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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “**EGM**”) of the holders of domestic invested shares (“**Domestic Shares**”) of RMB0.10 each and the holders of foreign invested shares (“**H Shares**”) 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 Wednesday, 28 December 2016 at 9:30 a.m. to consider and, if thought fit, pass the following resolutions:

1. to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:
  - (a) “**THAT** Ms. Sun Li be and is hereby re-elected as an executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”
  - (b) “**THAT** Mr. Hao Zihui be and is hereby re-elected as an executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”

- (c) “**THAT** Mr. Liu Renmu be and is hereby re-elected as an executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”
- (d) “**THAT** Mr. Chen Yingzhong be and is hereby re-elected as a non-executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”
- (e) “**THAT** Mr. Feng Enqing be and is hereby re-elected as a non-executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”
- (f) “**THAT** Mr. Li Ximing be and is hereby re-elected as a non-executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”
- (g) “**THAT** Mr. Li Xudong be and is hereby re-elected as an independent non-executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”
- (h) “**THAT** Mr. Duan Zhongpeng be and is hereby re-elected as an independent non-executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”
- (i) “**THAT** Ms. Gao Chun be and is hereby re-elected as an independent non-executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”

- (j) “**THAT** Ms. Yang Chunyan be and is hereby re-elected as a Supervisor of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”
- (k) “**THAT** Ms. Liu Jinyu be and is hereby re-elected as a Supervisor of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”
- (l) “**THAT** Mr. Liang Weitao be and is hereby re-elected as an independent Supervisor of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”
- (m) “**THAT** Ms. Feng Ling be and is hereby re-elected as an independent Supervisor of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”
- (n) “**THAT** any Director of the Company is and hereby authorized to negotiate the remuneration and the terms and conditions of, and to sign the service contract with each of the proposed Directors and Supervisors on behalf of the Company in accordance with the Articles of Association of the Company, the relevant laws of the People’s Republic of China and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.”

2. to consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution:

“**THAT** Article 20 to the Articles of Association be amended as the followings upon having obtained the approval of the Shareholders of the Company and the fulfilment of the filing requirements with the Administration of Industry and Commence:

Following several times of increase of share capital after its establishment, the Company has issued 1,595,000,000 ordinary shares, including 697,500,000 domestic invested shares that accounted for 43.73% of the total amount of ordinary shares in issue by the Company and 897,500,000 overseas listed foreign shares that accounted for 56.27% of the total amount of ordinary shares in issue by the Company.

The share capital structure of the Company is as follows: 1,595,000,000 ordinary shares, in which 697,500,000 shares are issued domestic invested shares, of which 182,500,000 shares held by Tianjin TEDA International Incubator, the promoter, 180,000,000 shares held by Shenzhen Xiangyong Investment Company Limited, 170,000,000 shares held by Shandong Zhinong Fertilizers Company Limited, 120,000,000 shares held by Dongguan Lvye Fertilizers Company Limited, 14,000,000 shares held by Gu Hanqing (顧漢卿), the promoter, 12,000,000 shares held by Guangzhou Wenguang Media Company Limited, 10,000,000 shares held by Beijing Jinbaida Information Technology Company Limited and 9,000,000 shares held by Xie Kehua, the promoter and 897,500,000 shares held by shareholders of overseas listed foreign shares.”

By order of the Board

**Tianjin TEDA Biomedical Engineering Company Limited**

**Sun Li**

*Chairman*

Tianjin, the PRC

11 November 2016

*Notes:*

1. Any shareholder 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 form of proxy of the holders of H Shares of the Company and, if such form of proxy 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 (the “**Company’s H Share Registrar**”) of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the meeting or any adjourned meeting or 24 hours before the time appointed for taking the poll.
3. In order to be valid, the form of proxy of the holders of Domestic Shares and, if such form of proxy 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 appointed for holding the meeting or any adjourned meeting or 24 hours before the time appointed for taking the poll.
4. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.

5. The register of the shareholders of the Company will be closed from Tuesday, 29 November 2016 to Wednesday, 28 December 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 attend 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 Wednesday, 28 December 2016 at 4:00 p.m. for registration.
6. Shareholders of the Company who intend to attend the meeting mentioned above should complete and deliver to the registered office of the Company (for the holders of Domestic Shares) or the office of the Company's H Share Registrar (for the holders of H Shares) the enclosed reply slip by Thursday, 8 December 2016. Further details are set out in the reply slip and explanation thereto.
7. Completion and delivery of the form of proxy 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 the EGM, and in such event, the form of proxy shall be deemed to be revoked.
8. 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) 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 Liu Renmu; the independent non-executive Directors of the Company are Guan Tong, Wu Chen and Chan Kin Sang.*

*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.*

*This announcement will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for 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).*