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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.



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)

**(I) CESSATION OF THE TERMS OF SERVICES AND
PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS
(II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice for convening the EGM (as defined in this circular) of Tianjin TEDA Biomedical Engineering Company Limited 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 10:00 a.m. on Friday, 30 December 2022, are set out on pages 20 to 25 of this circular.

Whether or not you are able to attend the meetings, you are reminded to complete the form of proxy enclosed with this circular, in accordance with the instructions printed thereon and send the relevant form 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 form 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.

15 November 2022

CHARACTERISTICS OF GEM (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK 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 Stock 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.

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DEFINITIONS

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

“Administration of Industry and Commence”	Tianjin Administration of Industry and Commence of the PRC
“Articles of Association”	the articles of association of the Company adopted on 26 October 2022 (as amended from time to time)
“associates”	has the same meaning as ascribed to it under 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 is subscribed in RMB
“EGM”	the extraordinary general meeting to be convened by the Company to approve the proposed appointment of Directors
“GEM”	GEM 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 dollars, the lawful currency of Hong Kong

DEFINITIONS

“H Shares”	overseas listed foreign share(s) of nominal value of RMB0.10 each in the share capital of the Company, listed on the GEM and subscribed and traded in HK\$
“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, 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
“Supervisor(s)”	the supervisor(s) of the Company
“%”	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
Joint Chief Executive Officer*)
Mr. Hao Zhihui (*Vice-Chairman*)
Mr. He Xin

Registered Office:

No. 12 Tai Hua Road,
The 5th Avenue,
TEDA,
Tianjin,
PRC

Non-Executive Directors:

Mr. Cao Aixin
Ms. Li Xueying
Mr. Li Ximing

Independent Non-Executive Directors:

Mr. Li Xudong
Mr. Wang Yongkang
Ms. Gao Chun

15 November 2022

To the Shareholders

Dear Sir or Madam,

**(I) CESSATION OF THE TERMS OF SERVICES AND PROPOSED RE-
DESIGNATION, APPOINTMENT AND RE-ELECTION OF DIRECTORS
AND SUPERVISORS
(II) PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION
AND
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

On 10 November 2022, the Directors announced that the Board has submitted the proposed re-election of Directors and Supervisors and the proposed amendments to the Articles of Association to the Shareholders for approval.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, inter alia, the details in relation to (1) the ordinary resolutions on cessation of the terms of services and proposed re-election of Directors and Supervisors; (2) the special resolutions on the proposed amendments to the Articles of Association, all to be submitted to the EGM for approval; and (3) the notice convening the EGM.

(1) CESSATION OF THE TERMS OF SERVICES AND PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS

The Board would like to announce that the term of the service contracts of all the current Directors and Supervisors will be expired on 31 December 2022. Save for Mr. Hao Zhihui, an executive director, all other (i) executive Director and non-executive Director of the Company (together referring to as “**Retiring Directors**”) and (ii) Supervisors and independent supervisors of the Company (together referring to as “**Retiring Supervisors**”) will offer themselves for re-election.

Mr. Hao Zhihui will retire as an executive director at the EGM with effect from the conclusion of the EGM due to his retirement and will not offer himself for re-election. The number of members of the Board does not meet the requirements of the Company’s Articles of Association as it has not yet identified a suitable candidate to succeed as an executive director. The Board will identify a suitable candidate to serve as an Executive Director as soon as practicable in order to comply with the requirements of the Company’s Articles of Association.

Mr. Hao Zhihui has confirmed that he has no disagreement with the Board in any aspect during his term of office and there is no matter relating to his retirements that will need to be brought to the attention of the Shareholders. Save as disclosed, the Board is not aware of any other matter relating to his cessation that is required to be brought to the attention of the Shareholders.

Subject to the approval of the Shareholders at the EGM by way of ordinary resolutions, all proposed Directors (save for Mr. Hao Zhihui, an executive director) and Supervisors of the Company will be appointed for a term of three years commencing from 1 January 2023 and expiring on 31 December 2025.

