

IMPORTANT

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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)

**PROPOSED ISSUE OF DOMESTIC SHARES
PROPOSED SPECIFIC MANDATE
PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notices convening the EGM and the Class Meetings of the holders of Domestic Shares and the holders of H Shares 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., 10:00 a.m. and 10:30 a.m. respectively on Monday, 10 August 2009 are set out on pages 18 to 26 of this circular.

Whether or not you are able to attend the meetings, 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 Rooms 1806-7, 18th 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 respective time appointed for the holding of the separate Class Meetings of the holders of H Shares and the holders of Domestic Shares and the EGM. Completion and return of the relevant forms of proxy will not preclude you from attending and voting in person at the meetings or at any adjourned meetings should you so wish.

This circular will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the day of its posting.

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 expressions shall have the following meanings unless the context indicates otherwise:

“Announcement”	the Announcement of the Company dated 12 June 2009, in relation to the Subscription
“Articles of Association”	the articles of association adopted by the Company 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)
“Class Meetings”	separate meetings of the holders of H Shares and Domestic Shares
“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)
“Directors”	the directors 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 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 Monday, 10 August 2009, notice of which is set out on pages 24 to 26 of this circular, or any adjournment thereof
“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

DEFINITIONS

“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\$
“Last Trading Date”	12 June 2009, being the last trading date of the H Shares on the Stock Exchange prior to the publication of the Announcement
“Latest Practicable Date”	22 June 2009, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Lvye Fertilizers”	東莞市綠野化肥有限公司 (Dongguan Lvye Fertilizers Company Limited), a company established in the PRC with limited liability
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“Shareholders”	holders of the Domestic Shares and the H Shares
“Shares”	Domestic Shares and H Shares
“Specific Mandate”	the specific mandate to be granted to the Directors by the Shareholders at the EGM and the Class Meetings to issue the Subscription Shares
“Subscribers”	Xiangyong Investment, Zhinong Fertilizers and Lvye Fertilizers
“Subscription”	the subscription of the Subscription Shares by the Subscribers pursuant to the Subscription Agreement
“Subscription Agreement”	the capital injection agreement dated 12 June 2009 entered into between the Company and the Subscribers in relation to the Subscription
“Subscription Price”	the price of RMB0.1023 (HK\$0.116) per Subscription Share

DEFINITIONS

“Subscription Shares”	470,000,000 new Domestic Shares to be allotted and issued by the Company to the Subscribers pursuant to the Subscription Agreement
“the Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TTII”	天津泰達國際創業中心 (Tianjin TEDA International Incubator), a stated-owned enterprise and one of the promoters of the Company
“Wenguang Media”	廣州市文廣傳媒有限公司 (Guangzhou Wenguang Media Company Limited), a company established in the PRC with limited liability
“Wuhuan Building”	北京中興五環建築材料有限公司 (Beijing Zhongxing Wuhuan Building Materials Company Limited), a company established in the PRC with limited liability
“Xiangyong Investment”	深圳市翔永投資有限公司 (Shenzhen Xiangyong Investment Company Limited), a company established in the PRC with limited liability
“Zhinong Fertilizers”	山東知農化肥有限公司 (Shandong Zhinong Fertilizers Company Limited), a company established in the PRC with limited liability
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

Unless otherwise specified, conversion of RMB into HK\$ in this circular is made, for illustration purpose only, at the rate of approximately RMB0.8815 = HK\$1.00.



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:

Mr. Wang Shuxin (*Chairman*)
Mr. Xie Kehua
Mr. Hao Zhihui

Registered Office:

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

Non-executive Directors:

Mr. Feng Enqing
Mr. Xie Guangbei
Mr. Wang Xiaofa

Independent non-executive Directors:

Professor Xian Guoming
Mr. Wu Chen
Mr. Guan Tong

23 June 2009

To: Shareholders

Dear Sir/Madam,

A. INTRODUCTION

On 12 June 2009, the Board announced that on even date, the Company entered into the Subscription Agreement with the Subscribers, being Xiangyong Investment, Zhinong Fertilizers and Lvye Fertilizers, pursuant to which the Company agreed to allot and issue a total of 470,000,000 new Domestic Shares to the Subscribers at RMB0.1023 (HK\$0.116) per Subscription Share.

The Company also proposes to amend the Articles of Association to reflect and update the description on the shareholding structures of the Company after completion of the Subscription.

The purposes of this circular are to provide you with, among other things, (i) further information regarding the Subscription, the Specific Mandate and the amendment of the Articles of Association; and (ii) to give you the respective notices of the EGM and the Class Meetings to consider and if thought fit, to approve the resolutions relating to the Subscription, the Specific Mandate and the amendment of the Articles of Association.

