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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 APPOINTMENT AND RE-ELECTION OF  
DIRECTORS AND SUPERVISORS**

Notices convening the EGM (as defined in this circular) of the shareholders of the Company to be held at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the People's Republic of China at 9:30 a.m. on Tuesday, 28 December 2010, are set out on pages 11 to 15 of this circular.

Whether or not you are able to attend the meeting, you are reminded to complete the forms of proxy enclosed with this circular, in accordance with the instructions printed thereon and send the relevant forms of proxy to the registered office of the Company at No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, the People's Republic of China (for the holders of Domestic Shares), or to the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited of Rooms 1806-07, 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 time appointed for the holding of 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 [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

9 November 2010

## CHARACTERISTICS OF GEM

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, unless the context otherwise requires, the following words and expressions have the following meanings:*

“associate”	has the meaning as defined in the GEM Listing Rules
“Board”	the board of Directors
“Company”	Tianjin TEDA Biomedical Engineering Company Limited (天津泰達生物醫學工程股份有限公司), a joint stock company established in the PRC with limited liability on 8 September 2000 whose H shares are listed and traded on GEM (Stock Code: 8189)
“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 convened for the purpose of approving the proposed appointment and re-election of Directors and Supervisors
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“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\$
“Hong Kong”	the Hong Kong Special Administration Region of the PRC
“Latest Practicable Date”	5 November 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

## DEFINITIONS

“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Shareholders”	holders of Domestic Shares and H Shares
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	supervisors of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.



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 Zhihi

*Non-executive Directors:*

Mr. Feng Enqing

Mr. Wang Xiaofa

Mr. Xie Guangbei

*Independent non-executive Directors:*

Professor Xian Guoming

Mr. Guan Tong

Mr. Wu Chen

*Registered Office:*

No. 12 Tai Hua Road

The 5th Avenue

TEDA

Tianjin

PRC

9 November 2010

*To the Shareholders*

Dear Sir or Madam,

## **PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS AND SUPERVISORS**

### **(I) INTRODUCTION**

On 5 November 2010, the Directors announced that the Board proposed to obtain approval for the proposed appointment and re-election of Directors and Supervisors from the Shareholders.

The purpose of this circular is to provide you with further information in relation to the details of the Directors and Supervisors to be appointed and re-elected.

## LETTER FROM THE BOARD

### (II) PROPOSED APPOINTMENT AND RE-ELECTION OF DIRECTORS AND SUPERVISORS

The Board has announced that the term of the service contracts of all existing Directors and Supervisors will expire on 31 December 2010. Except Mr. Wang Xiaofa, a non-executive director, Professor Xian Guoming, an independent non-executive Director and Mr. Yuan Wei, a Supervisor do not offer themselves for election, all of the other (i) executive directors, non-executive directors and independent non-executive directors of the Company (collectively the “**Retiring Directors**”) and (ii) the supervisors and the independent supervisors of the Company (collectively the “**Retiring Supervisors**”) offer themselves for re-election.

In view of Mr. Wang Xiaofa, Professor Xian Guoming and Mr. Yuan Wei do not offer themselves for re-election and their tenure will expire on 31 December 2010, the Board proposes to appoint Mr. Wei Jingquan as a non-executive director, Mr. Cao Kai as an independent non-executive director and Ms. Yang Chunyan as a supervisor of the Company to fill in the vacancies.

Subject to approval of the Shareholders by way of ordinary resolution at the EGM, all the proposed directors and supervisors of the Company will be appointed for a term of three years commencing from 1 January 2011 and expiring on 31 December 2013.

#### **Particulars of the proposed new Director, new Supervisor, the Retiring Directors and the Retiring Supervisors**

The following are the particulars of the proposed new Director, new Supervisor, the Retiring Directors and the Retiring Supervisors offering for appointment or re-election at the EGM:

(i) *General information*

Executive Directors

**Mr. Wang Shuxin**, aged 46, has been an executive director and the Chairman of the Board of Directors of the Company since September 2000. He 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. He has been the supervisor of TTII since 1996 and has held the position of Chairman of TTII since December 1997. He subsequently became involved in the establishment 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) and has been the legal representative of it since January 1998. He 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 postgraduate qualification in accounting from Tianjin University of Finance and Economics (天津財經大學). In 1997, He participated in the commercialization of the