LETTER FROM THE BOARD

(i) **Particulars of the Proposed Directors and Supervisors**

Set out below are the details of the Retiring Directors and Retiring Supervisors proposed to be re-elected at the EGM:

Executive Directors

Ms. Sun Li (“**Ms. Sun**”), aged 49, the Chairman of the Board of the Company, graduated from the Economic and Trade Faculty of Central South University with a bachelor’s degree in Technological Economics in June 1995 and with a master’s degree in Management Business Administration Faculty in June 1998, she also graduated from City University of Hong Kong with a PhD in Business Administration in 2021. Ms. Sun was among the first batch of candidates who obtained the qualification of sponsor representatives from the Securities Association of China in 2004. Ms. Sun has engaged in investment banking for 15 years, with rich experience in filtering quality corporations, restructuring, counselling, initial public offering projects as well as mergers and acquisitions of listed companies. From August 1998 to April 2004, she successively acted as business director, senior manager, and business manager at the investment banking headquarter of Dapeng Securities Co., Ltd. (大鵬證券有限責任公司). From May 2004 to August 2005, she served as deputy general manager in Shenzhen investment banking division of Centergate Securities Co., Ltd. (中關村證券股份有限公司). From September 2005 to March 2010, she successively served as business director, internal auditor, member of GEM’s advisory committee at the investment banking headquarter of China Merchants Securities Co., Ltd. (招商證券股份有限公司). From April 2010 to April 2013, she served as general manager and internal auditor in mergers and acquisitions division of Minsheng Securities Co., Ltd. (民生證券有限責任公司). From May 2013 until now, she served as president, director and co-partner of Beijing Yingguxinye Investment Co., Ltd (北京盈谷信暉投資有限公司). From September 2014 until now, she was the founding member of Tianjin Teda “Wings of the Angel” Investor Club. From May 2015 until now, she was appointed as supervisors of Shenzhen Xiangyong Investment Company Limited and Dongguan Luye Fertilisers Company Limited. From September 2015 to date, she, as the beneficial owner of Beijing Tianyuhongtai Technology Co., Ltd. (北京天宇鴻泰科技有限公司), holds 16% of its shares. From December 2015 until now, she was appointed as a director of Beijing Yingguchuangrong Information Technology Co., Ltd. (北京盈谷創融信息科技股份有限公司). From August 2015 until now, Ms. Sun was appointed as an executive director and the Chairman of the Board of the Company. From September 2015 to January 2019 and from December 2019 to September 2022, she served as Chief Executive Officer of the Company. From September 2022 to date, she served as the Joint Chief Executive Officer of the Company.

LETTER FROM THE BOARD

Mr. Hao Zihui (“**Mr. Hao**”), aged 61, the vice chairman of the Board of the Company, graduated from Tianjin Medical University in August 1984 with a bachelor’s degree in medicine and thereafter taught in the university. He also completed his master’s degree in Medicine offered by the same university in August 1992. From May 1995 to August 1997, he was in charge of production and technology in DPC (Tianjin) Co., Ltd (天津德普生物技術和醫學產品有限公司). From September 1997 to September 2000, he worked in Tianjin TEDA International Incubator and was the chief of the Medicine Industry Department (醫藥產業部部長). In March 2004, he graduated from the School of Continuing Education of Tsinghua University, Business Administration Major. From September 2000 to August 2006, he has assumed the posts of chief investment officer, chairman of the Supervisory Committee and executive vice president (常務副總裁) in the Company. He has been the President of the Company from August 2006 to April 2011. Mr. Hao was appointed as an Executive director of the Company since May 2009 and was appointed as Vice Chairman of the Board of the Company since April 2011 to present.

Mr. He Xin (“**Mr. He**”), aged 52, postgraduate, graduated from Beijing Jiaotong University majoring in Mechanical Engineering. From July 1992 to June 1994, he served as a business manager of the export department of China Railway Import and Export Company under the Ministry of Railway (鐵道部中鐵進出口公司). From June 1994 to May 2005, he worked as a secretary of the administrative department of Shenzhen Golden Century Development Company Limited (深圳金世紀發展有限公司). From May 2005 to September 2009, he served as an investment manager of the international department of China Merchants Securities Company Limited. From September 2010 to March 2014, he held a position as a vice president of Beijing Yingguxinye Investment Co., Ltd. From March 2014 to August 2016, he held positions as a director and a general manager of Ningxia Yinggu Industry Company Limited (寧夏盈谷實業股份有限公司). From August 2016 to present, he has been serving as a general manager of Beijing Yingguxinye Investment Co., Ltd. Mr. He joined the Company in December 2018 and was appointed as executive director of the Company.