LETTER FROM THE BOARD

B. PROPOSED ISSUE OF DOMESTIC SHARES

The Subscription Agreement

On 12 June 2009, the Company entered into the Subscription Agreement with the Subscribers, pursuant to which the Company agreed to allot and issue a total of 470,000,000 Subscription Shares to the Subscribers at RMB0.1023 (HK\$0.116) each, i.e. (i) 180,000,000 new Domestic Shares to Xiangyong Investment at the consideration of RMB18,405,720 (HK\$20,880,000); (ii) 170,000,000 new Domestic Shares to Zhinong Fertilizers at the consideration of RMB17,383,180 (HK\$19,720,000); and (iii) 120,000,000 new Domestic Shares to Lvye Fertilizers at the consideration of RMB12,270,480 (HK\$13,920,000).

The Subscription Shares

The Subscription Shares to be issued and allotted by the Company pursuant to the Subscription Agreement represent:

- (a) approximately 49.47% of the existing issued share capital of the Company;
- (b) approximately 191.84% of the existing Domestic Shares in issue;
- (c) approximately 65.73% of the total Domestic Shares in issue as enlarged by the issue of the Subscription Shares; and
- (d) approximately 33.10% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares.

Subscription Price

The Subscription Price of RMB0.1023 (equivalent to HK\$0.116) per Subscription Share (i.e. an aggregate of RMB48,059,380/approximately HK\$54,520,000) was arrived at after arm's length negotiation between the Company and the Subscribers with reference to (i) the net asset value per share of the Company which is RMB0.089 as at 31 December 2008 as shown in the latest audited accounts of the Company; (ii) the issue price which is HK\$0.115 per each H share of the Company for the placing completed in December 2008; and (iii) the closing trading price for H Shares of the Company which is HK\$0.23 as at the Last Trading Day as well as the unlisted nature and limitation on trading of the Domestic Shares. The Subscription Price represents:

- (a) a discount of approximately 49.57% to the closing price of HK\$0.23 per H Share as quoted on the Stock Exchange on the Last Trading Date;
- (b) a discount of approximately 47.18% to the average closing price of HK\$0.2196 per H Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Date; and

LETTER FROM THE BOARD

- (c) a discount of approximately 46.00% to the average closing price of HK\$0.2148 per H Share as quoted on the Stock Exchange for the last ten consecutive trading days up to and including the Last Trading Date.

Ranking of the Subscription Shares

The Subscription Shares will rank pari passu with the existing Domestic Shares and H Shares in all respects.

Conditions of the Subscription Agreement

The Subscription Agreement will take effect upon fulfillment of the following conditions:

- (a) the obtaining of the necessary approvals of the Shareholders at the Class Meetings for the Subscription Agreement, the issue of the Subscription Shares under a Specific Mandate and the transactions contemplated thereunder;
- (b) full compliance with disclosure requirements under GEM Listing Rules; and
- (c) the obtaining of all necessary consents and approvals of the relevant regulatory authorities in the PRC, including the approval by the relevant local Commission of Commerce if applicable.

It is expected that completion of the Subscription will take place in the second half of 2009.

Completion

Completion of the Subscription Agreement shall take place within 60 days after satisfaction of the above conditions precedent, whereupon the Subscribers shall pay the aggregate Subscription Price in cash.

Termination

The Subscribers is not entitled to terminate the Subscription Agreement without obtaining written consent of the Company.

Information of the Subscribers

Xiangyong Investment, is a limited liability company established in the PRC with a current registered capital of RMB1.8 million and is beneficially owned by Cao Aixin as to 55% and Hu Yuejun as to 45%. Xiangyong Investment is principally engaged in setting up investment enterprises, domestic trading and economic information consultation.

LETTER FROM THE BOARD

Zhinong Fertilizers, is a limited liability company established in the PRC with a current registered capital of RMB5 million and is wholly beneficially owned by Chen Yingzhong. Zhinong Fertilizers is principally engaged in chemical fertilizer retailing.

Lvye Fertilizers, is a limited liability company established in the PRC with a current registered capital of RMB1 million and is wholly beneficially owned by Zhang Xiaohong. Lvye Fertilizers is principally engaged in sale of compound fertilizer, mixed fertilizer, chemical fertilizer, biological fertilizer, organic fertilizer and plant fertilizer.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, the Subscribers and their ultimate shareholders are third parties independent of the Company and are not connected persons and none of them and their respective associates has any direct or indirect interest in the securities of the Company as at the date of this circular.

Reasons for the Subscription and Proposed Use of Proceeds

The Group is principally engaged in the research and development and commercialization of biological fertilizer products and medical health products.

As the operation scale is expanding, the Group has to face various issues in development such as need of reserve for development of new research technology and new products, limitations in production capacity as well as lack of liquidity in the market. The influence accumulated over years in our industry and specialised markets has empowered the Group to attract certain well experienced potential investors in the industry. After careful research and consideration, the Group is of the view that, seizing opportunities to invite, actively cultivating and introducing certain suitable investors in the industry to the Company will enable the Group to ease the liquidity tension as well as enrich our market experience and information in the industry, stabilise and broaden our market networks, and further expand our market share.

Despite of the dilutive effect of the Subscription, having considered factors including (i) the Subscription gives the Company an opportunity to introduce quality investors; (ii) time required for and procedural complexities involved in other fund raising activities; (iii) finance and administrative costs which may be incurred in other means of fund raising; and (iv) the amount of fund that is expected to be raised under the Subscription, the Company considers that the Subscription is appropriate in the circumstances.