## LETTER FROM THE BOARD

technology relating to clinical catheters. and received one of the Ten Outstanding Youth awards (十大傑出青年) in 1998. In 1999, he 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. Hao Zhihui**, aged 49, has been appointed as an executive director of the Company since May 2009. He 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 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 TTII 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. Xie Kehua**, aged 54, has been appointed as an executive director of the Company since September 2000. He has been appointed as 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 (中藥制藥廠) under the Tianjin Chinese Medicine Group (天津中藥集團) and was the supervisor of Hangzhou Wanaha 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 is interested in 9,000,000 (approximately 0.95%) domestic shares of the Company.

### Non-executive Directors

**Mr. Feng Enqing**, aged 51, has been appointed as a non-executive director of the Company since September 2000. He 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 Xinggang Textile Manufacture (天津新港紡織廠). Mr. Feng is a director of Alpha and the chief engineer of TTII.

## LETTER FROM THE BOARD

**Mr. Xie Guangbei**, aged 56, has been appointed as a non-executive director since November 2003. 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 was appointed as an independent supervisor of the Company from November 2000 to November 2003.

**Mr. Wei Jingquan**, aged 32, graduated from Nanchang University in July 2000 with a bachelor's degree in Chemical Engineering and Process (化工工藝). He worked in the Plastic Corp. of Grace T.H.W. Group (宏仁集團塑膠廠) in Guangzhou as the vice chief of the technology section from October 2001 to November 2002. From December 2002 to June 2006, he held various positions in Guangdong Fulilong Compound Fertilizers Co., Ltd. (廣東福利龍複合肥有限公司) ("Guangdong Fulilong"), including manager of the human resources department, manager of the production department, manager of the quality control department, deputy director of the technology center, assistant to general manager and vice general manager. He was appointed as the general manager of Guangdong Fulilong in July 2006. In September 2007, he received a master's degree in industrial engineering (工業工程) from the School of Business Administration of South China University of Technology. He is also an editor of the journal *Guangdong Fertilizer Industry* (《廣東肥業》).

### Independent Non-executive Directors

**Mr. Guan Tong**, aged 42, has been appointed as an independent non-executive director from September 2005. He graduated from the Enterprise Management Faculty (企業管理系) of Nankai University (南開大學) of China 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 Star Point Certified Public Accountants (天津起點會計師事務所) as audit manager.



## LETTER FROM THE BOARD

**Mr. Wu Chen**, aged 66, has been appointed as an independent non-executive director of the Company since September 2006. He graduated from the Chemical Engineering Department of Tianjin College of Engineering in 1970. He was involved in the N.P. compound fertilizer project and awarded the second prize winner of excellent scientific and technological achievements in 1982. In April 1990 and December 1991, Mr. Wu was respectively awarded the second and the third prizes by Tianjin Nanjiao District People's Government and Validation Committee of National Spark Award (國家星火獎評審委員會) for his contributions in the transformation of compound fertilizer production line and the development of series of compound fertilizer products. In addition, he was recognized as the senior engineer by the Tianjin Engineering, Technological and Chemical Professional Senior Qualification Review Committee (天津市工程技術化工專業高級資格評審委員會) and given a certificate by Tianjin Municipal Personnel Bureau (天津人事局) in April 1996.

**Mr. Cao Kai**, aged 54, graduated from Northwest College of Agronomy with a bachelor's degree in 1985. He is a high-end fertilizer formulator and a council member of the China Agro-technological Extension Association (中國農業技術推廣協會), an expert of the Annual Conference for Chinese Experts on Fertilizer Industry (中國肥料業專家年會). In April 2005, He also assumes the position of agricultural extension researcher (推廣研究員). On 15 January 2006, he joined the Shandong Technology Development Center (山東省技術開發服務中心) as the deputy director of Shandong Xinghuo Science and Technology Service Center (山東星火科技服務中心). In January 2006, he became a member of the "Science and Technology 110" Professional Service Group (科技"110"專家服務團). In March 2009, he won the China Fertilizer Industry Innovator Award (中國肥料業創新人物獎).

