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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 H SHARES**

**NOTICE IS HEREBY GIVEN THAT** a class meeting of the holders of foreign invested shares (“**H Shares**”) of nominal value of RMB0.10 each in 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, 12 September 2016 at 10:00 a.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting of the holders of H Shares and domestic invested shares (“**Domestic Shares**”) of nominal value of RMB0.10 each of the Company which has been convened to be held at the same place and on the same date) to consider and, if thought fit, pass the following resolutions:

### **AS SPECIAL RESOLUTIONS**

**“THAT:**

- (a) the agreement (the “**Agreement**”) dated 16 April 2016 entered into among the Company as purchaser, Shu Ju Ku Inc. as vendor (the “**Vendor**”), and Shu Ju Ku Greater China, Ltd. (“**SJKGC**”) in relation to the acquisition of 51% equity interest in SJKGC at a total consideration of US\$27,000,000 (a copy of the Agreement marked “A” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (b) the supplemental agreement (the “**Supplemental Agreement**”) dated 25 April 2016 entered into among the Company, the Vendor and SJKGC to amend and supplement the Agreement (a copy of the Supplemental Agreement marked “B” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (c) the allotment and issue of 100,000,000 new H Shares (the “**Consideration Shares**”) at the issue price of HK\$1.60 per Consideration Share by the Company to the Vendor to settle part of the consideration payable by the Company under the Agreement in accordance with the terms and conditions of the Agreement and all transactions contemplated thereunder be and is hereby approved, confirmed and ratified;
- (d) subject to The Listing Division of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue the Consideration Shares pursuant to the Agreement;
- (e) the Directors be and are hereby authorised to amend the Articles of Association of the Company and complete all relevant registration and filing procedures as the Directors think fit so as to reflect the new capital structure of the Company upon the exercise of power to allot, issue and deal with the H Shares as conferred under paragraph (d) above;
- (f) all transactions contemplated thereunder or incidental to or in connection with the Specific Mandate, and all actions taken or to be taken by the Company pursuant to the Agreement and the Supplemental Agreement, be and are hereby generally and unconditionally approved, ratified and confirmed; and
- (g) any one or more Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the Specific Mandate, the Agreement and the Supplemental Agreement and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

Yours faithfully

For and on behalf of the Board of

**Tianjin TEDA Biomedical Engineering Company Limited**

**Sun Li**

*Chairman*

Tianjin, the PRC

25 July 2016

*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/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 H Shares 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (the "**Company's H 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. The register of the shareholders of the Company will be closed from 13 August 2016 to 12 September 2016 (both days inclusive), during which no transfer of shares will be registered. As regards the holders of H Shares 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 H Share Registrar not later than 12 August 2016 at 4:00 p.m. for registration.
5. Shareholders of the Company who intend to attend the meeting mentioned above should complete and deliver to the office of the Company's H Share Registrar the enclosed reply slip by 22 August 2016. Further details are set out in the reply slip and explanation thereto.
6. Completion and delivery of the proxy form will not preclude a member from attending and voting in person at the meeting if the member so desires and has delivered a valid reply slip for class meeting of the holders of H Shares, and in such event, the proxy form shall be deemed to be revoked.
7. The address of the Company's Registered Office 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) 5981 6909

*As at the date of this announcement, the executive Directors of the Company are Sun Li, Hao Zhihui and Wang Shuxin; the non-executive Directors of the Company are Feng Enqing, Chen Yingzhong and Ou Linfeng; the independent non-executive Directors of the Company are Guan Tong, Wu Chen and Peter K.S. Chan.*

*This announcement, for which the directors are willing to 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 that the information contained in this announcement is accurate and complete in all material respects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*The announcement will remain at the “Latest Company Announcements” page on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven (7) days from the date of its posting, and it will also be published and remain on the website of the Company at [www.bioteda.com](http://www.bioteda.com).*