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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should 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(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).



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)

**(1) PROPOSED TRANSFER OF LISTING
FROM THE GROWTH ENTERPRISE MARKET TO
THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED
AND
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
OF THE COMPANY
AND
(3) NOTICES OF THE EXTRAORDINARY GENERAL MEETING
AND THE CLASS MEETINGS**

Terms used in this cover page shall have the same meaning as those defined in the section headed "Definitions" in this circular.

A letter from the Board dated 19 May 2014 is set out on pages 4 to 9 of this circular.

The notices convening the EGM, the Class Meeting of the holders of H Shares and the Class Meeting of the holders of Domestic 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 on Friday, 4 July 2014 at 9:30 a.m., 10:00 a.m. (or as soon as the EGM to be convened at the same date and place at 9:30 a.m. shall conclude or adjourn) and 10:30 a.m. (or as soon as the Class Meeting of the holders of H Shares to be convened at the same date and place at 10:00 a.m. shall conclude or adjourn), respectively, are set out on pages 44 to 55 of this circular.

A form of proxy for use at each of the EGM, the Class Meeting of the holders of H Shares and the Class Meeting of the holders of Domestic Shares is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.bioteda.com).

Whether or not you intend to attend the EGM, the Class Meeting of the holders of H Shares or the Class Meeting of the holders of Domestic Shares, 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 17M 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 times appointed for the holding of the relevant meetings or any adjournment thereof (as the case may be).

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.

Reply slips for the EGM, the Class Meeting of the holders of H Shares and the Class Meeting of the holders of Domestic Shares have also been enclosed. You are reminded to complete and sign the reply slips (if you are entitled to attend the EGM, the Class Meeting of the holders of H Shares and the Class Meeting of the holders of Domestic Shares) and return the signed slips to the registered office of the Company as detailed above (for the holders of Domestic Shares), or the office of the Company's H share registrar, Computershare Hong Kong Investor Services Limited as detailed above (for the holders of H Shares) on or before Friday, 13 June 2014 in accordance with the instructions printed thereon.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

19 May 2014

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 Stock 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.

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DEFINITIONS

In this circular, the following expressions have the meanings as set out below unless the context requires otherwise:

“Articles” or “Articles of Association”	the Articles of Association of the Company
“Articles Amendments”	the proposed amendments made to the Articles of Association to comply with the relevant requirements of the Main Board Listing Rules which will become effective upon the date of listing of and commencement of dealing in H Shares on the Main Board
“Board”	the board of Directors
“Business Day”	any day (excluding a Saturday, Sunday and public holiday) on which banks generally are open for business in Hong Kong
“Class Meetings”	the respective class meetings of the holders of H Shares and holders of Domestic Shares to be convened and held for the purposes of approving, among other things, the Transfer of Listing and the Articles Amendments, including any adjournment in respect thereof
“Company”	Tianjin TEDA Biomedical Engineering Company Limited, a joint stock company established in the PRC with limited liability and the H Shares of which are listed and traded on GEM (Stock Code: 8189)
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission), the regulatory body responsible for the supervision and regulation of the PRC national securities market
“Director(s)”	the 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

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be convened and held for the purposes of approving, among other things, the Transfer of Listing and the Articles Amendments, including any adjournment in respect thereof
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, modified or supplemented from time to time
“Group”	collectively, 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 People’s Republic of China
“Latest Practicable Date”	15 May 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange which is responsible for the Main Board listing matters
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which continues to be operated by the Stock Exchange in parallel with GEM, and for the avoidance of doubt, it does not include GEM for the purpose hereof
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or supplemented from time to time
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified or supplemented from time to time
“Share(s)”	Domestic Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“Supervisor(s)”	the supervisors of the Company
“Transfer of Listing”	the proposed transfer of listing of the H Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the 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
Mr. Chen Yingzhong

Registered office:

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

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

19 May 2014

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED TRANSFER OF LISTING
FROM THE GROWTH ENTERPRISE MARKET TO
THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED
AND
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
OF THE COMPANY
AND
(3) NOTICES OF THE EXTRAORDINARY GENERAL MEETING
AND THE CLASS MEETINGS**

1 INTRODUCTION

The purpose of this circular is to provide you with information regarding, among other things, (a) details of the Transfer of Listing and the Articles Amendments; and (b) notices of the EGM and the Class Meetings.

LETTER FROM THE BOARD

2 PROPOSED TRANSFER OF LISTING

Reference is made to the announcement of the Company dated 8 May 2014, whereby the Board announced that it approved, among other things, the Transfer of Listing.

The Transfer of Listing is subject to approvals from the Shareholders and the Stock Exchange. The EGM, the Class Meeting of the holders of H Shares and the Class Meeting of the holders of Domestic Shares will be convened on Friday, 4 July 2014 for the Shareholders to consider and if thought fit, to approve, among other things, (a) the Transfer of Listing; (b) the Articles Amendments; and (c) the granting of authorisation to the Board to take any actions as it may consider necessary, desirable and expedient in relation to the matters mentioned above.

Reasons for the Transfer of Listing

The Company has been listed on GEM since 18 June 2002. At present, the Group is principally engaged in the research and development, production and sales of biological compound fertiliser products and health care products.

The Directors consider that the Transfer of Listing will enhance the trading liquidity of the H Shares and promote the Company's corporate profile and recognition from public investors. Therefore, the Directors are of the view that the Transfer of Listing will be beneficial to the future growth, financing flexibility and business development of the Group.

