

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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.

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天津泰達生物醫學工程股份有限公司

**Tianjin TEDA Biomedical Engineering Company Limited**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 8189)**

## PROPOSED APPOINTMENT OF DIRECTORS

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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 Monday, 8 August 2011, are set out on pages 7 to 8 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. Completed and returned forms of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

17 June 2011

## 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 (including the independent non-executive directors)
“Company”	天津泰達生物醫學工程股份有限公司(Tianjin TEDA Biomedical Engineering Company Limited), a joint stock company established in the PRC with limited liability on 8 September 2000 whose H Shares are listed and traded on GEM (Stock Code: 8189)
“Director(s)”	Director(s) of the Company
“Domestic Shares”	the domestic invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are subscribed for in RMB
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of approving the proposed appointment of Directors
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“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 Administrative Region of the PRC
“Latest Practicable Date”	17 June 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

## DEFINITIONS

“Shareholder(s)”	Holder(s) of Domestic Shares and H Shares
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor”	supervisor of the Company
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“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**

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**(Stock code: 8189)**

*Executive Directors:*

Mr. Wang Shuxin (*Chairman*)

Mr. Hao Zhihui

*Non-executive Directors:*

Mr. Feng Enqing

Mr. Xie Guangbei

*Independent non-executive Directors:*

Mr. Cao Kai

Mr. Guan Tong

Mr. Wu Chen

*Registered Office:*

No. 12 Tai Hua Road

The 5th Avenue

TEDA

Tianjin, PRC

17 June 2011

*To the Shareholders*

Dear Sir or Madam,

## **PROPOSED APPOINTMENT OF DIRECTORS**

### **(I) INTRODUCTION**

On 17 June 2011, the Directors announced that the Board proposed to obtain approval for the proposed appointment of Directors from the Shareholders to fill up the vacancies due to the resignation of two Directors and a Supervisor with effect from 17 June 2011.

The purpose of this circular is to provide you with further information in relation to the details of the proposed Directors to be appointed.

Subject to the approval of the Shareholders by way of ordinary resolutions at the EGM, all the proposed Directors will be appointed for a term commencing from the date of passing the resolutions and expiring on 31 December 2013.

## LETTER FROM THE BOARD

### (II) PROPOSED DIRECTORS

The following are the particulars of the proposed new Directors and Supervisor at the EGM:

#### (i) General information

##### *Executive Director*

Mr. Zhang Chunsheng (“Mr. Zhang”), aged 44, graduated in 1989 with a bachelor degree. After graduation from university, Mr. Zhang had worked in various bureaus of People’s Government of Guangdong Province as officer, senior officer, principal officer, deputy division director, division director and deputy director-general. During 2005 to 2009, Mr. Zhang worked in the Hong Kong Representative Office of the Central Government, and in 2010, he was appointed as the chairman of Pleasant Culture Media Co., Limited (大自在文化傳播公司). Since 2010, Mr. Zhang has become the chairman and the sole shareholder of Shenzhen Xiangyong Investment Company Limited which is a substantial shareholder interested in 180,000,000 domestic shares of the Company, representing approximately 12.68% of the issued share of the Company. Mr. Zhang has been appointed as the chief executive officer of the Company since 20 April 2011.

##### *Non-Executive Director*

Mr. Ou Linfeng (“Mr. Ou”), aged 40, graduated with professional business accounting qualification from Guangdong Chaoyang TV University (廣東潮陽廣播電視大學) in 1997. Between August 1994 and December 1998, Mr. Ou was the head of accounting department of the Chaoyang Branch of China Construction Bank and from January 1999 to November 2001, Mr. Ou was appointed a sales manager of Taiyuan Lingyunda Trade Company (太原凌雲達貿易公司). He joined our Group in December 2001 as a sales manager of Guangdong Fulilong Compound Fertilizers Co., Ltd (廣東福利龍複合肥有限公司), our wholly owned subsidiary. Since May 2011, Mr. Ou has been promoted to the deputy general manager of the Company.