### Supervisors

**Mr. Zhao Tingying**, aged 35, has been appointed as a supervisor of the Company since February 2007. He graduated from the Accounting Department of Tianjin University of Finance and Economics (天津財經大學) 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.

**Ms. Yang Chunyan**, aged 34, has been appointed as Chairman of the Trade Union of the Group since 28 June 2007. Ms. Yang 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.

## LETTER FROM THE BOARD

### Independent Supervisors

**Mr. Gao Xianbiao**, aged 48, has been appointed as an independent supervisor of the Company since February 2007. He 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 period from October 1997 to December 2004. 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 41, has been appointed as an independent supervisor of the Company since January 2008. He is an economist and he graduated from Nankai University (南開大學) 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.

Save as disclosed above, none of proposed Directors and Supervisor holds any interests or short positions in any shares, underlying shares or debentures of the Company which are required to be disclosed under Part XV of the Securities and Future Ordinance (Chapter 571 of the laws of Hong Kong).

Save as disclosed above, none of the proposed Directors and Supervisors hold any other position with the Company or other members of the Group nor do they have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates (as defined in the GEM Listing Rules).

Save as disclosed above, none of the proposed Directors and Supervisors has held any position in other companies listed on GEM or the Stock Exchange or any other subsidiary of the Company for the last three years.

The Company confirms that there is no other matter which has to be brought to the attention of holders of securities of the Company in respect of the proposed changes to the Directors and Supervisors and there is no other information to be disclosed pursuant to any requirements set out in Rule 17.50(2) of the GEM Listing Rules.

## LETTER FROM THE BOARD

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

The existing annual basic salaries of the executive Directors, Mr. Wang Shuxin, Mr. Xie Kehua and Mr. Hao Zhihui are RMB250,000, RMB210,000 and RMB200,000 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 the independent Supervisors is RMB20,000.

The proposed emoluments of each of the executive Directors, the non-executive Directors, independent non-executive Directors, the Supervisors and the independent Supervisors will remain the same as the existing emoluments during their term of service starting from 1 January 2011.

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

It will be proposed at the EGM that the Board be authorized to fix the remunerations of all the proposed Directors and Supervisors.. Appropriate announcement shall be published as soon as reasonably practicable by the Company after due election of the proposed Directors and Supervisors at the EGM which shall contain, inter alia, the remunerations of all newly elected Directors and Supervisors.

### *(iii) Service Agreement of all Directors and Supervisors*

Each of proposed Directors and Supervisors will enter into a service contract with the Company after the proposed ordinary resolutions regarding their appointments being passed at the EGM. The new appointment of Directors and Supervisors will be for a term of three years commencing from 1 January 2011 and expiring on 31 December 2013.

## **(III) SHAREHOLDERS' MEETING**

The EGM will be convened for the purpose of approving the proposed appointment and re-election of Directors and Supervisors. Any vote of Shareholders at EGM must be taken by poll.

Notices of the EGM to be held at 9:30 a.m. on Tuesday, 28 December 2010 at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the People's Republic of China, is set out on pages 11 to 15 of this circular.

The reply slips and forms of proxy for use at the EGM are enclosed. Whether or not you are able to attend (if you are so entitled to) the meetings, you are requested to complete the enclosed reply slips and form of proxy in accordance with the instructions

## LETTER FROM THE BOARD

printed thereon and return them to the registered office of the Company at No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, the People's Republic of China (for the holders of Domestic Shares), or the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited of Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares) as soon as possible and in any event for the reply slips, on or before Wednesday, 8 December 2010 and the proxy forms not later than 24 hours before the time appointed for the holding the meeting. 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.

### (IV) GENERAL

This circular, for which the directors of the Company 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 issuer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

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

### (V) RECOMMENDATION

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

Yours faithfully,  
By order of the Board  
**Wang Shuxin**  
*Chairman*

## NOTICE OF EXTRAORDINARY GENERAL MEETING



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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the "EGM") of the holders of domestic invested shares ("Domestic Shares") of RMB0.10 each and the holders of foreign invested shares ("H Shares") of RMB0.10 each, in Tianjin TEDA Biomedical Engineering Company Limited (the "Company") will be held at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the People's Republic of China (the "PRC") on Tuesday, 28 December 2010 at 9:30 a.m. to consider, if thought fit, pass the following resolution:

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

"**THAT** Mr. Wang Shuxin be and is hereby appointed as an executive director of the Company for an initial term commencing from 1 January 2011 and expiring on 31 December 2013 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."