Requirements under the PRC Regulations

According to the existing Articles of Association and the relevant PRC laws and regulations, Shareholders' approval is required for the application of the Transfer of Listing, the Articles Amendments and the granting of relevant authorisation to the Board. Subject to the Shareholders' approval at each of the EGM, the Class Meeting of the holders of H Shares and the Class Meeting of the holders of Domestic Shares in respect of the Transfer of Listing, the Articles Amendments and the granting of relevant authorisation to the Board, at appropriate time, the Company will make a formal application to the Stock Exchange in relation to the Transfer of Listing and submit a written report in respect of the Transfer of Listing to the CSRC within 15 working days upon the completion of the Transfer of Listing.

LETTER FROM THE BOARD

Conditions of the Transfer of Listing

The Transfer of Listing shall become effective upon the fulfillment of the following conditions:

- (i) the Company having fulfilled all the applicable requirements for listing on the Main Board as stipulated in the Main Board Listing Rules and the relevant rules and regulations in Hong Kong and the PRC;
- (ii) the Company having obtained approval of the Transfer of Listing and Articles Amendments from the Shareholders at the EGM and the Class Meetings;
- (iii) the Company having obtained the necessary approvals and/or consents (if any) in respect of the Articles Amendments from the relevant PRC government authorities;
- (iv) the granting of the approval by the Listing Committee for the listing of and permission to deal in the existing H Shares on the Main Board; and
- (v) all other necessary approvals and/or consents (if any) in respect of the Transfer of Listing and the Articles Amendments having been obtained.

The Company shall submit a written report in respect of the Transfer of Listing to the CSRC within 15 working days upon listing of and commencement of dealings in the H Shares on the Main Board.

Warning: The Company would like to emphasise that (a) the Transfer of Listing is only at a preliminary stage and that the definitive timetable for the Transfer of Listing has not yet been finalised; and (b) there is no assurance that the Company will be able to obtain the relevant approvals for the Transfer of Listing from, among others, the Shareholders in the EGM and the Class Meetings and the Stock Exchange. Shareholders and potential investors of the Company should be aware that the Transfer of Listing may or may not be proceeded with and be completed. Accordingly, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

3 PROPOSED ARTICLES AMENDMENTS

The Articles Amendments mainly involve amendments to the relevant provisions of the Articles of Association for the purposes of complying with the requirements of the relevant laws and regulations of the PRC and Hong Kong and the Main Board Listing Rules in relation to the Transfer of Listing as well as correcting clerical errors noted in the Articles of Association. A special resolution in relation to the Articles Amendments will be proposed at the EGM, the Class Meeting of the holders of H Shares and the Class Meeting of the holders of Domestic Shares, respectively, for approval. Subject to the passing of the special resolution at each of the EGM, the Class Meeting of the holders of H Shares and the Class Meeting of the holders of Domestic Shares, respectively, and the approval from the

LETTER FROM THE BOARD

relevant government authorities (if any), the Articles Amendments will become effective upon the listing of and commencement of dealing in H Shares on the Main Board. If the Company does not proceed with the Transfer of Listing, the Articles Amendments will not come into effect and the existing Articles of Association will continue to be in full force.

The legal advisers of the Company as to Hong Kong laws and the PRC laws have confirmed that the proposed Articles Amendments comply with the requirements of the Main Board Listing Rules and do not violate the applicable laws of the PRC, respectively. The Company confirms that there is nothing unusual about the proposed Articles Amendments for a PRC company listed on the Stock Exchange.

Details of the Articles Amendments are set out in Appendix I to this circular.

Shareholders are advised that the Articles of Association are available in Chinese only. The English translation of the Articles Amendments provided in Appendix I to this circular is for reference only. In case of any inconsistency, the Chinese version shall prevail.

4 EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS

The EGM and the Class Meetings will be convened and held to consider and, if thought fit, to approve, among other things, (a) the Transfer of Listing; (b) the Articles Amendments; and (c) the granting of authorisation to the Board to take any actions as it may consider necessary, desirable and expedient in relation to the matters mentioned above.

Notices of the EGM, the Class Meeting of the holders of H Shares and the Class Meeting of the holders of Domestic 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 on Friday, 4 July 2014 at 9:30 a.m., 10:00 a.m. (or as soon as the EGM to be convened at the same date and place at 9:30 a.m. shall conclude or adjourn) and 10:30 a.m. (or as soon as the Class Meeting of the holders of H Shares to be convened at the same date and place at 10:00 a.m. shall conclude or adjourn), respectively, are set out on pages 44 to 55 of this circular.

The respective reply slips and forms of proxy for use at each of the EGM and the Class Meetings 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 forms 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 17M 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 Friday, 13 June 2014 and the proxy forms not later than 24 hours before the respective times appointed for holding the relevant meetings. 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.

LETTER FROM THE BOARD

5 PROCEDURES FOR DEMANDING A POLL BY SHAREHOLDERS

According to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions put to vote at each of the EGM and the Class Meetings will be taken by poll.

6 CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company in Hong Kong will be closed from Wednesday, 4 June 2014 to Friday, 4 July 2014, both days inclusive, during which period no transfer of H Shares will be effected. For the identification of Shareholders who are qualified to attend and vote at the EGM and the respective Class Meetings, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 3 June 2014.