Based on the 470,000,000 Subscription Shares to be issued under the Subscription, the total fund as well as the net proceeds to be raised is RMB48,059,380 (approximately HK\$54,520,000) whilst the net price per each Domestic Share is the same as the Subscription Price.

It is intended that the net proceeds will be applied as the general working capital of the Group.

LETTER FROM THE BOARD

The Directors (including the independent non-executive Directors) consider that the terms of the Subscription Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

C. FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS IMMEDIATELY PRECEDING THE DATE OF THIS CIRCULAR

The Company placed an aggregate of 374,000,000 H Shares on 16th December 2008 to not less than six independent professional, institutional and/or individual investors, at the placing price of HK\$0.115 per H Share and raised a total of RMB34,368,900 (approximately HK\$39,100,000). The net proceeds from the placing of the said H Shares have been applied in (1) production of compound fertilizer and construction of new production lines; (2) investment in Shandong Fulilong Fertilizer Industry Co., Ltd., a subsidiary of the Company, to capture the huge demand of compound fertilizers in Shandong province; and (3) the general working capital of the Group.

D. SHAREHOLDING STRUCTURE BEFORE AND IMMEDIATELY AFTER COMPLETION OF THE SUBSCRIPTION

For reference and illustrative purposes only, assuming that (i) the maximum number of the Subscription Shares, that is, 470,000,000 new Domestic Shares, are issued; and (ii) there are no other changes in respect of the shareholding structure of the Company prior to the completion of the Subscription, the share capital and the shareholding structure of the Company immediately before and after completion of the Subscription will be as follows:

Holder of Domestic Shares or H Shares	Immediately before the completion of the Subscription		Immediately after the completion of the Subscription	
Domestic Shares				
TTII	200,000,000	21.06%	200,000,000	14.08%
Gu Hanqing	14,000,000	1.47%	14,000,000	0.99%
Wenguang Media	12,000,000	1.26%	12,000,000	0.85%
Wuhuan Building	10,000,000	1.05%	10,000,000	0.70%
Xie Kehua	9,000,000	0.95%	9,000,000	0.63%
Xiangyong Investment	Nil	N/A	180,000,000	12.68%
Zhinong Fertilizers	Nil	N/A	170,000,000	11.97%
Lvye Fertilizers	Nil	N/A	120,000,000	8.45%
Subtotal	245,000,000	25.79%	715,000,000	50.35%
H Shares				
Public	705,000,000	74.21%	705,000,000	49.65%
Total	950,000,000	100%	1,420,000,000	100%

LETTER FROM THE BOARD

E. PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION

The Board proposes to amend Article 20 of the Articles of Association in view of the change of shareholding structure of the Company as a result of the issue of the 470,000,000 new Domestic Shares to the Subscribers representing approximately 33.10% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares.

The Board proposed that the following paragraph shall be added immediately after the last paragraph of Article 20 of the Articles of Association:

“The fourth capital increase and share allotment involves 470,000,000 Domestic Shares and the shareholding structure of the Company after the capital increase and share allotment is: Ordinary Shares 1,420,000,000, of which 715,000,000 are Domestic Shares representing 50.35% of the total issued share capital of the Company, being held as to 200 million shares by Tianjin TEDA International Incubator, the promoter, as to 180 million shares by Shenzhen Xiangyong Investment Company Limited; as to 170 million shares by Shandong Zhinong Fertilizers Company Limited; as to 120 million shares by Dongguan Luye Fertilizers Company Limited; as to 14 million shares by Gu Hanqing, the a promoter, as to 12 million shares by Guangzhou Wenguang Media Company Limited; as to 10 million shares by Beijing Zhongxing Wuhuan Building Materials Company Limited; and as to 9 million by Xie Kehua, the promoter and there are 705 million shares held by shareholders of overseas listed foreign shares representing 49.65% of the total issued ordinary shares of the Company.”

F. THE EGM AND CLASS MEETINGS

The EGM and the Class Meetings will be held for the purpose of approving, among others, (i) the proposed Specific Mandate and the Subscription; and (ii) the amendment of the Articles of Association.

The notice of the EGM is set out on pages 24 to 26 of this circular.

The notices of the Class Meetings are set out on pages 18 to 23 of this circular.

No Shareholder will be required to abstain from voting on any resolutions which will be taken by poll in relation to the Subscription, the Proposed Specific Mandate and the amendment of the Articles of Association at the Class Meetings and the EGM. The results of the Class Meetings and the EGM will be published on the business day following the Class Meetings and the EGM.

