is hereby authorized to make such adjustments or other amendments to the Articles of Association of the Company as it considers necessary or otherwise appropriate in connection with the amendments or as may be required by the relevant regulatory authorities, and to file the amended Articles of Association of the Company with the relevant PRC authorities for approval, endorsement and/or registration as appropriate, and to do or authorise doing all such acts, matters and things as it may in its absolute discretion consider necessary, expedient or desirable to give effect to and implement the amendments.”

4. To transact any other business.

By order of the Board
Wang Shuxin
Chairman

Tianjin, China
23 June 2009

Notes:

1. Any shareholders of the Company entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote at the meeting on his, her or its behalf in accordance with the articles of association of the Company. A proxy needs not be a shareholder of the Company.
2. In order to be valid, the proxy form of the holder of the H Shares of the Company and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at Computershare Hong Kong Investor Services Limited of Rooms 1806–7, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (the “Company’s Share Registrar”) not less than 24 hours before the time for holding the meeting or any adjourned meeting.
3. In order to be valid, the proxy form of the holder of the Domestic Shares of the Company and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the registered address of the Company not less than 24 hours before the time for holding the meeting.
4. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
5. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The register of the shareholders of the Company will be closed from 11 July 2009 to 10 August 2009 (both days inclusive), during which no transfer of shares of the Company will be registered. As regards holders of H Shares of the Company and in order to ascertain the entitlement to attendance at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar not later than 10 July 2009 at 4:00 p.m. for registration.
7. Shareholders of the Company who intend to attend the meeting mentioned above should complete and deliver the reply slip for attendance to the Company’s Share Registrar or the registered address of the Company by hand, post or fax not later than 20 July 2009.
8. The registered address of the Company and the contact details of the Company are as follows:

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Fax No.: (8622)59816909

As at the date of this announcement, the Board comprises of three executive Directors, being Mr. Wang Shuxin, Mr. Xie Kehua and Mr. Hao Zhihui; three non-executive Directors, being Mr. Feng Enqing, Mr. Xie Guangbei and Mr. Wang Xiaofa and three independent non-executive Directors, being Professor Xian Guoming, Mr. Wu Chen and Mr. Guan Tong.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

The announcement will remain on the GEM website at <http://www.hkgem.com> at the “Latest Company Announcements” page for 7 days from the date of its publication.