7 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 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 circular misleading.

8 LANGUAGE

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

9 RECOMMENDATION

The Directors consider that the Transfer of Listing and the Articles Amendments are fair and reasonable and in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM and the relevant Class Meeting.

LETTER FROM THE BOARD

10 ADDITIONAL INFORMATION

Your attention is also drawn to the additional information in respect of the Company set out in the appendices to this circular.

Yours faithfully
By order of the Board
Wang Shuxin
Chairman

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

This Appendix I sets out the existing Articles of Association of the Company and proposed amendments thereto for the purpose of information. The terms used herein shall have the same meanings as defined in the Articles of Association.

The English version of this Appendix I is not an official translation of the Chinese version. In the case of any discrepancies, the Chinese version shall prevail.

Articles	Original articles	Amended articles
Article 18	Overseas listed foreign shares issued by the Company and which are listed in Hong Kong shall be referred to as "H shares". H shares are shares which have been approved by the relevant authorities under the State bureau and admitted for listing on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), the par value of which is denominated in Renminbi and are subscribed for and traded in Hong Kong dollars. H shares shall rank pari passu with the domestic shares in terms of allocation of the Company's dividend and assets.	Overseas listed foreign shares issued by the Company and which are listed in Hong Kong shall be referred to as "H shares". H shares are shares which have been approved by the relevant authorities under the State bureau and admitted for listing on The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange"), the par value of which is denominated in Renminbi and are subscribed for and traded in Hong Kong dollars. H shares shall rank pari passu with the domestic shares in terms of allocation of the Company's dividend and assets.
	Appendix III-9 of GEM Listing Rules	Appendix III-9 of GEM <u>Main Board</u> Listing Rules