LETTER FROM THE BOARD

Non-Executive Directors

Mr. Cao Aixin (“**Mr. Cao**”), aged 59, 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. Cao was appointed as a non-executive director of the Company since November 2017.

Dr. Li Ximing (“**Dr. Li**”), aged 61, graduated from Chinese Academy of Medical Science with a master’s degree in neuropharmacology in 1988; graduated from Karolinska Institute in Sweden with a doctoral degree in neuroscience in 1995; graduated from the neuroscience drug development research centre (神經藥物研究中心) at Lilly Research Laboratories as a postdoctoral researcher in 1998. Dr. Li is hired specifically as an expert for the Recruitment Program of Global Experts (千人計劃) in PRC, who owns more than twenty years of national and foreign experiences in new drug research and development. Dr. Li has also accumulated fruitful experience in project management of international new drug research and development, designing and practicing clinical trial, contract research organization (CRO) management, Food and Drug Administration (FDA) drug approvals, expert consultation and selection of investors. Dr. Li was a researcher at the department of obesity studies (肥胖研究部) of Bayer U.S. innovation Centre from 1998 to 2001; was an expert of clinical trial at the department of central neuroscience drug development (中樞神經藥物研究部) of Pharmacia from 2001 to 2002; was an associate director at the department of central neuroscience drug development (中樞神經藥物研究部) of Eisai Inc. from 2002 to 2004; was an associate director of clinical trial at the research centre of central neuroscience drug development (中樞神經藥物研究所) of Roche Diagnostic USA from 2004 to 2005; was a vice president of medical research at the international research and development centre (國際研發中心) of Bayer Healthcare Co., Ltd. from 2005 to 2012; is the vice president of registry clinical studies at Luye Pharma Group Limited since 2013. Dr. Li was appointed as a non-executive director of the Company since January 2017.

LETTER FROM THE BOARD

Ms. Li Xueying (“**Ms. Li**”), aged 44, a member of the Communist Party of China, holds a master’s degree from Nanjing Forestry University and is a deputy senior engineer. She has been engaged in management work for 15 years. In July 2006, she worked as the project manager of the planning department in Modern Industrial Park. In May 2008, she was the project manager of the commercial department of Modern Industrial Park. In June 2014, she was the secretary and supervisor of the general office of Modern Industrial Park. In 2019, she was the person-in-charge of the general office of Modern Industrial Park. From July 2020 to date, she has been serving as the deputy director of the business service department of Tianjin TEDA Industrial Development Corporation. Ms. Li was appointed as a non-executive director of the Company from 18 May 2021 to present.

Independent non-executive Directors

Mr. Li Xudong (“**Mr. Li**”), aged 52, is a senior accountant with a bachelor’s degree in accounting, who also is an accountant, a public valuer and a tax agent certified in PRC; is an executive partner with specific normal partnership (特殊普通合夥) at Da Hua Certified Public Accountants (大華會計師事務所); was a member of the 13th, 14th and 15th Main Board Issuance Examination Committee (主板發行審核委員會委員) of China Securities Regulatory Commission (中國證監會). Mr. Li has been engaged in certified accountant services since 1996, who focuses in listing whole or part of corporate assets, asset restructuring, audit of initial public offering projects and listed company and consultation services. Mr. Li was a certified accountant of main examination and signing at listed companies and large state-owned enterprises such as Wanda Commercial Properties Co.,Ltd. (萬達商業地產股份有限公司), Inner Mongolia Junzheng Energy & Chemical Group Company Limited (內蒙古君正能源化工股份有限公司), Hangxiao Steel Structure Company Limited (浙江杭蕭鋼構股份有限公司), China Camc Engineering Company Limited (中工國際工程股份有限公司), and China National Machinery Industry Corporation (中國機械工業集團公司). Mr. Li has rich and professional experience in the fields of accounting, examination, asset evaluation, mergers, and acquisitions, as well as company management consultation service. Mr. Li was appointed as an independent non-executive director of the Company since January 2017.

LETTER FROM THE BOARD

Mr. Wang Yongkang (“**Mr. Wang**”), aged 53, 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. Mr. Wang was appointed as an independent non-executive director of the Company since November 2017.