LETTER FROM THE BOARD

Forms of proxy for use at the EGM and the Class Meetings are enclosed. Whether or not you are able to attend the EGM and the Class Meetings, please complete the applicable form of proxy in accordance with the instructions printed thereon and return it to the Company's registered address (for holders of the domestic shares of the Company) or Computershare Hong Kong Investor Services Limited, the share registrar of the Company in Hong Kong, (for holders of the H shares of the Company) as soon as possible and, in any event, so as to be received not less than 24 hours before the time appointed for the holding of the EGM and the Class Meetings. Completion and delivery of the form of proxy will not prevent you from attending and voting at the EGM and the Class Meetings if you so wish.

G. CLOSURE OF REGISTER OF MEMBERS

The Company's register of H Share members will be closed from 11 July 2009 to 10 August 2009 (both days inclusive), during which period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the register of members of the Company at the close of business on 10 July 2009 will be entitled to attend and vote at the EGM and the Class Meeting for holder of H Shares. In order to qualify to attend and vote at the EGM and the Class Meeting for holders of H Shares, all instruments of transfer must be delivered to the Company's registrar of H Share, Computershare Hong Kong Investor Services Limited of Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 10 July 2009.

H. GENERAL

Investors should be aware that the Subscription and the Specific Mandate may or may not be approved by the Shareholders at the EGM and the Class Meetings. In addition, the Subscription is subject to the satisfaction of a number of conditions which are more particularly set out in the section headed "Conditions of the Subscription Agreement" above. There is no assurance that any of the conditions will be fulfilled and therefore the Subscription may or may not proceed and complete. The investors are advised to exercise caution when dealing in the H Shares.

I. RECOMMENDATION

The Directors consider the Subscription, the proposed Specific Mandate and the amendment of the Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM and the separate Class Meetings.

Yours faithfully,
By order of the Board
Wang Shuxin
Chairman

1. 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:

- (a) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

2. DISCLOSURE OF INTERESTS

(a) Directors' and supervisors' interests and short positions in shares, underlying shares and debentures

As of the Latest Practicable Date, the interests of the directors and the supervisors of the Company and their respective associates in the Company and its associated corporations (within the meaning of Part XV of the SFO) were as follows:-

Long position in ordinary shares of RMB0.1 each in the Company:

	Number of Shares held and nature of interests				Total	Percentage of the issued share capital
	Personal (note)	Family	Corporate	Other		
Director						
Xie Kehua	9,000,000	-	-	-	9,000,000	0.95%

Note: All represented domestic shares

Save as disclosed in this paragraph, as at the Latest Practicable Date, none of the Directors or the supervisors of the Company had any interest in any securities and underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) or otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM

Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

(b) Substantial shareholders

As at the Latest Practicable Date, the following persons (other than the Directors and the supervisors of the Company) had interests and short positions in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO:

Long position in ordinary shares of RMB0.1 each in the Company:

Name of Shareholders	Capacity	Number of ordinary shares	Percentage of the issued share capital
Tianjin TEDA International Incubator	Beneficial owner	200,000,000 (Note)	21.05%

Note: All represented domestic shares

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other person (other than the Directors and the supervisors of the Company) who had an interest and short position in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO and/or were directly or indirectly interested in 10% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of the Company and any other member of the Group.

3. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or the management shareholders (as defined in the GEM Listing Rules) of the Company or their respective associates competes or may compete with the business of the Group or has or may have any other conflicts or interests with the Group required to be disclosed pursuant to the GEM Listing Rules.

4. LITIGATION

None of the members of the Group is engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors or the Company to be pending or threatened by or against any member of the Group.

5. SERVICE CONTRACTS

Each of the Directors and the supervisors of the Company has entered into a service contract with the Company for an initial term of three years commencing from 1 January 2008 except Mr. Hao Zhihui whose term of service commenced from 19 May 2009, and subject to the approval at the shareholders' meeting of the Company, be renewed each time for further three years unless terminated by either party giving not less than one month's prior written notice to the other.

The existing annual basic salaries of the executive Directors, Mr. Wang Shuxin, Mr. Xie Kehua and Mr. Hao Zhihui are RMB300,000, 250,000 and 250,000 respectively while the annual director's fee of each of the non-executive Directors and independent non-executive Directors is RMB30,000. The existing annual basic salary of each of the Supervisors and independent Supervisors is RMB20,000.

As at the Latest Practicable Date, save as disclosed above, none of the Directors and the Supervisors had entered or was proposing to enter into a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

6. PARTICULARS OF THE DIRECTORS AND SUPERVISORS

The particulars of the existing Directors and Supervisors are set out as follows:-

Executive Directors

Mr. Wang Shuxin (王書新先生), aged 44, is the Chairman of the Board of Directors of the Company and its subsidiaries and is responsible for the Company's strategic planning and business development. Mr. Wang was instrumental in the establishment of Tianjin TEDA International Incubator (天津泰達國際創業中心) ("TTII") in April 1996 and has been the legal representative of Tianjin TEDA Institute of Biomaterials and Medical Engineering (天津開發區泰達生物材料與醫學工程研究所) ("IBME") since January 1998. Mr. Wang graduated from Tianjin University (天津大學) in 1988 with a master's degree in Organic Chemical Engineering (有機化工專業). In February 1999, he obtained a post-graduate qualification in accounting from Tianjin University of Finance and Economic (天津財經學院). In 1997, Mr. Wang participated in the commercialization of the technology relating to clinical catheters. He subsequently became involved in the establishment of IBME in January 1998 and received one of the Ten Outstanding Youth awards (十大傑出青年) in 1998. In 1999, Mr. Wang led the establishment of an enterprise postdoctoral research workstation in Tianjin Economic-Technological Development Area (天津經濟技術開發區). Mr. Wang has been the supervisor of TTII since 1996 and has held the position of Chairman of TTII since December 1997. He was appointed as Chairman of the Board of Directors of the Company in September 2000.