APPENDIX I	PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY
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Articles	Original articles	Amended articles
Article 20	<p>Following several times of increase of share capital after its establishment, the Company has issued 1,420,000,000 ordinary shares, including 715,000,000 domestic shares that accounted for 50.35% of the total amount of ordinary shares in issue by the Company and 705,000,000 overseas listed foreign shares that accounted for 49.65% of the total amount of ordinary shares in issue by the Company.</p> <p>The share capital structure of the Company is as follows: 1,420,000,000 ordinary shares, in which 715,000,000 shares are domestic shares, of which 200,000,000 shares held by Tianjin TEDA International Incubator, the promoter, 180,000,000 shares held by Shenzhen Xiangyong Investment Company Limited, 170,000,000 shares held by Shandong Zhinong Fertilizers Company Limited, 120,000,000 shares held by Dongguan Lvye Fertilizers Company Limited, 14,000,000 shares held by Gu Hanqing (顧漢卿), the promoter, 12,000,000 shares held by Guangzhou Wenguang Media Company Limited, 10,000,000 shares held by Beijing Zhongxing Wuhuan Building Materials Company Limited and 9,000,000 shares held by Xie Kehua, the promoter; and 705,000,000 shares held by shareholders of overseas listed foreign shares.</p> <p>(Article 16 of Mandatory Provisions) Appendix III-9 of GEM Listing Rules</p>	<p>Following several times of increase of share capital after its establishment, the Company has issued 1,420,000,000 ordinary shares, including 715,000,000 domestic shares that accounted for 50.35% of the total amount of ordinary shares in issue by the Company and 705,000,000 overseas listed foreign shares that accounted for 49.65% of the total amount of ordinary shares in issue by the Company.</p> <p>The share capital structure of the Company is as follows: 1,420,000,000 ordinary shares, in which 715,000,000 shares are domestic shares, of which 200,000,000 shares held by Tianjin TEDA International Incubator, the promoter, 180,000,000 shares held by Shenzhen Xiangyong Investment Company Limited, 170,000,000 shares held by Shandong Zhinong Fertilizers Company Limited, 120,000,000 shares held by Dongguan Lvye Fertilizers Company Limited, 14,000,000 shares held by Gu Hanqing (顧漢卿), the promoter, 12,000,000 shares held by Guangzhou Wenguang Media Company Limited, 10,000,000 shares held by Beijing Zhongxing Wuhuan Building Materials Company Limited and 9,000,000 shares held by Xie Kehua, the promoter; and 705,000,000 shares held by shareholders of overseas listed foreign shares.</p> <p>(Article 16 of Mandatory Provisions) Appendix III-9 of GEM <u>Main Board</u> Listing Rules</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 25	<p>Subject to contrary provisions in any laws and administrative regulations, the shares of the Company may be freely transferred, clear of any lien.</p> <p>(Article 21 of Mandatory Provisions) Appendix III-1(2) of GEM Listing Rules</p>	<p>Subject to contrary provisions in any laws and administrative regulations, the shares of the Company may be freely transferred, clear of any lien.</p> <p>(Article 21 of Mandatory Provisions) Appendix III-1(2) of GEM <u>Main Board</u> Listing Rules</p>
Article 27	<p>All issued H shares shall be recorded in the register of members maintained in Hong Kong as required to be kept pursuant to Article 46 (2) of the Articles.</p>	<p>All issued H shares shall be recorded in the register of members maintained in Hong Kong as required to be kept pursuant to Article 46 <u>45</u> (2) of the Articles.</p>
Article 28	<p>The transfer of all or part of the shares by any holders of H shares shall be made by the standard transfer form prescribed by the Hong Kong Stock Exchange. The instrument of transfer shall be signed by hand or in a machine-printed format by the transferor and transferee.</p> <p>Appendix III-1(iv) of GEM Listing Rules</p>	<p>The transfer of all or part of the shares by any holders of H shares shall be made by the standard transfer form prescribed by the Hong Kong Stock Exchange. The instrument of transfer shall be signed by hand or in a machine-printed format by the transferor and transferee.</p> <p>Appendix III-1(iv) of GEM Listing Rules</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 33	<p>In the following circumstances, the Company may repurchase its issued shares outstanding subject to approval in accordance with the procedures set out in the Articles and by the relevant regulatory authority of the State:</p> <p>(1) to cancel shares for purpose of capital reduction;</p> <p>(2) to amalgamate with another company which holds shares in the Company;</p> <p>(3) other circumstances which are permitted by laws and administrative regulations.</p> <p>(Article 24 of Mandatory Provisions)</p>	<p>In the following circumstances, the Company may repurchase its issued shares outstanding subject to approval in accordance with the procedures set out in the Articles and by the relevant regulatory authority of the State:</p> <p>(1) to cancel shares for purpose of capital reduction;</p> <p>(2) to amalgamate with another company which holds shares in the Company;</p> <p>(3) other circumstances which are permitted by laws and administrative regulations.</p> <p>(Article 24 of Mandatory Provisions)</p> <p><u>That, where the Company has the power to purchase for redemption a redeemable share:</u></p> <p><u>(1) purchases not made through the market or by tender shall be limited to a maximum price; and</u></p> <p><u>(2) if purchases are by tender, tenders shall be available to all shareholders alike.</u></p> <p><u>Appendix III-8 of Main Board Listing Rules</u></p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 42	<p>Share certificates shall be signed by the Chairman. Where the signatures of other senior management members of the Company are required by the stock exchange(s) on which the shares of the Company are listed, the share certificates shall also be signed by those senior management members. The share certificates shall take effect upon affixing the Company’s special securities seal which shall be authorized by the Board. The signatures of the Chairman of the Company or other relevant senior management members appearing on the share certificates may also be in printed form.</p> <p>(Article 33 of Mandatory Provisions) Appendix III-2(i) of GEM Listing Rules</p>	<p>Share certificates shall be signed by the Chairman. Where the signatures of other senior management members of the Company are required by the stock exchange(s) on which the shares of the Company are listed, the share certificates shall also be signed by those senior management members. The share certificates shall take effect upon affixing the Company’s special securities seal which shall be authorized by the Board. The signatures of the Chairman of the Company or other relevant senior management members appearing on the share certificates may also be in printed form.</p> <p>(Article 33 of Mandatory Provisions) Appendix III-2(i) of <u>GEM Main Board Listing Rules</u></p>
Article 44	<p>The Company may, pursuant to any memorandum of understanding or agreement reached between the securities regulatory authority under the State Council and overseas securities regulatory authority, keep the original register of the foreign shareholders of overseas listed foreign shares in any place outside the PRC, and entrust its administration to an overseas agency. The original register of shareholders of H shares shall be kept in Hong Kong.</p> <p>Appendix XI-C(b) of GEM Listing Rules</p>	<p>The Company may, pursuant to any memorandum of understanding or agreement reached between the securities regulatory authority under the State Council and overseas securities regulatory authority, keep the original register of the foreign shareholders of overseas listed foreign shares in any place outside the PRC, and entrust its administration to an overseas agency. The original register of shareholders of H shares shall be kept in Hong Kong.</p> <p>Appendix XI-C <u>13D</u>(b) of <u>GEM Main Board Listing Rules</u></p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 47	<p>All paid-up H shares are freely transferable in accordance with the Articles without limitation of any lien of the Company; however, the Board may refuse to recognize any instrument of transfer without giving any reason unless such transfer satisfies the following conditions:</p> <p>Appendix III-1(i), 1(ii) of GEM Listing Rules</p> <p>(1) payment of a fee of HK\$2.5 per instrument of transfer or the higher amount as revised by the latest GEM Listing Rules of Hong Kong Stock Exchange, to the Company for the registration of any transfer document(s) or other document(s) relating to or affecting the ownership of the shares in question or the change of ownership of those shares;</p> <p>(2) the instrument of transfer relates to the H shares only;</p> <p>(3) payment in full of any stamp duty due on the instrument of transfer;</p> <p>(4) production of the relevant share certificates and any other evidence reasonably required by the Board to prove the transferor's right to make the transfer;</p>	<p>All paid-up H shares are freely transferable in accordance with the Articles without limitation of any lien of the Company; however, the Board may refuse to recognize any instrument of transfer without giving any reason unless such transfer satisfies the following conditions:</p> <p>Appendix III-1(i), 1(ii) of GEM <u>Main Board</u> Listing Rules</p> <p>(1) payment of a fee of HK\$2.5 per instrument of transfer or the higher amount as revised by the latest GEM <u>Main Board</u> Listing Rules of Hong Kong Stock Exchange, to the Company for the registration of any transfer document(s) or other document(s) relating to or affecting the ownership of the shares in question or the change of ownership of those shares;</p> <p>(2) the instrument of transfer relates to the H shares only;</p> <p>(3) payment in full of any stamp duty due on the instrument of transfer;</p> <p>(4) production of the relevant share certificates and any other evidence reasonably required by the Board to prove the transferor's right to make the transfer;</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
	(5) if the shares are to be transferred to joint holders, the number of such joint holders shall not exceed four (4); Appendix III-1(iii) of GEM Listing Rules	(5) if the shares are to be transferred to joint holders, the number of such joint holders shall not exceed four (4); Appendix III-1(iii) of GEM <u>Main Board</u> Listing Rules
	(6) the instrument of transfer shall be the standard transfer form required by Hong Kong Stock Exchange.	(6) the instrument of transfer shall be the standard transfer form required by Hong Kong Stock Exchange.
	Appendix III-1(iv) of GEM Listing Rules	Appendix III-1(iv) of GEM Listing Rules
Article 55	Holders of ordinary share of the Company is entitled the following rights:	Holders of ordinary share of the Company is entitled the following rights:
	(1) to collect dividends and other distributions according to the number of shares held by them;	(1) to collect dividends and other distributions according to the number of shares held by them;
	(2) to attend or appoint proxies to attend shareholders' general meetings and to exercise the voting right;	(2) to attend or appoint proxies to attend shareholders' general meetings and to exercise the voting right;
	(3) to supervise the management of the business operations of the Company and to make recommendations or enquiries;	(3) to supervise the management of the business operations of the Company and to make recommendations or enquiries;
	(4) to transfer shares in accordance with laws, administrative regulations and the Articles;	(4) to transfer shares in accordance with laws, administrative regulations and the Articles;