Ms. Gao Chun (“**Ms. Gao**”), aged 52, graduated from Gannon University with a master’s degree in business administration. Ms. Gao was a financial analyst in 6 sigma Black Belts (mass management method) at General Electric Company from 2000 to 2004. Ms. Gao was a financial manager at the Bayer U.S., development officer and business operation officer of Bayer China from 2004 to 2016. Ms. Gao was appointed as an independent non-executive director of the Company since January 2017.

Supervisors

Ms. Yang Chunyan (“**Ms. Yang**”), aged 46, graduated from Tianjin University (天津大學) in 2005 with a bachelor’s degree in financial management. She acquired the title of intermediate-level accountant in 2008. She worked at the Finance Department of TTII from June 1996 to August 2000 and has been working with the Financial Management Department of the Company since September 2000. Ms. Yang has been appointed as Chairman of the Trade Union of the Group on 28 June 2007 and a supervisor of the Company since January 2010.

LETTER FROM THE BOARD

Ms. Liu Jinyu (“**Ms. Liu**”), aged 49, graduated with a degree in Corporate Management and Human Resources Management from Tianjin Nankai University (天津南開大學). Between 1997 and 2001, she acted as the chief officer of the human resources department of Tianjin New World Department Store Co., Ltd. (天津新世界百貨有限公司). Then she was engaged as the manager of the general department of Tianjin Zhongying Food Co., Ltd (天津中迎食品有限公司) from 2001 to 2003 and the human resources manager of Tianjin Auchan Hypermarkets Co., Ltd (天津歐尚超市有限公司) from 2003 to 2007. Ms. Liu joined the Company as human resources manager in 2007 and has been appointed as deputy officer of the President’s office of the Company since April 2011. Ms. Liu was appointed as a Supervisor of the Company since August 2011.

Independent Supervisors

Mr. Liang Weitao (“**Mr. Liang**”), aged 40, graduated from Tongji University with a bachelor’s degree in science, from Zhejiang University with a master’s degree in science and from City University of Hong Kong with a master’s degree in management. Mr. Liang previously worked in the investment banking department, the investment banking strategic customer department and the NEEQ business department of China Merchants Securities, as well as an executive director and the deputy managing director in the investment banking quality control department at Great Wall Securities. Mr. Liang currently serves as the responsible person of the international business department at Great Wall Securities and is responsible for the establishment of the Hong Kong subsidiary and carrying out cross-border investment and financing business. Mr. Liang has been appointed as an independent supervisor of the Company since August 2015.

LETTER FROM THE BOARD

Mr. Zhao Zhiyou (“**Mr. Zhao**”), aged 40, holds a bachelor’s degree. He served as an accountant and finance manager at the financial department of Wuhan Iron and Steel Construction Group Limited Electricity Company* (武漢鋼鐵建工集團有限責任公司電氣分公司) and Wugang Group International Economic and Trading Company Limited* (武鋼集團國際經濟貿易有限公司) from August 2004 to January 2017. He served as a foreign exchange business manager in Hubei Daye Non-ferrous Metal Company Limited* (湖北大冶有色金屬有限責任公司) from January 2017 to January 2018. He was a finance officer at the offshore business department of Zhejiang Fuye Group Co., Ltd* (浙江富冶集團有限公司) from April 2018 to October 2018. He has been serving as a deputy financial controller in Beijing Yingguxinye Investment Co., Ltd* (北京盈谷信暉投資有限公司) from October 2018 to June 2020. He has been the financial controller of Xinjiang Changyuan Yinggu Coal Sales Company Limited* (新疆昌源盈谷煤炭銷售有限公司) from June 2020 to August 2021. He has been a director at Ningxia Yinggu Industry Company Limited* (寧夏盈谷實業股份有限公司), a company listed on the National Equities Exchange and Quotations System (stock code: 830855), since May 2021. Mr. Zhao was appointed as an independent supervisor of the Company on 8 February 2022.