Mr. Xie Kehua (謝克華先生), aged 52, is the director and general manager of Tianjin Alpha Health Care Products Co., Ltd. (天津阿爾發保健品有限公司) (“Alpha”). Mr. Xie graduated from Chinese Traditional Medicine Department of Heilongjiang Institute of Commerce (黑龍江商學院中藥系) in July 1982 with a bachelor degree. Mr. Xie was appointed as the chief engineer of the Chinese medicine factory (中藥製藥廠) under the Tianjin Chinese Medicine Group (天津中藥集團) and was the supervisor of Hangzhou Wahaha Group Research and Development Centre (杭州娃哈哈集團科研開發中心). He was awarded the Best Scholar of New Products (新品狀元) and became leader of the Initiation of Technology Development (新品開發帶頭人) in 1992 and was further recognized as a senior engineer in 1995. Mr. Xie was appointed as one of the first directors and the first manager of Alpha in August 1994. Mr. Xie was appointed as an executive Director in September 2000.

Mr. Hao Zhihui, aged 48, graduated from Tianjin Medical University in August 1984 with a bachelor’s degree in medicine and thereafter taught in the University till 1995. He also completed his master’s degree in Medicine offered by the same university in October 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 as the head of the Medicine Industry Department (醫藥產業部部長). From September 2002 to March 2004, he studied Business Administration Major in the School of Continuing Education of Tsinghua University. From September 2000 to August 2006, he 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 since August 2006. He also has been appointed as the director of Guangdong Fulilong Compound Fertilizers Co., Ltd. and Tianjin Alpha HealthCare Products Co., Ltd. Mr. Hao was appointed as an executive Director in May 2009.

Non-executive Directors

Mr. Feng Enqing (馮恩慶先生), aged 50, graduated from Tianjin Industrial University (天津工業大學) in 1982 with a degree in textile chemical engineering (紡織化學工程) and joined TTII as the project manager in 1996. He was previously the supervisor and chief engineer of Tianjin Xingang Textile Manufacture (天津新港紡織廠). Mr. Feng is a director of Alpha and the chief engineer of TTII. He joined the Company in September 2000.

Mr. Xie Guangbei (謝光北先生), aged 54, graduated from Nankai University in 1993 with a master’s degree in Economics. In 1998, he was granted a MBA degree from Rensselaer Polytechnic Institute in Troy, New York, US. He is the investment and financial consultant of the Office of Residential Property Commercialization headed by the Ministry of Construction. He is also the vice chairman and president of Tianjin Securities Investment Consulting Company Limited (天津證券投資諮詢有限公司). He was an engineer of the Business Department of China Shizheng Huabei College of Design (中國市政華北設計院計畫經營處), director and deputy general manager and senior engineer of Tianjin Eastern International Engineering

Consultancy (天津東方國際工程諮詢). He joined the Company as an independent supervisor of the Company in November 2000 and was appointed as a non-executive Director in November 2003.

Mr. Wang Xiaofa, aged 43, is an economist. He graduated from Liaoning Finance College (遼寧財經學院) with a bachelor degree in Economics in 1985 and obtained a Master degree in Economics from North-East Finance University (東北財經大學) in 1996. He specializes in infrastructure finance and securities investment and he has been an assistant general manager of Beijing Guoyuan Investment Consulting Company (北京國元投資諮詢公司) from 2000. Mr. Wang Xiaofa has been appointed as an independent supervisor of the Company and as a non-executive director of the Company since 12 September 2006 and 1 January 2008 respectively.

Independent non-executive Directors

Professor Xian Guoming (冼國明教授), aged 57, is a professor of Nankai University and the tutor of candidates pursuing the doctoral degree. He is the head of the Teda Faculty of Nankai University, and the director of Research Center of Multi-national Corporations of Nankai University. Professor Xian also acts as the deputy secretary of China Academy of Global Economics, and as an independent director of Yifangda Funds Management Company and Nankai Gede Co., Ltd. He specializes in research on international investments by multi-national corporations. He was appointed as an independent non-executive Director in August 2001.