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
	<p>(5) to obtain relevant information in accordance with the provisions of the Articles, which shall include:</p> <ol style="list-style-type: none"> 1. the right to a copy of the Articles upon payment of a charge to cover costs; and 2. the right to inspect and copy after payment of reasonable charges: <ol style="list-style-type: none"> (1) all parts of the register of shareholders; (2) personal particulars of directors, supervisors, general managers and other senior management members as follows: <ol style="list-style-type: none"> (a) present and former forename or surname and any alias; (b) principal address (residence); (c) nationality; (d) full-time and all other part-time occupations and duties; (e) identity documents and their relevant number; 	<p>(5) to obtain relevant information in accordance with the provisions of the Articles, which shall include:</p> <ol style="list-style-type: none"> 1. the right to a copy of the Articles upon payment of a charge to cover costs; and 2. the right to inspect and copy after payment of reasonable charges: <ol style="list-style-type: none"> (1) all parts of the register of shareholders; (2) personal particulars of directors, supervisors, general managers and other senior management members as follows: <ol style="list-style-type: none"> (a) present and former forename or surname and any alias; (b) principal address (residence); (c) nationality; (d) full-time and all other part-time occupations and duties; (e) identity documents and their relevant number;

APPENDIX I	PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY
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Articles	Original articles	Amended articles
	(3) status of the Company's share capital;	(3) status of the Company's share capital;
	(4) reports in respect of each class of shares repurchased by the Company since the end of the last accounting year, the aggregate par value, the number and the maximum and minimum price paid for the shares repurchased by the Company and the total costs paid by the Company for this purpose;	(4) reports in respect of each class of shares repurchased by the Company since the end of the last accounting year, the aggregate par value, the number and the maximum and minimum price paid for the shares repurchased by the Company and the total costs paid by the Company for this purpose;
	(5) minutes of shareholders' general meetings;	(5) minutes of shareholders' general meetings;
	(6) upon termination or liquidation of the Company, the right to participation in the distribution of the Company's remaining assets in proportion to the shares held by them;	(6) upon termination or liquidation of the Company, the right to participation in the distribution of the Company's remaining assets in proportion to the shares held by them;
	(7) other rights conferred by laws, administrative regulations and the Articles.	(7) other rights conferred by laws, administrative regulations and the Articles.
	The Company shall not suspend or infringe any right and interests attached to the shares due to any person who has direct or indirect right interests not disclosing his or her rights and interests	The Company shall not suspend or infringe any right and interests attached to the shares due to any person who has direct or indirect right interests not disclosing his or her rights and interests
	(Article 45 of Mandatory Provisions) Appendix III-12 of GEM Listing Rules	(Article 45 of Mandatory Provisions) Appendix III-12 of GEM <u>Main Board</u> Listing Rules

