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If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tianjin TEDA Biomedical Engineering Company Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



泰 达

天津泰达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)

(1) RESIGNATION OF DIRECTORS
(2) PROPOSED APPOINTMENT OF DIRECTORS
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

A Notice for convening the EGM (as defined in this circular) of the shareholders of the Company to be held at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the People's Republic of China at 9:30 a.m. on Thursday, 16 November 2017, are set out on page 8 to 10 of this circular.

Whether or not you are able to attend the meeting, you are reminded to complete the forms of proxy enclosed with this circular, in accordance with the instructions printed thereon and send the relevant forms of proxy to the registered office of the Company at No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, the People's Republic of China (for the holders of Domestic Shares), or to the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares) as soon as practicable and in any event not later than 24 hours before the time appointed for the holding of the EGM. Completed and returned forms of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

29 September 2017

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

In this circular, the following words and expressions shall have the following meanings unless the context indicates otherwise:

“Articles of Association”	the articles of association adopted by the Company on 25 May 2002 (as amended from time to time)
“associate”	has the meaning as defined in the GEM Listing Rules
“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 whose H Shares are listed and traded on GEM (Stock Code: 8189)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	the domestic invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are subscribed for in RMB
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of approving the proposed appointment of Directors
“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
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“H Shares”	the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in HK\$

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China, but for the purpose of this circular, 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)”	the shareholder(s) of the Company
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Ms. Sun Li (*Chairman and Chief Executive Officer*)

Mr. Hao Zhihui (*Vice-Chairman*)

Mr. Liu Renmu

Registered Office:

No. 12 Tai Hua Road

The 5th Avenue

TEDA

Tianjin PRC

Non-executive Directors:

Mr. Feng Enqing

Mr. Li Ximing

Independent non-executive Directors:

Mr. Li Xudong

Ms. Gao Chun

29 September 2017

To the Shareholders

Dear Sir or Madam,

**(1) RESIGNATION OF DIRECTORS
(2) PROPOSED APPOINTMENT OF DIRECTORS
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

On 27 September 2017, the Directors announced that the Board has accepted the resignation of Mr. Chen Yingzhong, a non-executive Director and Mr. Duan Zhongpeng, an independent non-executive Director from 27 September 2017. To fill up the vacancies, the Board proposes to appoint Mr. Cao Aixin (“**Mr. Cao**”) as a non-executive Director and Mr. Wang Yongkang (“**Mr. Wang**”) as an independent non-executive Director for a term from date of approval by the Shareholders by way of ordinary resolutions at the EGM and expiring on 31 December 2019.

LETTER FROM THE BOARD

Notice for convening the EGM containing details of the relevant resolutions will be dispatched to the Shareholders as soon as practicable.

The purpose of this circular is to provide you with further information in relation to (i) the ordinary resolutions on the details of the proposed appointments of Directors; and (ii) the notice covering the EGM. Subject to the approval of the Shareholders by way of ordinary resolutions at the EGM, the proposed Directors will be appointed for a term commencing from the date of passing the resolutions and expiring on 31 December 2019.

Particulars of the Proposed Directors

Mr. Cao Aixin (“Mr. Cao”), aged 54, has over 20 years of experience in sales and management and has been extremely familiar with the business and operations of the Group. Mr. Cao joined Guangdong Fulilong Compound Fertilisers Co., Ltd. (“Guangdong Fulilong”) as a regional marketing manager in October 1997. He subsequently served as the general marketing manager of Guangdong Fulilong from 2001 to 2005, the deputy general manager of Guangdong Fulilong from 2006 to 2009 and has been appointed as the chairman of Guangdong Fulilong since 2010, during which he has accumulated extensive experience in business operation and marketing.

Mr. Wang Yongkang (“Mr. Wang”), aged 48, obtained his bachelor’s degree of Law in administrative management from China University of Political Science and Law in 1993 and his master’s degree of Law in economic law from Capital University of Economics and Business in 1999. After postgraduate studies, Mr. Wang worked at Gaopeng & Partners (高朋律師事務所) from 1999 to January 2002. From February 2001 to March 2003, he worked at Grandall Legal Group (Beijing) (國浩律師集團(北京)事務所) as a partner. In April 2003, he co-founded Broad & Ken Partners (博金律師事務所) where he has been working till now. Mr. Wang served as the independent director of Zhengzhou Coal Industry & Electric Power Co., Ltd. (鄭州煤電股份有限公司) (600121) from 2007 to 2013.