Mr. Guan Tong (關彤先生), aged 41, graduated from the Enterprise Management Faculty (企業管理系) of Nankai University (南開大學) of the PRC in 1993. He was appointed as an accountant of Tianjin Zhonghuan Industrial and Development Company (天津中環實業開發公司) from 1991 to 1997 and as a Financial Manager of Tianjin LG Electronic Company Limited (天津LG電子有限公司) from 1997 to 1999. Mr. Guan became a qualified PRC Certified Public Accountant in July 2001 and a PRC qualified valuer in October 2003. During the period from 1999 to 2004, Mr. Guan worked with Tianjin Tiandi Certified Public Accountants (天津天地會計師事務所) involving in the audit work of various types of domestic and foreign investment enterprises and in asset valuation. He also participated in the auditing work of a private enterprise in Tianjin which was applying for its shares to be listed on the Singapore Exchange Securities Trading Limited in Singapore. From September 2004, Mr. Guan works with Tianjin Start Point Certified Public Accountants (天津起點會計師事務所) as audit manager. Mr. Guan was appointed as an independent non-executive Director in September 2005.

Mr. Wu Chen (吳琛先生) aged 64, graduated from the Chemistry Engineering Department (化學工程系) of Tianjin Industry College (天津工學院) in 1970. He participated in the N.P. Compound Fertilizer Project which was given the Second Class Award of Good Scientific Result for 1982 (1982年度優秀科技成果二等獎). In April 1990 and December 1991, Mr. Wu was granted with the Second Class and the Third Class Awards by Tianjin Nanjiao District People's Government (天津市南郊區人民政府) and the National Xinghuo Award Assessment Commission (國家星火獎評審委員會) respectively relating to the development on the restructuring of the

production line of compound fertilizer and on the series of the products (複合肥料生產線改造及系列產品開發). Also, he was accredited as Senior Engineer (高級工程師) by the Tianjin Municipal Commission for Assessment of Senior Qualification in the Engineering Technology in Chemistry Industry (天津市工程技術化工專業高級資格評審委員會) and was awarded with a certificate by Tianjin Municipal Personnel Bureau (天津市人事局) in April 1996. Mr. Wu was appointed as an independent non-executive Director in September 2006.

Supervisors

Mr. Zhao Tingying, aged 33, graduated from the Accounting Department of Tianjin University of Finance and Economics with a bachelor's degree in Economics in 1998. He joined TTII, the controlling shareholder of the Company, in July 1998 as the financial supervisor of TTII's Planning and Finance Department, and assumed the posts of financial supervisor, investment supervisor and investment manager after joining the Company in May 2001. In September 2004, Mr. Zhao was appointed as the director and vice general manager of Shandong TEDA Bioengineering Co., Ltd., a subsidiary of the Company, and was appointed as a supervisor of the Company in February 2007.

Mr. Yuan Wei, aged 58, graduated from the Tianjin School of Chinese Traditional Medicine in 1975. He previously held the position of head of quality control at the Tianjin Chinese Medicine Plant before joining Alpha in August 1994. He is currently the administrative officer of Alpha. Mr. Yuan Wei was appointed as a supervisor of the Company in September 2000.

Independent Supervisors

Mr. Gao Xianbiao, aged 47, graduated from the Agricultural Soil Department (土壤農化系) of Shandong Agricultural Industry University (山東農業大學) in 1982. He has got a technical post of researcher since December 1999. He was the deputy chief and the chief of Soil and Fertilizer Research Institute of Shandong Academy of Agricultural Science (山東省農業科學院土壤肥料研究所) during the periods from October 1997 to October 1999 and from October 1999 to December 2004 respectively. Since December 2004, he has been the chief of Tianjin Soil and Fertilizer Research Institute (天津市土壤肥料研究所) (now known as Tianjin Agricultural Resource and Environmental Research Institute (天津市農業資源和環境研究所)). During the period from December 1995 to October 2000, Mr. Gao was granted with a number of the Science and Technology Progress Awards (科學技術進步獎) in Shandong Province.

Mr. Zhao Kuiying, aged, 40, is an economist. He graduated from Nankai University with a bachelor degree in Finance in 1990 and subsequently obtained a master degree in Economics from Tianjin University of Finance and Economics (天津財經大學). He specializes in financial management and analysis. He was positioned in various posts in branches of the Agricultural Bank of China from 1990 to 2000 and China CITIC Bank from 2000 and has been the head of a branch office of China CITIC Bank in Tianjin since August 2005.

7. MATERIAL CHANGES

The Directors are not aware of any material changes in the financial or trading position of the Company since 31 December 2008, the date to which the latest audited financial statement of the Company were made up.

8. MISCELLANEOUS

- (a) The registered office of the Company is situated at No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, PRC. The head office and principal place of office of the Company in the PRC and in Hong Kong are situated at (i) 9th Floor, Block A2, Tianda High-Tech Park, No. 80 The 4th Avenue, TEDA, Tianjin, PRC; and (ii) 4/F., The Chinese Club Building, Nos. 21–22 Connaught Road Central, Hong Kong respectively while the Hong Kong branch share registrar and transfer office of the Company is Computershare Hong Kong Investor Services Limited at Rooms 1806–7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (b) The company secretary and qualified accountant of the Company is Mr. Ng Ka Kuen, Raymond (吳嘉權先生), CPA and the compliance officer of the Company is Mr. Wang Shuxin (王書新先生) who is also the chairman and an executive Director of the Company.
- (c) The Company has established an audited committee with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are to review the Company's annual report and accounts, half-year reports and quarterly reports and to provide advice and comments thereon to the Board and supervise the financial reporting process and internal control system of the Company. As at the Latest Practicable Date, the audit committee has three members comprising the three independent non-executive Directors, namely, Professor Xian Guoming, Mr. Wu Chen and Mr. Guan Tong who possesses the appropriate professional qualifications as required under Rule 5.05(2) of the GEM Listing Rules.
- (d) Save as disclosed in this circular, none of the Directors and supervisors is interested in any assets which have been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2008, the date of which the latest published audited accounts of the Company were made up.