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Articles	Original articles	Amended articles
Article 70	<p>The appointment of a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing; or if the appointor is a corporation, either under corporate seal or under the hand of its director or its attorney duly authorised.</p> <p>(Article 60 of Mandatory Provisions) Appendix III of GEM Listing Rules – 11(2)</p>	<p>The appointment of a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing; or if the appointor is a corporation, either under corporate seal or under the hand of its director or its attorney duly authorised.</p> <p>(Article 60 of Mandatory Provisions) Appendix III of GEM <u>Main Board Listing Rules</u> – 11(2)</p>
Article 72	<p>The form of the instrument appointing a proxy given to a shareholder by the Board shall allow such shareholder to freely instruct such proxy to vote in favour of or against a resolution, and to give instruction in respect of any item needed to be resolved for each resolution in the meeting. Such instrument shall indicate that if no instruction is given, the proxy can vote at his/her discretion.</p> <p>(Article 62 of Mandatory Provisions) Appendix III of GEM Listing Rules – 11(1)</p>	<p>The form of the instrument appointing a proxy given to a shareholder by the Board shall allow such shareholder to freely instruct such proxy to vote in favour of or against a resolution, and to give instruction in respect of any item needed to be resolved for each resolution in the meeting. Such instrument shall indicate that if no instruction is given, the proxy can vote at his/her discretion.</p> <p>(Article 62 of Mandatory Provisions) Appendix III of GEM Listing Rules – 11(1)</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 75	<p>The resolutions of a shareholders' general meeting are divided into ordinary resolutions and special resolutions.</p> <p>Passing of an ordinary resolution at a shareholders' general meeting shall be made with more than half of the voting rights held by the shareholders (including proxies) present at the shareholders' general meeting.</p> <p>Passing of a special resolution at a shareholders' general meeting shall be made with more than two-thirds of the voting rights held by the shareholders (including proxies) present at the shareholders' general meeting.</p> <p>Shareholders (including proxies) present at a shareholders' general meeting shall expressly vote in favour of or against every motion put to be voted. An abstention of vote or abstaining from voting shall not be treated as votes with voting rights when the voting results of such business is being counted.</p> <p>If any shareholder must abstain from voting or is restricted to vote only in favour of or against a special resolution according to the Articles or the Listing Rules of the GEM of the Stock Exchange, the vote cast in violation of the above requirements or restrictions by such shareholder or his/her proxy shall not be counted as a valid vote.</p> <p>(Article 64 of Mandatory Provisions)</p>	<p>The resolutions of a shareholders' general meeting are divided into ordinary resolutions and special resolutions.</p> <p>Passing of an ordinary resolution at a shareholders' general meeting shall be made with more than half of the voting rights held by the shareholders (including proxies) present at the shareholders' general meeting.</p> <p>Passing of a special resolution at a shareholders' general meeting shall be made with more than two-thirds of the voting rights held by the shareholders (including proxies) present at the shareholders' general meeting.</p> <p>Shareholders (including proxies) present at a shareholders' general meeting shall expressly vote in favour of or against every motion put to be voted. An abstention of vote or abstaining from voting shall not be treated as votes with voting rights when the voting results of such business is being counted.</p> <p>If any shareholder must abstain from voting or is restricted to vote only in favour of or against a special resolution according to the Articles or the Listing Rules of the GEM of the Stock Exchange <u>Main Board Listing Rules</u>, the vote cast in violation of the above requirements or restrictions by such shareholder or his/her proxy shall not be counted as a valid vote.</p> <p>(Article 64 of Mandatory Provisions) <u>Appendix III-14 of Main Board Listing Rules</u></p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 90	<p>Shareholders holding different classes of shares are classified as class shareholders.</p> <p>Class shareholders are entitled to the rights and obligations in accordance to the laws, administrative regulations and the Articles.</p> <p>Apart from the shareholders of other classes of shares, holders of domestic shares and holders of overseas listed foreign shares are deemed to be different classes of shareholders.</p> <p>Under the following circumstances, the special voting procedures of class shareholders shall not be applied:</p> <p>(1) where, upon approval by a special resolution at a shareholders' general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed foreign shares at an interval of twelve months, and the number of domestic shares and overseas listed foreign shares proposed to be issued does not exceed 20% of their respective existing issued shares; Appendix XI C of GEM Listing Rules – (f)(i)</p> <p>(2) where the plan of the Company to issue domestic shares and overseas listed foreign shares at the time of incorporation is implemented within fifteen months from the date of approval by the Securities Regulatory Commission of the State Council. Appendix XI C of GEM Listing Rules – (f)(ii)</p> <p>(Article 78, 85 of Mandatory Provisions)</p>	<p>Shareholders holding different classes of shares are classified as class shareholders.</p> <p>Class shareholders are entitled to the rights and obligations in accordance to the laws, administrative regulations and the Articles.</p> <p>Apart from the shareholders of other classes of shares, holders of domestic shares and holders of overseas listed foreign shares are deemed to be different classes of shareholders.</p> <p>Under the following circumstances, the special voting procedures of class shareholders shall not be applied:</p> <p>(1) where, upon approval by a special resolution at a shareholders' general meeting, the Company issues, either separately or concurrently, domestic shares and overseas listed foreign shares at an interval of twelve months, and the number of domestic shares and overseas listed foreign shares proposed to be issued does not exceed 20% of their respective existing issued shares; Appendix XI C <u>13D</u> of GEM <u>Main Board</u> Listing Rules – (f)(i)</p> <p>(2) where the plan of the Company to issue domestic shares and overseas listed foreign shares at the time of incorporation is implemented within fifteen months from the date of approval by the Securities Regulatory Commission of the State Council. Appendix XI C <u>13D</u> of GEM <u>Main Board</u> Listing Rules – (f)(ii)</p> <p>(Article 78, 85 of Mandatory Provisions)</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 99	<p>The directors shall be elected in a shareholders’ general meeting with a term of 3 years. Upon expiration of the term, the directors shall be eligible for re-election and re-appointment.