As at the date of this circular, Ms. Sun Li, the Chairman of the Board, holds a long position of 300,000,000 shares of the Company, representing 15.83% of the total issued share capital. Out of these shares, 180,000,000 shares are held by Shenzhen Xiangyong Investment Company Limited (“**Xiangyong Investment**”), and 120,000,000 shares are held by Dongguan Lvye Fertilisers Company Limited (“**Lvye Fertilisers**”). Ms. Sun Li is the beneficial owner of Beijing Yingguxinye Investment Co., Ltd (“**Yingguxinye**”) holding its 15% equity interest, while Yingguxinye holds 100% equity interest in Xiangyong Investment and Lvye Fertilisers respectively. Save for the above, none of the proposed Directors or Supervisors has any other interests in the shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, no proposed Directors and Supervisors hold any other positions in the Company or other members of the Group, or have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates (as defined under the GEM Listing Rules).

LETTER FROM THE BOARD

Save as disclosed herein, no proposed Directors and Supervisors has held any positions in other companies listed on the GEM or the Stock Exchange or any other exchanges over the past three years.

In addition, the Board is not aware of any other matter in relation to the proposed changes of Directors and Supervisors that is required to be brought to the attention of the holders of securities of the Company, or any other information that is required to be disclosed under any requirements of Rule 17.50(2) of the GEM Listing Rules.

(ii) The Emoluments of the Directors and Supervisors of the Company

The current annual basic emoluments of each Directors and Supervisors is RMB30,000 for the Chairman of the Board, Ms. Sun Li, RMB40,000 for the executive director, RMB40,000 for each non-executive director, RMB80,000 for each independent non-executive director, RMB40,000 for each of the Supervisors, and RMB30,000 each for the independent supervisors.

The proposed annual basic emoluments of all Directors and the Supervisors will remain unchanged during the service terms since 1 January 2023.

The proposed annual basic emoluments for the proposed Directors and Supervisors are determined on the basis of the prevailing market rate, scope of work, level of involvement, experience, seniority and the recommendation of the remuneration committee of the Company.

It will be proposed at the EGM that the Board be authorized to fix the emoluments of all the proposed Directors and Supervisors. Upon the due election of the proposed Directors and Supervisors at the EGM, the Company will issue an announcement as soon as practicable, which shall contain, *inter alia*, the emoluments of all newly elected Directors and Supervisors.

(iii) Service Agreement of all Directors and Supervisors

Each of the proposed Directors and Supervisors will enter into a service contract with the Company after the proposed ordinary resolutions regarding their re-election being passed at the EGM. The new appointment of Directors and Supervisors will be for a term of three years commencing from 1 January 2023 and expiring on 31 December 2025.

LETTER FROM THE BOARD

(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(i) *Amendment of Articles of Association due to the Transfer of Domestic Shares*

Beijing Jinbaida Information Technology Company Limited (“**Beijing Jinbaida**”), as vendor, entered into an agreement with Beijing Fangyuanjing Technology Company Limited* (“**Beijing Fangyuanjing**”) on 10 November 2022 to transfer 10,000,000 domestic shares of the Company to it, representing 0.53% of the total issued share capital of the Company.

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

Holders of the Domestic Shares or the H Shares	As at the date of this circular		Immediately upon the completion of the above transfer	
	Number of shares	%	Number of shares	%
Domestic Shares				
Tianjin Economic and Technological Development Area State-Owned Asset Operation Co., Ltd.	182,500,000	9.63	182,500,000	9.63
Shenzhen Xiangyong Investment Company Limited	180,000,000	9.50	180,000,000	9.50
Guangdong Jiamei Ecological Technology Co., Ltd.	180,000,000	9.50	180,000,000	9.50
Dongguan Lvye Fertilisers Company Limited	120,000,000	6.33	120,000,000	6.33
Gu Hanqing	14,000,000	0.74	14,000,000	0.74
Beijing Jinbaida Information Technology Company Limited	10,000,000	0.53	–	–
Xie Kehua	9,000,000	0.48	9,000,000	0.48
Guangzhou Wenguang Media Company Limited	2,000,000	0.11	2,000,000	0.11
Beijing Fangyuanjing Technology Company Limited	–	–	10,000,000	0.53
Sub-total	<u>697,500,000</u>	<u>36.82</u>	<u>697,500,000</u>	<u>36.82</u>
H shares				
Public Shareholders	<u>1,197,000,000</u>	<u>63.18</u>	<u>1,197,000,000</u>	<u>63.18</u>
Total	<u><u>1,894,500,000</u></u>	<u><u>100.00</u></u>	<u><u>1,894,500,000</u></u>	<u><u>100.00</u></u>

LETTER FROM THE BOARD

To the best of the knowledge, information and belief of the Directors after having made all reasonable enquires, Beijing Fangyuanjing and its ultimate beneficial owners are independent third parties.