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 CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

NOTICE IS HEREBY GIVEN THAT the class meeting of holders of domestic shares of 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 Monday, 10 August 2009 at 10:00 a.m. (or immediately after conclusion or adjournment of the extraordinary general meeting) for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. **"THAT**

- (a) the capital injection agreement dated 12 June 2009 (the "Subscription Agreement") entered into between the Company, 深圳市翔永投資有限公司 (Shenzhen Xiangyong Investment Company Limited*) ("Xiangyong Investment"), 山東知農化肥有限公司 (Shandong Zhinong Fertilizers Company Limited*) ("Zhinong Fertilizers") and 東莞市綠野化肥有限公司 (Dongguan Lvye Fertilizers Company Limited*) ("Lvye Fertilizers", collectively with Xiangyong Investment and Zhinong Fertilizers referred to as the "Subscribers") in relation to the subscription of a total of 470,000,000 new domestic shares of RMB0.10 each (the "New Domestic Shares") in the capital of the Company by the Subscribers, a copy of which is produced to the meeting marked "A" and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Subscription Agreement be and are hereby approved, confirmed and ratified and that the board of directors of the Company (the "Board") be and is hereby authorized to make changes or amendments to the Subscription Agreement as it may in its absolute discretion think fit;
- (b) the Board be and is hereby authorized to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Subscription Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder."

* For identification purpose only

NOTICE OF CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

2. “THAT

- (a) the Board be and is hereby granted a specific mandate to allot and issue the New Domestic Shares pursuant to the Subscription Agreement;
- (b) contingent on the Board resolving to issue the New Domestic Shares pursuant to subparagraph 2(a) above, the Board be authorized to:
 - (i) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of the New Domestic Shares;
 - (ii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing the New Domestic Shares pursuant to subparagraph 2(a) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
 - (iii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”

3. To transact any other business.

By order of the Board
Wang Shuxin
Chairman

Tianjin, China
23 June 2009

Notes:

- 1. Any shareholders 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 or 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 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 for holding the meeting or any adjourned meeting.
- 3. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
- 4. 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.

NOTICE OF CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

5. The register of the shareholders of the Company will be closed from 11 July 2009 to 10 August 2009 (both days inclusive), during which no transfer of shares of the Company will be registered.
6. Shareholders of the Company who intend to attend the meeting mentioned above should complete and deliver the reply slip for attendance to the registered address of the Company by hand, post or fax not later than 20 July 2009.
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)59816909



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 CLASS MEETING FOR HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN THAT the class meeting of holders of H shares of 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 Monday, 10 August 2009 at 10:30 a.m. (or immediately after conclusion or adjournment of the meeting for holders of Domestic Shares) for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. **"THAT**

- (a) the capital injection agreement dated 12 June 2009 (the "Subscription Agreement") entered into between the Company, 深圳市翔永投資有限公司 (Shenzhen Xiangyong Investment Company Limited*) ("Xiangyong Investment"), 山東知農化肥有限公司 (Shandong Zhinong Fertilizers Company Limited*) ("Zhinong Fertilizers") and 東莞市綠野化肥有限公司 (Dongguan Lvye Fertilizers Company Limited*) ("Lvye Fertilizers", collectively with Xiangyong Investment and Zhinong Fertilizers referred to as the "Subscribers") in relation to the subscription of a total of 470,000,000 new domestic shares of RMB0.10 each (the "New Domestic Shares") in the capital of the Company by the Subscribers, a copy of which is produced to the meeting marked "A" and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Subscription Agreement be and are hereby approved, confirmed and ratified and that the board of directors of the Company (the "Board") be and is hereby authorized to make changes or amendments to the Subscription Agreement as it may in its absolute discretion think fit;
- (b) the Board be and is hereby authorized to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Subscription Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder."

* For identification purpose only

NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES

2. “THAT

- (a) the Board be and is hereby granted a specific mandate to allot and issue the New Domestic Shares pursuant to the Subscription Agreement;
- (b) contingent on the Board resolving to issue the New Domestic Shares pursuant to subparagraph 2(a) above, the Board be authorized to:
 - (i) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of the New Domestic Shares;
 - (ii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing the New Domestic Shares pursuant to subparagraph 2(a) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
 - (iii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities.”