</p> <p>The notice on nomination of candidates for the election of directors shall be given to the Company with a minimum period of 7 days, during which the candidates could give a notice to the Company indicating their willingness to stand for the election. The period for lodging such notice will commence no earlier than the day after dispatch of the notice of the shareholders’ general meeting and end no later than 7 days prior to the date such shareholders’ general meeting.</p> <p>Appendix III of GEM Listing Rules – 4(4), (5)</p> <p>The chairman and the vice-chairmen shall be elected and dismissed by more than a half of all the directors on the Board. The term of office of the chairman and the vice-chairmen is 3 years, upon expiration of which, they shall be eligible for re-election and re-appointment.</p> <p>Any director may be removed before the expiration of his term of office by way of an ordinary resolution during the shareholders’ general meeting subject to compliance with relevant laws and administrative regulations (but claims that may be submitted under any contract shall not be affected).</p> <p>Appendix III of GEM Listing Rules – 4(3)</p> <p>Directors need not hold shares of the Company.</p> <p>(Article 87 of Mandatory Provisions)</p>	<p>The directors shall be elected in a shareholders’ general meeting with a term of 3 years. Upon expiration of the term, the directors shall be eligible for re-election and re-appointment.</p> <p>The notice on nomination of candidates for the election of directors shall be given to the Company with a minimum period of 7 days, during which the candidates could give a notice to the Company indicating their willingness to stand for the election. The period for lodging such notice will commence no earlier than the day after dispatch of the notice of the shareholders’ general meeting and end no later than 7 days prior to the date such shareholders’ general meeting.</p> <p>Appendix III of GEM <u>Main Board</u> Listing Rules – 4(4), (5)</p> <p>The chairman and the vice-chairmen shall be elected and dismissed by more than a half of all the directors on the Board. The term of office of the chairman and the vice-chairmen is 3 years, upon expiration of which, they shall be eligible for re-election and re-appointment.</p> <p>Any director may be removed before the expiration of his term of office by way of an ordinary resolution during the shareholders’ general meeting subject to compliance with relevant laws and administrative regulations (but claims that may be submitted under any contract shall not be affected).</p> <p>Appendix III of GEM <u>Main Board</u> Listing Rules – 4(3)</p> <p>Directors need not hold shares of the Company.</p> <p>(Article 87 of Mandatory Provisions)</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 118	<p>The supervisory committee comprises four supervisors, each shall have a term of office of three years and is eligible for re-election and re-appointment.</p> <p>(Article 103 of Mandatory Provisions)</p> <p>The supervisory Committee shall have one chairman, who shall be elected or removed by more than two-thirds (two-thirds inclusive) of the supervisors. The chairman of the supervisory committee shall have a term of office of three years and is eligible for re-election and re-appointment.</p> <p>(Article 104 of Mandatory Provisions) APPENDIX 11 C-(d)(i) of the GEM Listing Rules</p>	<p>The supervisory committee comprises four supervisors, each shall have a term of office of three years and is eligible for re-election and re-appointment.</p> <p>(Article 103 of Mandatory Provisions)</p> <p>The supervisory Committee shall have one chairman, who shall be elected or removed by more than two-thirds (two-thirds inclusive) of the supervisors. The chairman of the supervisory committee shall have a term of office of three years and is eligible for re-election and re-appointment.</p> <p>(Article 104 of Mandatory Provisions) APPENDIX 11-C <u>13D</u>-(d)(i) of the GEM <u>Main Board</u> Listing Rules</p>
Article 123	<p>A resolution of the supervisory committee should be determined by more than two-thirds of the supervisors.</p> <p>(Article 109 of Mandatory Provisions) APPENDIX 11 C-(d)(ii) of the GEM Listing Rules</p>	<p>A resolution of the supervisory committee should be determined by more than two-thirds of the supervisors.</p> <p>(Article 109 of Mandatory Provisions) APPENDIX 11-C <u>13D</u>-(d)(ii) of the GEM <u>Main Board</u> Listing Rules</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 134	<p>In an event that the directors, supervisors, general manager and other senior management members of the Company are interested materially, directly or indirectly, in a contract, transaction or arrangement made or proposed to be made with the Company (except for the service contract of the directors, supervisors, general manager and other senior management members of the Company), they shall disclose to the Board the nature and extent of their interest at the earliest, whether or not the relevant matters are subject to the approval by the Board under normal circumstances.</p> <p>Unless the directors, supervisors, general manager and other senior management members of the Company so interested has disclosed such interest to the Board as required in this Article and the Board has approved the same in meeting in which he has not been counted in the quorum and has refrained from voting, the Company shall have the right to revoke such contracts, transactions or arrangements except as against a bona fide party without notice of the breach of the duties by the directors, supervisors, general manager and other senior management members concerned.</p> <p>Appendix 3-4(1) of the GEM Listing Rules</p>	<p>In an event that the directors, supervisors, general manager and other senior management members of the Company are interested materially, directly or indirectly, in a contract, transaction or arrangement made or proposed to be made with the Company (except for the service contract of the directors, supervisors, general manager and other senior management members of the Company), they shall disclose to the Board the nature and extent of their interest at the earliest, whether or not the relevant matters are subject to the approval by the Board under normal circumstances.</p> <p><u>That, subject to such exceptions specified in the Articles as the Hong Kong Stock Exchange may approve, a director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting. Exceptions to this rule include:</u></p> <p><u>(1) the giving of any security or indemnity either:</u></p> <p style="padding-left: 20px;"><u>(a) to the director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</u></p>