##### *Supervisor*

Ms. Liu Jinyu (“Ms. Liu”), aged 38, graduated with a degree in Corporate Management and Human Resources Management from Tianjin Nankai University (天津南開大學). Between 1997 and 2001, she was positioned as the chief officer of the human resources department of Tianjin New World Department Store Co., Ltd. (天津新世界百貨有限公司). Then she was engaged as the manager of the general department of Tianjin Zhongying Food Co., Ltd (天津中迎食品有限公司) from 2001 to 2003 and as the human resources manager of Tianjin Auchan Hypermarkets Co., Ltd (天津歐尚超市有限公司) from 2003 to 2007. Ms. Liu joined the Company as human resources manager in 2007 and has been appointed as deputy officer of the President’s office of the Company since April 2011.

## LETTER FROM THE BOARD

Save as disclosed in this circular, none of the proposed Directors and Supervisor:

- (a) 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 Futures Ordinance (Chapter 571 of the laws of Hong Kong); and
- (b) hold any other position with the Company or other members of the Group nor do they have any relationship with any directors, supervisor, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates (as defined in the GEM Listing Rules); and
- (c) has held any position in other companies listed on GEM or the Stock Exchange or any other securities market for the last three years.

In addition, the Board is not aware of any other matter which has to be brought to the attention of holders of securities of the Company in respect of the proposed changes of Directors or is there any other information required to be disclosed pursuant to the requirements as set out in Rule 17.50(2) of the GEM Listing Rules.

### **(ii) The Emoluments of the Directors and the Supervisor**

The proposed emoluments of Mr. Zhang is RMB300,000, Mr. Ou is RMB35,000 and Ms. Liu is RMB23,000 per annum during their term of service paid in proportion to the actual length of service starting from the date of appointment.

The proposed emoluments for each of the proposed executive and non-executive Directors and the Supervisor 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 Supervisor. Appropriate announcement shall be published as soon as reasonably practicable by the Company after due election of the proposed Directors and Supervisor at the EGM.

### **(iii) Service Agreement of the proposed Directors and Supervisor**

Each of the proposed executive and non-executive Directors and the Supervisor will enter into a service agreement with the Company after the proposed ordinary resolutions regarding their appointments being passed at the EGM. The newly appointed executive and non-executive Directors and the Supervisor will be for a term commencing from the date of passing the resolutions and expiring on 31 December 2013.

## LETTER FROM THE BOARD

### (III) SHAREHOLDERS' MEETING

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

Notices of the EGM to be held at 9:30 a.m. on Monday, 8 August 2011 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 7 to 8 of this circular.

The reply slip and forms of proxy for use at the EGM are enclosed. Whether or not you are able to attend (if you are so entitled to) the meetings, you are requested to complete the enclosed reply slip and form of proxy in accordance with the instructions printed thereon and return them to the registered office of the Company at No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, the People's Republic of China (for the holders of Domestic Shares), or the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited of 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 slip, on or before Tuesday, 19 July 2011 and the proxy forms no later than 24 hours before the time appointed for holding the meeting. Completion and return of the relevant form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meetings should you so wish.

### (IV) GENERAL

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

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

### (V) RECOMMENDATION

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

Yours faithfully,  
By order of the Board  
**Tianjin TEDA Biomedical Engineering Company Limited**  
**Wang Shuxin**  
*Chairman*



# 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 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 Monday, 8 August 2011 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. Zhang Chunsheng be and is hereby appointed as an executive director of the Company for an initial term commencing from the date of passing the resolution 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. Ou Linfeng be and is hereby appointed as a non-executive director of the Company for an initial term commencing from the date of passing the resolution 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** Ms. Liu Jinyu be and is hereby appointed as a supervisor of the Company for an initial term commencing from the date of passing the resolution 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.”

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

“**THAT** any director of the Company is and hereby authorized to negotiate the remuneration and the terms and conditions of, and to sign the service contract

## NOTICE OF EXTRAORDINARY GENERAL MEETING

with the proposed directors and supervisor 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."

5. to transact other business.

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

Tianjin, the PRC

17 June 2011

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote at the meeting on his/her/its behalf in accordance with the Articles of Association of the Company. A proxy needs not be a shareholder of the Company.
2. In order to be valid, the proxy form of the holder of 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 (the "Company's H Share Registrar") of Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong 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 Saturday, 9 July 2011 to Monday, 8 August 2011 (both days inclusive), during which no transfer of shares will be registered. As regards the holders of H Shares and in order to ascertain the entitlement to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar not later than Friday, 8 July 2011 at 4:00 p.m. for registration.
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 Tuesday, 19 July 2011. 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