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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)

NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN THAT a class meeting of the holders of foreign invested shares (“**H Shares**”) of nominal value of RMB0.10 each in Tianjin TEDA Biomedical Engineering Company Limited (the “**Company**”) will be held at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the People’s Republic of China (the “**PRC**”) on 10 July 2012 at 10:30 a.m. (or immediately after the conclusion or adjournment of the class meeting of the holders of domestic invested shares (“**Domestic Shares**”) of nominal value of RMB0.10 each of the Company which has been convened to be held at the same place and on the same date) to consider and, if thought fit, pass the following resolutions:

AS SPECIAL RESOLUTIONS

1. “**THAT:**

- (a) the conditional placing agreement entered into on 17 February 2012 between the Company (for itself and on behalf of Tianjin TEDA International Incubator (“**TTII**”) and Guosen Securities (HK) Capital Co., Ltd as placing agent (the “**Placing Agent**”), pursuant to which the Placing Agent has conditionally agreed to place, on a best efforts basis, not more than 192,500,000 H Shares (the “**Placing Shares**”), on the terms and subject to the conditions therein (the “**Placing Agreement**”, a copy of which has been produced at this Meeting and marked “A” and initialled by the chairman of this Meeting for the purpose of identification), the transactions contemplated thereunder or incidental to or in connection with the Placing Agreement, and all actions taken or to be taken by the Company pursuant to it as described in the circular to the shareholders of the Company (“**Shareholders**”) dated 24 May 2012 (the “**Circular**”, a copy of which has been produced to this Meeting and marked “B” and initialled by the chairman of this Meeting for the purpose of identification), be and are hereby generally and unconditionally approved, ratified and confirmed;

- (b) conditional upon The Listing Division of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares, the directors of the Company (“**Directors**”) be and are hereby specifically authorised to allot and issue not more than 175,000,000 new H Shares (the “**New H Shares**”) and to convert into and to issue (and sell on behalf of TTII through the Placing Agent) not more than 17,500,000 new H Shares (the “**Sale H Shares**”) from equal number of Domestic Shares held by TTII equivalent to 10% of the proceeds from placing the New H Shares (the “**Specific Mandate**”), in accordance with the terms and conditions of the Placing Agreement, and that the New H Shares shall, when allotted and issued, and the Sale H Shares shall, when converted from equal number of Domestic Shares, be credited as fully paid and rank pari passu in all respects with all other shares of the Company in issue on the date of such allotments and issues or conversion; and
- (c) the Directors be and are hereby generally and unconditionally authorised to do all such acts and things, including but not limited to agreeing with the Placing Agent on the placing price and the total number of respectively the New H Shares, Sale H Shares and the Placing Shares to be placed, and to sign and execute all such other or further documents and to take all such steps, in such manners or sequences or timing, which, in the opinion of the Directors, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, and/or the transactions contemplated by, the Placing Agreement and to agree to such variation, amendments or waiver or matters relating thereto as are, in the opinion of the Directors, in the interest of the Company and its Shareholders as a whole.”

2. “**THAT:**

subject to completion pursuant to the Placing Agreement (“**Completion**”), the Directors be and is hereby authorised to apply the proceeds from the placing in such manner as more particularly described under the paragraph headed “Use of proceeds” of the Circular.”

3. “**THAT:**

subject to Completion, the Directors be and is hereby authorised to make such amendments to articles 20 and 23 of the articles of association of the Company as it thinks fit so as to increase the registered share capital and to modify the capital structure of the Company for the purpose of implementing and/or giving effect to the terms of, and/or the transactions contemplated by, the Placing Agreement.”

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

Tianjin, the PRC

24 May 2012

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 of Shops 1712-1716, 17th 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 any adjourned meeting.
3. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
4. The register of the shareholders of the Company will be closed from 11 June 2012 to 10 July 2012 (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 8 June 2012 at 4:00 p.m. for registration.
5. Shareholders of the Company who intend to attend the meeting mentioned above should complete and deliver to the office of the Company's H Share Registrar the enclosed reply slip by 19 June 2012. Further details are set out in the reply slip and explanation thereto.
6. Completion and delivery of the form of proxy 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 class meeting of the holders of H Shares, and in such event, the proxy form shall be deemed to be revoked.
7. The registered address of the Company and the contact details of the Company are as follows:

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

As at the date of this announcement, the Board comprises of three executive Directors, being Mr. Wang Shuxin, Mr. Hao Zhihui and Mr. Zhang Chunsheng; three non-executive Directors, being Mr. Feng Enqing, Mr. Xie Guangbei and Mr. Ou Linfeng and three independent non-executive Directors, being Mr. Guan Tong, Mr. Wu Chen and Mr. Cao Kai.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

The announcement will remain on the GEM website at <http://www.hkgem.com> at the "Latest Company Announcements" page for 7 days from the date of its posting. This announcement will also be published and remains on the website of the Company at www.bioteda.com.