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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)

SETTLEMENT AGREEMENT IN RELATION TO THE ACQUISITION OF SHAREHOLDING INTEREST IN SJKGC

References are made to the announcements of Tianjin TEDA Biomedical Engineering Company Limited (the “**Company**”) dated 24 April 2016, 28 April 2016, 17 March 2017, 4 September 2019 and 17 July 2020 and the circular of the Company dated 25 July 2016 in relation to, among other things, the Acquisition. References are also made to the announcements of the Company dated 7 January 2021 and 26 March 2021, 21 April 2021, 18 June 2021 and 30 June 2021 and the circular (the “**Circular**”) of the Company dated 26 July 2021 in relation to, among other things, (i) an update of the arbitration proceedings between the Company and SJK; and (ii) the entering into of the Agreements to revise the terms of the Profit Guarantee and extend the duration for fulfilment of the Profit Guarantee, respectively. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

On 1 August 2023, the Company, Hong Kong TEDA, SJK and SJKGC entered into a final settlement agreement (the “**Final Settlement Agreement**”) in relation to the Agreements, which major terms are set out hereinbelow:–

1. The Parties confirmed that SJKGC did not satisfactorily fulfill Mechanism 1 and Mechanism 2 under the Amended and Restated Shareholders’ Agreement and the Supplemental Share Purchase Agreement, thus Mechanism 3 (payment of Minimum Guaranteed Cash Dividends and return of the Consideration Shares) automatically proceeded and the Company had duly received the Minimum Guaranteed Cash Dividends under Mechanism 3.

2. The Parties further agree that the proceeds from the sale of the Consideration Shares on the market in the amount of RMB1,394,974.73 paid to the Company shall be the final settlement of compensation payable to the Company by SJK. Upon payment of the said compensation, all rights and liabilities of the Parties under the Acquisition and the Agreements (including the Amended and Restated Settlement Agreement, the Supplemental Share Purchase Agreement and the Amended and Restated Shareholders' Agreement) and documents shall be terminated, discharged and waived absolutely.

The Board does not expect the Final Settlement Agreement to have any significant impact on the business operations and financial position of the Company in any material aspects.

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

Tianjin, the PRC
1 August 2023

As at the date of this announcement, the executive directors of the Company are Ms. Sun Li and Mr. He Xin; the non-executive directors of the Company are Mr. Cao Aixin, Dr. Li Ximing and Ms. Li Xueying; the independent non-executive directors of the Company are Mr. Li Xudong, Mr. Wang Yongkang and Ms. 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 GEM 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 <http://www.hkgem.com> on the "Latest Listed Company Information" 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.