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

"**THAT** Mr. Xie Kehua be and is hereby appointed as an executive director of the Company for an initial term commencing from 1 January 2011 and expiring on 31 December 2013 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."

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

"**THAT** Mr. Hao Zhihui be and is hereby appointed as an executive director of the Company for an initial term commencing from 1 January 2011 and expiring on 31 December 2013 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 EXTRAORDINARY GENERAL MEETING

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

“**THAT** Mr. Feng Enqing be and is hereby appointed as a non-executive director of the Company for an initial term commencing from 1 January 2011 and expiring on 31 December 2013 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.”

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

“**THAT** Mr. Xie Guangbei be and is hereby appointed as a non-executive director of the Company for an initial term commencing from 1 January 2011 and expiring on 31 December 2013 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.”

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

“**THAT** Mr. Wei Jingquan be and is hereby appointed as a non-executive director of the Company for an initial term commencing from 1 January 2011 and expiring on 31 December 2013 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.”

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

“**THAT** Mr. Cao Kai be and is hereby appointed as an independent non-executive director of the Company for an initial term commencing from 1 January 2011 and expiring on 31 December 2013 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.”

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

“**THAT** Mr. Guan Tong be and is hereby appointed as an independent non-executive director of the Company for an initial term commencing from 1 January 2011 and expiring on 31 December 2013 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 EXTRAORDINARY GENERAL MEETING

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

“**THAT** Mr. Wu Chen be and is hereby appointed as an independent nonexecutive director of the Company for an initial term commencing from 1 January 2011 and expiring on 31 December 2013 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.”

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

“**THAT** Mr. Zhao Tingying be and is hereby appointed as a supervisor of the Company for an initial term commencing from 1 January 2011 and expiring on 31 December 2013 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.”

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

“**THAT** Ms. Yang Chunyan be and is hereby appointed as a supervisor of the Company for an initial term commencing from 1 January 2011 and expiring on 31 December 2013 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.”

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

“**THAT** Mr. Gao Xianbiao be and is hereby appointed as an independent supervisor of the Company for an initial term commencing from 1 January 2011 and expiring on 31 December 2013 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.”

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

“**THAT** Mr. Zhao Kuiying be and is hereby appointed as an independent supervisor director of the Company for an initial term commencing from 1 January 2011 and expiring on 31 December 2013 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 EXTRAORDINARY GENERAL MEETING

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

“**THAT** any directors of the Company are and hereby authorized to negotiate and fix the remuneration and the terms and conditions of, and to sign the service contract with 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 Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

15. to transact other business.

By order of the board of directors of  
**Tianjin TEDA Biomedical Engineering Company Limited**  
**Wang Shuxin**  
*Chairman*

Tianjin, the PRC

9 November 2010

*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/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 H Shares 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 (“Company’s H Share Registrar”) of Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (the “Company’s H Share Registrar”) not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll or any adjourned meeting.
3. In order to be valid, the proxy form of the holder of Domestic Shares 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 24 hours before the time appointed for taking the poll or any adjourned meeting.
4. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
5. The register of the shareholders of the Company will be closed from 27 November 2010 to Tuesday, 28 December 2010 (both days inclusive), during which no transfer of shares will be registered. As regards the holders of H Shares and in order to ascertain the entitlement to attendance at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar not later than Friday, 26 November 2010 at 4:00 p.m. for registration.



## NOTICE OF EXTRAORDINARY GENERAL MEETING

6. Shareholders of the Company who intends to attend the meeting mentioned above should complete and deliver to the registered office of the Company (for the holders of Domestic Shares) or the office of the Company's H Share Registrar (for the holders of H Shares) the enclosed reply slip by Wednesday, 8 December 2010. Further details are set out in the reply slip and explanation thereto.
7. Completion and delivery of the proxy form will not preclude a member from attending and voting in person at the meeting if the member so desires and has delivered a valid reply slip for extraordinary general meeting, and in such event, the proxy form shall be deemed to be revoked.
8. The registered address of the Company and the contact details of the Company are as follows:

No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, the PRC  
Fax No.: (8622) 5981 6909