The Emoluments of the Proposed Directors

The proposed emolument of Mr. Cao is RMB40,000 per annum during his term of service which will be paid in proportion to the actual length of service starting from the date of appointment.

The proposed emolument of Mr. Wang is RMB80,000 per annum during his term of service which will be paid in proportion to the actual length of service starting from the date of appointment.

LETTER FROM THE BOARD

The proposed emoluments of Mr. Cao and Mr. Wang are determined on the basis of prevailing market rate, scope of work, level of involvement, experience, seniority and the recommendation of the remuneration committee of the Company.

Service Agreements of the proposed Directors

Mr. Cao will enter into a service agreement with the Company after the proposed ordinary resolution regarding his appointment being passed at the EGM. The newly appointed non-executive Director will serve for a term commencing on the date of approval by Shareholders at the EGM and expiring on 31 December 2019.

Mr. Wang will enter into a service agreement with the Company after the proposed ordinary resolution regarding his appointment being passed at the EGM. The newly appointed independent non-executive Director will serve for a term commencing on the date of approval by Shareholders at the EGM and expiring on 31 December 2019.

Save as disclosed in this circular, Mr. Cao and Mr. Wang do not:

- 1 hold any other position with the Company or other members of the Group nor do they have any relationship with any other directors, supervisor, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates (as defined in the GEM Listing Rules); and
- 2 hold any shares, underlying shares or debentures of the Company and its associated corporations which are required to be disclosed under Part XV of the SFO; and
- 3 have held any position in other companies listed on GEM or the Stock Exchange or any other securities market for the last three years and does not have any other major appointments or professional qualifications.

In addition, the Board is not aware of any other matter which has to be brought to the attention of holders of securities of the Company in respect of the proposed changes of Directors nor is there any other information required to be disclosed pursuant to the requirements as set out in Rule 17.50(2) of the GEM Listing Rules.

LETTER FROM THE BOARD

EXTRAORDINARY GENERAL MEETING

According to the Articles of Association of the Company, the proposed appointments of Mr. Cao as a non-executive Director and Mr. Wang as an independent non-executive Director are subject to the approval by the Shareholders by way of ordinary resolutions at EGM.

The EGM will be convened for the purpose of approving the proposed appointments of the non-executive Director and the independent non-executive Director. Any vote of Shareholders at EGM must be taken by poll.

Notice of the EGM to be held at 9:30 a.m. on Thursday, 16 November 2017 at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the People's Republic of China, is set out on pages 8 to 10 of this circular.

The reply slip and forms of proxy for use at the EGM are enclosed. Whether or not you are able to attend (if you are so entitled to) the meetings, you are requested to complete the enclosed reply slip and form of proxy in accordance with the instructions printed thereon and return them to the registered office of the Company at No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, the People's Republic of China (for the holders of Domestic Shares), or the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares) as soon as possible and in any event for the reply slip, on or before Thursday, 26 October 2017 and the proxy forms no later than 24 hours before the time appointed for holding the meeting. Completion and return of the relevant form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meetings should you so wish.

GENERAL

This circular, 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

This circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text prevails.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions are fair and reasonable and in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

Yours faithfully,

By order of the Board

Tianjin TEDA Biomedical Engineering Company Limited

Sun Li

Chairman

Tianjin, the PRC

NOTICE OF EXTRAORDINARY GENERAL MEETING



泰 达

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 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 Thursday, 16 November 2017 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 resolution as an ordinary resolution:

“**THAT** Mr. Cao Aixin be and is hereby appointed as a non-executive director for an initial term commencing from the date of passing this resolution and expiring on 31 December 2019 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service agreement to be entered into with the Company.”

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

“**THAT** Mr. Wang Yongkang be and is hereby appointed as an independent non-executive director for an initial term commencing from the date of passing this resolution and expiring on 31 December 2019 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service agreement to be entered into with the Company.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

3. to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution:

“**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 agreements with the proposed directors 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.”

4. to transact other business.

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

Tianjin, the PRC

29 September 2017

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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

5. The register of the shareholders of the Company will be closed from Friday, 13 October 2017 to Thursday, 16 November 2017 (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 Thursday, 12 October 2017 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, 26 October 2017. 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