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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)

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board would like to announce the proposed amendments to the Articles of Association of the Company so as to reflect the transfer by the holders of domestic shares of the Company of their share equity in the Company.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders at the EGM by way of special resolutions and the fulfilment of filing requirements with the Administration of Industry and Commerce. A circular, containing the details of the relevant special resolutions, and the notice of the EGM will be despatched to the Shareholders as soon as practicable.

#### **(a) Transfer of Domestic Shares**

On 26 July 2017, Guangzhou Wenguang Media Company Limited (“**Guangzhou Wenguang**”), as the seller, entered into an agreement with Shandong Zhinong Fertilizers Company Limited (“**Shandong Zhinong**”) to transfer 10,000,000 domestic shares of the Company to Shandong Zhinong, representing 0.59% of the total issued share capital of the Company.

The shareholding structure of the Company as at the date of this announcement and immediately upon the completion of the above transfer are set out below:

As at the date of this announcement	Holders of domestic shares or H shares		Immediately upon the completion of the above transfer	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
<b>Domestic Shares</b>				
Tianjin TEDA International Incubator	182,500,000	10.77	182,500,000	10.77
Gu Hanqing	14,000,000	0.83	14,000,000	0.83
Xie Kehua	9,000,000	0.53	9,000,000	0.53
Guangzhou Wenguang Media Company Limited	12,000,000	0.71	2,000,000	0.12
Shenzhen Xiangyong Investment Company Limited	180,000,000	10.62	180,000,000	10.62
Shandong Zhinong Fertilizers Company Limited	170,000,000	10.03	180,000,000	10.62
Dongguan Lvye Fertilizers Company Limited	120,000,000	7.08	120,000,000	7.08
Beijing Jinbaida Information Technology Company Limited	10,000,000	0.59	10,000,000	0.59
<b>Sub-total</b>	<u>697,500,000</u>	<u>41.15</u>	<u>697,500,000</u>	<u>41.15</u>
<b>H shares</b>				
Shu Ju Ku Inc.	100,000,000	5.90	100,000,000	5.90
Public Shareholders	<u>897,500,000</u>	<u>52.95</u>	<u>897,500,000</u>	<u>52.95</u>
<b>Total</b>	<u><u>1,695,000,000</u></u>	<u><u>100.00</u></u>	<u><u>1,695,000,000</u></u>	<u><u>100.00</u></u>

The Board would like to propose to amend Article 20 of the Articles of Association of the Company so as to reflect the transfer of 10,000,000 domestic shares of the Company to Shandong Zhinong. To the best of the Directors' knowledge, information and belief having made all reasonable enquires, Shandong Zhinong and its ultimate beneficial owner are Independent Third Parties. Upon the completion of the transfer, Guangzhou Wenguang will hold 2,000,000 domestic shares of the Company, representing 0.12% of the total issued share capital of the Company.

## **(b) EGM**

The said transfer of domestic shares is subject to approval by MOC, and the proposed amendments to the Articles of Association are subject to the approval of the Shareholders at the EGM by way of special resolutions and the fulfilment of filing requirements with the Administration of Industry and Commerce. The notice of the EGM containing the details of the relevant special resolutions together with a circular setting out the details of the proposed amendments to the Articles and Association will be despatched to the Shareholders as soon as practicable.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Administration of Industry and Commerce”	Tianjin Administration of Industry and Commerce of the PRC
“Articles of Association”	the articles of association adopted by the Company on 25 May 2002 (as amended from time to time)
“Board”	the board of Directors (including the independent non-executive directors)
“Company”	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 established in the PRC with limited liability on 8 September 2000 whose H shares are listed and traded on GEM (Stock Code: 8189)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Independent Third Party(ies)”	person which is/are not connected with any of the directors, supervisors, chief executive, promoters, substantial shareholders or management shareholders (both as defined in the GEM Listing Rules) of the Company and of its subsidiaries and their respective associates (as defined in the GEM Listing Rules) and is/are not a connected person (as defined in the GEM Listing Rules)
“MOC”	Ministry of Commerce of the PRC
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board  
**Tianjin TEDA Biomedical Engineering Company Limited**  
**Sun Li**  
*Chairman*

Tianjin, the PRC  
11 August 2017

*As at the date of this announcement, the executive Directors of the Company are Sun Li, Hao Zhihui and Liu Renmu; the non-executive Directors of the Company are Feng Enqing, Chen Yingzhong and Li Ximing; the independent non-executive Directors of the Company are Li Xudong, Duan Zhongpeng and Gao Chun.*

*This announcement, for which the directors are willing to collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 [www.hkgem.com](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).*