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. Upon completion of the above transfer, Beijing Jinbaida will ceased to be a Shareholder of the Company.

The Board proposed to amend Article 20 to the Articles of Association of the Company in the following manner, so as to reflect the transfer of 10,000,000 Domestic Shares of the Company to Beijing Jinbaida.

Article 20 to the Articles of Association of the Company sets out the total issued share capital of the Company and the respective number of the Domestic Shares and H Shares. Subject to obtaining the approval and authority to make the proposed amendments to the Articles of Association as described above, the Directors will amend the Articles of Association accordingly. Set out below are the proposed amendments:

Article 20 of Chapter 3:

Original:

“Following several times of increase of share capital after its establishment, the Company has issued 1,894,500,000 ordinary shares, including 697,500,000 domestic shares that accounted for 36.82% of the total amount of ordinary shares in issue by the Company and 1,197,000,000 overseas listed foreign shares that accounted for 63.18% of the total amount of ordinary shares in issue by the Company.

LETTER FROM THE BOARD

The share capital structure of the Company is as follows: 1,894,500,000 ordinary shares, in which 697,500,000 shares are domestic shares, of which: 1. 0 share held by Tianjin TEDA International Incubator, the promoter, whose shareholding accounted for 0%. 2. 14,000,000 shares held by Gu Hanqing (顧漢卿), the promoter, whose shareholding accounted for 0.74%. A capital contribution was made in cash and it has been paid. 3. 9,000,000 shares held by Xie Kehua, the promoter, whose shareholding accounted for 0.48%. A capital contribution was made in cash and it has been paid. 4. 180,000,000 shares held by Shenzhen Xiangyong Investment Company Limited, whose shareholding accounted for 9.50%. A capital contribution was made in cash and it has been paid. 5. 180,000,000 shares held by Guangdong Jiamei Ecological Technology Co., Ltd., whose shareholding accounted for 9.50%. A capital contribution was made in cash and it has been paid. 6. 120,000,000 shares held by Dongguan Lvyue Fertilizers Company Limited, whose shareholding accounted for 6.33%. A capital contribution was made in cash and it has been paid. 7. 2,000,000 shares held by Guangzhou Wenguang Media Company Limited, whose shareholding accounted for 0.11%. A capital contribution was made in cash and it has been paid. 8. 10,000,000 shares held by Beijing Jinbaida Information Technology Company Limited (北京金百達信息技術有限公司), whose shareholding accounted for 0.53%. A capital contribution was made in cash and it has been paid. 9. 182,500,000 shares held by Tianjin Economic and Technological Development Area State– Owned Asset Operation Co., Ltd., whose shareholding accounted for 9.63%. A capital contribution was made in cash and it has been paid.

1,197,000,000 shares held by shareholders of overseas listed foreign shares, whose shareholding accounted for 63.18%. A capital contribution was made in cash and equity.”

LETTER FROM THE BOARD

Proposed amendments:

“The Company initiated the establishment and issued a total of 1,894,500,000 ordinary shares after several times of capital increase, including 697,500,000 Domestic Shares, representing 36.82% of the Company’s total issuable ordinary shares, and 1,197,000,000 overseas listed foreign shares, representing 63.18% of the Company’s total issuable ordinary shares.

The share capital structure of the Company is as follows: 1,894,500,000 ordinary shares, in which 697,500,000 shares are Domestic Shares, of which (1) 14,000,000 shares are held by the promoter, Gu Hanqing, (2) 9,000,000 shares are held by the promoter, Xie Kehua. 674,500,000 shares held by the other Domestic Shares holders. 1,197,000,000 shares held by shareholders of overseas listed foreign shares.”

(ii) Amendments to the Articles of Association of the Company to increase the scope of operations

To facilitate the business development of the Company, the Board proposes to add the following to the Company’s original scope of operations: “sale of pre-packaged foods, dairy products, powdered infant formula, special medical formula food”.

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.

