

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.



泰 达

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 DIRECTOR; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Tianjin TEDA Biomedical Engineering Company Limited 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, 13 May 2014 is set out on pages 6 to 8 of this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the form 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 annual general meeting. Completed and returned forms of proxy will not preclude you from attending and voting in person at the annual general meeting or at any adjourned meeting 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.

20 March 2014

**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:

“AGM”	the Annual General Meeting of the Company to be convened and 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, 13 May 2014 to consider and, if thought fit, to approve, among other things, the resolutions contained in the Notice of this circular, or any adjournment thereof
“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)
“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
“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

DEFINITIONS

“Independent Third Party”	person which, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is/are not connected with any of the directors, supervisors, chief executive, promoters, substantial shareholders or management shareholders (both as defined in the GEM Listing Rules) of the Company and of its subsidiaries and their respective associates (as defined in the GEM Listing Rules) and is/are not a connected person (as defined in the GEM Listing Rules)
“Notice”	the Notice of the AGM issued by the Company on 20 March 2014 and set out on pages 6 to 8 of this circular
“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
“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
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of PRC
%	per cent

LETTER FROM THE BOARD



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. Hao Zhihui

Non-executive Directors:

Mr. Feng Enqing
Mr. Xie Guangbei
Mr. Ou Linfeng

Independent non-executive Directors:

Mr. Guan Tong
Mr. Wu Chen
Mr. Peter K. S. Chan

Registered Office:

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

20 March 2014

To: Shareholders

Dear Sir/Madam,

A. INTRODUCTION

On 19 March 2014, the Directors announced that the Board proposed to obtain approval for the proposed appointment of Mr. Chen Yingzhong (“**Mr. Chen**”) as an executive Director from the Shareholders.

The purpose of this circular is to provide you with information in respect of the following resolutions to be proposed at the AGM:

- (a) appointment of Mr. Chen as an executive Director; and
- (b) other ordinary businesses to be considered at the AGM, including, among others, the approval and adoption of the audited consolidated financial statements of the Group for the year ended 31 December 2013, and reports of the Directors and the Supervisory Committee, the appointment of the incumbent auditors and the authorization for the Directors to fix audit fees and remuneration of Directors.

LETTER FROM THE BOARD

B. PROPOSED APPOINTMENT OF A DIRECTOR

The Board proposes to appoint Mr. Chen as an executive Director for a term expiring on 31 December 2016 subject to the approval of the Shareholders by way of an ordinary resolution at the AGM.

Particulars of the proposed director

General Information

Mr. Chen, aged 48, has over 20 years of substantial experience in sales and general management and has been extremely familiar with the business and operations of the Group. Mr. Chen has joined the Group since January 2004 when he first acted as the General Manager of the Sales Department of Guangdong Fulilong Compound Fertilizers Co. Ltd.. From 2007 to 2012, Mr. Chen assumed the position of the General Manager of the Sales Department of Shandong Hidersun Fertilizer Industry Co., Ltd. (“**Shandong Hidersun**”) and he has been appointed as the chairman of Shandong Hidersun since November 2012. Since March 2009, Mr. Chen has also become the sole equity owner and chairman of Shandong Zhinong Fertilizers Company Limited (“**Zhinong Fertilizers**”).

Mr. Chen does not hold any other position with the Company or other members of the Group nor does he have any relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates (as defined in the GEM Listing Rules).

Moreover, save as disclosed in this circular, Mr. Chen has not held any position in other companies listed on the Stock Exchange or any other securities market for the last three years and does not have any other major appointments or professional qualifications.

As at the date hereof, Mr. Chen is deemed to be interested in 170,000,000 domestic ordinary shares of the Company (representing 11.97% of the issued share capital of the Company) through Zhinong Fertilizers. Save as disclosed above, Mr. Chen does not hold any shares, underlying shares or debentures of the Company which are required to be disclosed under Part XV of the SFO.

The Emoluments of the Director

The proposed emoluments of Mr. Chen is RMB150,000 per annum during his term of service paid in proportion to the actual length of service starting from the date of appointment. The proposed emoluments of Mr. Chen is 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 AGM that the Board be authorized to fix the remuneration of Mr. Chen. Appropriate announcement shall be published as soon as reasonably practicable by the Company after due election of Mr. Chen at the AGM.

LETTER FROM THE BOARD

Service Agreement of the proposed Director

Mr. Chen will enter into a service agreement with the Company after the proposed ordinary resolution regarding his appointment being passed at the AGM. The appointment of Mr. Chen will be for a term commencing from the date of passing the resolution at the AGM up to 31 December 2016.

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 change of Director nor 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.

C. ANNUAL GENERAL MEETING

According to the Articles of Association of the Company, the appointment of the proposed Director is subject to the approval of the Shareholders by way of an ordinary resolution at a general meeting.

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

D. VOTE BY POLL

Pursuant to Rule 17.47 of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to the Articles of Association.

E. RECOMMENDATION

The Directors consider the proposed appointment of Mr. Chen as an executive Director is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM.

Yours faithfully,
By order of the Board
Wang Shuxin
Chairman

NOTICE OF ANNUAL 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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (“**AGM**”) 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 Tuesday, 13 May 2014 at 9:30 a.m. to consider, if thought fit, passing the following resolutions as ordinary resolutions:

1. To consider and, if thought fit, approve the audited consolidated accounts of the Group for the year ended 31 December 2013;
2. To consider and, if thought fit, approve the report of the directors of the Company;
3. To consider and, if thought fit, approve the report of the Supervisory Committee of the Company;
4. To consider and, if thought fit, approve the proposal of appointing BDO Limited as auditor of the Company for the financial year of 2014 and authorize the Directors of the Company to fix their remuneration;
5. To approve the following appointment of an executive director of the Company; and

“**THAT** Mr. Chen Yingzhong be and is hereby appointed as an executive director of the Company for an initial term commencing from the date of this resolution up to 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into between him and the Company and the Directors of the Company are and hereby authorized to negotiate the remuneration and the terms and conditions thereof, and to sign the service contract with him 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.”

NOTICE OF ANNUAL GENERAL MEETING

6. To transact any other business.

By order of the Board
Wang Shuxin
Chairman

Tianjin, China
20 March 2014

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 1806-07, 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 24 hours before the time appointed for taking the poll.
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 or 24 hours before the time appointed for taking the poll.
4. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting. 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.
5. The register of the shareholders of the Company will be closed from 12 April 2014 to 13 May 2014 (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 4:00 p.m., 11 April 2014 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 or the registered address of the Company by hand, post or fax not later than 23 April 2014.
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 ANNUAL GENERAL MEETING

As at the date of this notice, the Board comprises of two executive Directors, being Mr. Wang Shuxin and Mr. Hao Zhihui; 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. Peter K. S. Chan.

This notice, for which the directors of Tianjin TEDA Biomedical Engineering Company Limited (the “Directors”) 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 Tianjin TEDA Biomedical Engineering Company Limited. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this notice 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 in this notice misleading.

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