3. To transact any other business.

By order of the Board
Wang Shuxin
Chairman

Tianjin, China
23 June 2009

Notes:

- 1. Any shareholders 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 or its behalf in accordance with the articles of association of the Company. A proxy need 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 Rooms 1806–7, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (the “Company’s Share Registrar”) not less than 24 hours before the time for holding the meeting or any adjourned meeting.
- 3. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
- 4. 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.

NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES

5. The register of the shareholders of the Company will be closed from 11 July 2009 to 10 August 2009 (both days inclusive), during which no transfer of shares of the Company 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 10 July 2009 at 4:00 p.m. for registration.
6. Shareholders of the Company who intend to attend the meeting mentioned above should complete and deliver the reply slip for attendance to the Company's Share Registrar by hand, post or fax not later than 20 July 2009.
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)59816909

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of 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 Monday, 10 August 2009 at 9:30 a.m. to consider, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. "THAT

- (a) the capital injection agreement dated 12 June 2009 (the "Subscription Agreement") entered into between the Company, 深圳市翔永投資有限公司 (Shenzhen Xiangyong Investment Company Limited*) ("Xiangyong Investment"), 山東知農化肥有限公司 (Shandong Zhinong Fertilizers Company Limited*) ("Zhinong Fertilizers") and 東莞市綠野化肥有限公司 (Dongguan Lvye Fertilizers Company Limited*) ("Lvye Fertilizers", collectively with Xiangyong Investment and Zhinong Fertilizers referred to as the "Subscribers") in relation to the subscription of a total of 470,000,000 new domestic shares of RMB0.10 each (the "New Domestic Shares") in the capital of the Company by the Subscribers, a copy of which is produced to the meeting marked "A" and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated under the Subscription Agreement be and are hereby approved, confirmed and ratified and that the board of directors of the Company (the "Board") be and is hereby authorized to make changes or amendments to the Subscription Agreement as it may in its absolute discretion think fit;
- (b) the Board be and is hereby authorized to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Subscription Agreement and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder."

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. "THAT

- (a) the Board be and is hereby granted a specific mandate to allot and issue the New Domestic Shares pursuant to the Subscription Agreement;
- (b) contingent on the Board resolving to issue the New Domestic Shares pursuant to subparagraph 2(a) above, the Board be authorized to:
 - (i) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of the New Domestic Shares;
 - (ii) increase the registered capital of the Company in accordance with the actual increase of capital by issuing the New Domestic Shares pursuant to subparagraph 2(a) of this resolution, register the increased registered capital with the relevant authorities and make such amendments to the Articles of Association of the Company as it thinks fit so as to reflect the increase in the registered capital of the Company; and
 - (iii) make all necessary filings and registrations with the relevant PRC, Hong Kong and/or other authorities."

3. "THAT

- (a) the following paragraph be added immediately after the last paragraph of Article 20 of the Articles of Association of the Company:

"The fourth capital increase and share allotment involves 470,000,000 Domestic Shares and the shareholding structure of the Company after the capital increase and share allotment is: Ordinary Shares 1,420,000,000, of which 715,000,000 are Domestic Shares representing 50.35% of the total issued share capital of the Company, being held as to 200 million shares by Tianjin TEDA International Incubator, the promoter, as to 180 million shares by Shenzhen Xiangyong Investment Company Limited; as to 170 million shares by Shandong Zhinong Fertilizers Company Limited; as to 120 million shares by Dongguan Luye Fertilizers Company Limited; as to 14 million shares by Gu Hanqing, the a promoter, as to 12 million shares by Guangzhou Wenguang Media Company Limited; as to 10 million shares by Beijing Zhongxing Wuhuan Building Materials Company Limited; and as to 9 million by Xie Kehua, the promoter and there are 705 million shares held by shareholders of overseas listed foreign shares representing 49.65% of the total issued ordinary shares of the Company."

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) the Board be and is hereby authorized to make such adjustments or other amendments to the Articles of Association of the Company as it considers necessary or otherwise appropriate in connection with the amendments or as may be required by the relevant regulatory authorities, and to file the amended Articles of Association of the Company with the relevant PRC authorities for approval, endorsement and/or registration as appropriate, and to do or authorise doing all such acts, matters and things as it may in its absolute discretion consider necessary, expedient or desirable to give effect to and implement the amendments.”

4. To transact any other business.

By order of the Board
Wang Shuxin
Chairman

Tianjin, China
23 June 2009

Notes:

1. Any shareholders 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 or its behalf in accordance with the articles of association of the Company. A proxy need 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 Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (the "Company's Share Registrar") not less than 24 hours before the time for holding the meeting or any adjourned meeting.
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 for holding the meeting.
4. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
5. 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.
6. The register of the shareholders of the Company will be closed from 11 July 2009 to 10 August 2009 (both days inclusive), during which no transfer of shares of the Company 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 10 July 2009 at 4:00 p.m. for registration.
7. Shareholders of the Company who intend to attend the meeting mentioned above should complete and deliver the reply slip for attendance to the Company's Share Registrar or the registered address of the Company by hand, post or fax not later than 20 July 2009.
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)59816909