Article 12 to the Articles of Association of the Company sets out the scope of business of the Company. Subject to obtaining the approval and authority to make the proposed amendments to the Articles of Association as described above, the Directors will amend the Articles of Association accordingly. Set out below are the proposed amendments:

LETTER FROM THE BOARD

Article 12 of Chapter 2 to the Articles of Association of the Company:

Original text:

The scope of business of the Company shall be in accordance with the approval issued by the company registration authority of the People's Republic of China.

General items: the development of medical researches and tests; sales of Category II medical devices; sales of Category I medical devices; manufacturing of Category I medical devices; research and development of biological organic fertilizers; research and development of compound micro-organism fertilizers; research and development of technology for bio-chemical products; sales of fertilizers; sales of agricultural machineries; sales of agricultural films; sales of feeds for fisheries and livestock industries; crop straw treatment and processing and utilization services; technology service, technology development, technology exchanges, technology transfer, technology promotion; elderly care service; nursing institution service (excluding medical service); health consultation service (excluding diagnose service); housekeeping service; conference and exhibition service; corporate image planning; advertisement preparation; advertisement publication; advertisement design and agency; sale of food (only pre-packaged food); sale of food through online channels (only pre-packaged food). (Other than those which are subject to approval in accordance with the law, operating activities can be commenced with business licence)

Licensed items: crop seeds operation (operations subject to approval in accordance with the law can only carry out operating activities after being approved by relevant departments, and the specific operations are subject to the approval or licenses of the relevant departments) (Not allowed to invest in the areas prohibited from foreign investment in the Negative List for Admission of Foreign Investment)

LETTER FROM THE BOARD

Proposed amendment:

The scope of business of the Company shall be in accordance with the approval issued by the company registration authority of the People's Republic of China.

General items: the development of medical researches and tests; sales of Category II medical devices; sales of Category I medical devices; manufacturing of Category I medical devices; research and development of biological organic fertilizers; research and development of compound micro-organism fertilizers; research and development of technology for bio-chemical products; sales of fertilizers; sales of agricultural machineries; sales of agricultural films; sales of feeds for fisheries and livestock industries; crop straw treatment and processing and utilization services; technology service, technology development, technology exchanges, technology transfer, technology promotion; elderly care service; nursing institution service (excluding medical service); health consultation service (excluding diagnose service); housekeeping service; conference and exhibition service; corporate image planning; advertisement preparation; advertisement publication; advertisement design and agency; sale of food (only pre-packaged food); sale of food through online channels (only pre-packaged food); sale of prepackaged food, dairy products, powdered infant formula, special medical formula food. (Other than those which are subject to approval in accordance with the law, operating activities can be commenced with business licence)

Licensed items: crop seeds operation (operations subject to approval in accordance with the law can only carry out operating activities after being approved by relevant departments, and the specific operations are subject to the approval or licenses of the relevant departments) (Not allowed to invest in the areas prohibited from foreign investment in the Negative List for Admission of Foreign Investment)

(3) EXTRAORDINARY GENERAL MEETING

A notice convening the EGM at which the resolutions mentioned above, among other things, will be proposed is set out on pages 20 to 25 of this circular.

LETTER FROM THE BOARD

VOTING BY POLL AT THE EXTRAORDINARY GENERAL MEETING

Pursuant to Rule 17.47 of the GEM Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll, except where the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, the chairman of the meeting will demand a poll for every resolution put forward at the EGM pursuant to the Articles of Association.

RESPONSIBILITY STATEMENT

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 circular misleading.

RECOMMENDATION

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

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

Tianjin, the PRC

NOTICE OF EGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 (the “**Domestic Shares**”) of nominal value of RMB0.10 each and the holders of foreign invested shares (the “**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 Friday, 30 December 2022 at 10:00 a.m. to consider and, if thought fit, pass, with or without modifications, the resolutions set out below:

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 2023 and ending on 31 December 2025 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. He Xin be and is hereby re-elected as an executive Director of the Company for a term commencing 1 January 2023 and ending on 31 December 2025 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.”

NOTICE OF EGM

- (c) “**THAT** Mr. Cao Aixin be and is hereby re-elected as a non-executive Director of the Company for a term commencing 1 January 2023 and ending on 31 December 2025 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** Ms. Li Xueying be and is hereby re-elected as a non-executive Director of the Company for a term commencing 1 January 2023 and ending on 31 December 2025 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. Li Ximing be and is hereby re-elected as a non-executive Director of the Company for a term commencing 1 January 2023 and ending on 31 December 2025 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 Xudong be and is hereby re-elected as an independent non-executive Director of the Company for a term commencing 1 January 2023 and ending on 31 December 2025 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. Wang Yongkang be and is hereby re-elected as an independent non-executive Director of the Company for a term commencing 1 January 2023 and ending on 31 December 2025 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** Ms. Gao Chun be and is hereby re-elected as an independent non-executive Director of the Company for a term commencing 1 January 2023 and ending on 31 December 2025 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.”

NOTICE OF EGM

- (i) “**THAT** Ms. Yang Chunyan be and is hereby re-elected as a Supervisor of the Company for a term commencing 1 January 2023 and ending on 31 December 2025 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. Liu Jinyu be and is hereby re-elected as a Supervisor of the Company for a term commencing 1 January 2023 and ending on 31 December 2025 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** Mr. Liang Weitao be and is hereby re-elected as an independent Supervisor of the Company for a term commencing 1 January 2023 and ending on 31 December 2025 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. Zhao Zhiyou be and is hereby re-elected as an independent Supervisor of the Company for a term commencing 1 January 2023 and ending on 31 December 2025 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** the Board 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 GEM of The Stock Exchange of Hong Kong Limited.”

NOTICE OF EGM

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 of the Company 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:

The Company initiated the establishment and issued a total of 1,894,500,000 ordinary shares after several times of capital increase, including 697,500,000 Domestic Shares, representing 36.82% of the Company’s total issuable ordinary shares, and 1,197,000,000 overseas listed foreign shares, representing 63.18% of the Company’s total issuable ordinary shares.

The share capital structure of the Company is as follows: 1,894,500,000 ordinary shares, in which 697,500,000 shares are Domestic Shares, of which: (1) 14,000,000 shares are held by the promoter, Gu Hanqing. (2) 9,000,000 shares are held by the promoter, Xie Kehua. 674,500,000 shares are held by the other Domestic Shares holders. 1,197,000,000 shares are held by shareholders of overseas listed foreign shares.”

3. 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 of the Company 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:

The scope of business of the Company shall be in accordance with the approval issued by the company registration authority of the People’s Republic of China.

NOTICE OF EGM

General items: the development of medical researches and tests; sales of Category II medical devices; sales of Category I medical devices; manufacturing of Category I medical devices; research and development of biological organic fertilizers; research and development of compound micro-organism fertilizers; research and development of technology for bio-chemical products; sales of fertilizers; sales of agricultural machineries; sales of agricultural films; sales of feeds for fisheries and livestock industries; crop straw treatment and processing and utilization services; technology service, technology development, technology exchanges, technology transfer, technology promotion; elderly care service; nursing institution service (excluding medical service); health consultation service (excluding diagnose service); housekeeping service; conference and exhibition service; corporate image planning; advertisement preparation; advertisement publication; advertisement design and agency; sale of food (only pre-packaged food); sale of food through online channels (only pre-packaged food); sale of pre-packaged foods, dairy products, powdered infant formula, special medical formula food. (Other than those which are subject to approval in accordance with the law, operating activities can be commenced with business licence);

Licensed items: crop seeds operation (operations subject to approval in accordance with the law can only carry out operating activities after being approved by relevant departments, and the specific operations are subject to the approval or licenses of the relevant departments) (Not allowed to invest in the areas prohibited from foreign investment in the Negative List for Admission of Foreign Investment)”

By order of the Board

Tianjin TEDA Biomedical Engineering Company Limited

Sun Li

Chairman

Tianjin, the PRC
15 November 2022

NOTICE OF EGM

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 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (the "**Company's Share Registrar**") not less than 24 hours before the time appointed for holding the meeting or 24 hours before the time appointed for taking the poll.
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 appointed for holding the 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. 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 30 November 2022 to 30 December 2022 (both days inclusive), during which no transfer of shares 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 4:30 p.m., 29 November 2022 for registration.
6. Shareholders of the Company who intend to attend the meeting mentioned above should notify in writing for attendance to the Company by hand, post or fax not later than 9 December 2022.
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) 5981 6909