APPENDIX I	PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY
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Articles	Original articles	Amended articles
	<p>If any connected person of directors, supervisors, general manager and other senior management members of the Company is interested in certain contracts, transactions or arrangements, such directors, supervisors, general manager and other senior management members shall also be deemed to be interested in the same.</p> <p>(Article 120 of Mandatory Provisions)</p>	<p><u>(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</u></p> <p><u>(2) any proposal concerning an offer of shares or debentures or other securities of or by the Company any other company which the Company may promote or be interested in for subscription or purchase where the director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</u></p> <p><u>(3) any proposal concerning any other company in which the director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the director or his associate(s) is/are beneficially interested in shares of that company, provided that the director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights;</u></p>

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Articles Original articles

Amended articles

(4) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:

(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the director or his associate(s) may benefit; or

(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

(5) any contract or arrangement in which the director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

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Articles Original articles

Amended articles

Unless the directors, supervisors, general manager and other senior management members of the Company so interested has disclosed such interest to the Board as required in this Article and the Board has approved the same in meeting in which he has not been counted in the quorum and has refrained from voting, the Company shall have the right to revoke such contracts, transactions or arrangements except as against a bona fide party without notice of the breach of the duties by the directors, supervisors, general manager and other senior management members concerned.

Appendix 3-4(1) of the ~~GEM~~ Main Board Listing Rules

If any connected person of directors, supervisors, general manager and other senior management members of the Company is interested in certain contracts, transactions or arrangements, such directors, supervisors, general manager and other senior management members shall also be deemed to be interested in the same.

(Article 120 of Mandatory Provisions)

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 143	<p>Subject to the prior approval at the shareholders’ general meetings, contracts concerning emoluments between the Company and its directors and supervisors shall provide that, in the event of a takeover of the Company, the directors and supervisors shall have the rights to receive compensation or other payments in respect of a loss of office or retirement. A “takeover of the Company” referred to in the preceding clause means either:</p> <p>(1) an offer made by any person to all shareholders; or</p> <p>(2) an offer made by any person, aiming at procuring the offeror to become the “controlling shareholder”, the definition of which has the same meaning as “controlling shareholder” set out in the Article 59.</p> <p>If the relevant director or supervisor does not comply with the provision under this Article, any proceeds so received by him shall belong to those who have sold their shares as a result of the said offer. The expenses incurred in distributing such proceeds shall be borne by the relevant directors or supervisors on pro rata basis and shall not be paid out of such proceeds.</p> <p>(Article 129 of Mandatory Provisions)</p>	<p>Subject to the prior approval at the shareholders’ general meetings, contracts concerning emoluments between the Company and its directors and supervisors shall provide that, in the event of a takeover of the Company, the directors and supervisors shall have the rights to receive compensation or other payments in respect of a loss of office or retirement. A “takeover of the Company” referred to in the preceding clause means either:</p> <p>(1) an offer made by any person to all shareholders; or</p> <p>(2) an offer made by any person, aiming at procuring the offeror to become the “controlling shareholder”, the definition of which has the same meaning as “controlling shareholder” set out in the Article 59 <u>58</u>.</p> <p>If the relevant director or supervisor does not comply with the provision under this Article, any proceeds so received by him shall belong to those who have sold their shares as a result of the said offer. The expenses incurred in distributing such proceeds shall be borne by the relevant directors or supervisors on pro rata basis and shall not be paid out of such proceeds.</p> <p>(Article 129 of Mandatory Provisions)</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 145	<p>The Company shall prepare a financial report at the end of each accounting year and shall be audited and examined in accordance with laws.</p> <p>The Company's financial reports shall include the following financial and accounting statements as well as schedules of breakdowns:</p> <p>(1) Balance sheet;</p> <p>(2) Profit and loss statement;</p> <p>(3) Statement of changes in financial position (or cash flow statement);</p> <p>(4) Description of the financial situation;</p> <p>(5) Statement of profit distribution.</p> <p>(Article 131 of Mandatory Provisions) Appendix 3-5 of the GEM Listing Rules</p>	<p>The Company shall prepare a financial report at the end of each accounting year and shall be audited and examined in accordance with laws.</p> <p>The Company's financial reports shall include the following financial and accounting statements as well as schedules of breakdowns:</p> <p>(1) Balance sheet;</p> <p>(2) Profit and loss statement;</p> <p>(3) Statement of changes in financial position (or cash flow statement);</p> <p>(4) Description of the financial situation;</p> <p>(5) Statement of profit distribution.</p> <p>(Article 131 of Mandatory Provisions) Appendix 3-5 of the GEM <u>Main Board</u> Listing Rules</p>
Article 147	<p>The financial reports of the Company shall be available at the Company for inspection by the shareholders from the 20th days before the annual general meeting. Every shareholder shall have the right to receive the financial reports mentioned herein.</p> <p>Copies of the above reports or its summary report shall be delivered or posted to the registered address of each shareholder of H Shares at least 21 days before the date of convening the shareholders' general meetings.</p> <p>(Article 133 of Mandatory Provisions) Appendix 3-5 of the GEM Listing Rules</p>	<p>The financial reports of the Company shall be available at the Company for inspection by the shareholders from the 20th days before the annual general meeting. Every shareholder shall have the right to receive the financial reports mentioned herein.</p> <p>Copies of the above reports or its summary report shall be delivered or posted to the registered address of each shareholder of H Shares at least 21 days before the date of convening the shareholders' general meetings.</p> <p>(Article 133 of Mandatory Provisions) Appendix 3-5 of the GEM <u>Main Board</u> Listing Rules</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 150	<p>The Company shall publish two financial reports in each accounting year, i.e. the interim financial reports to be published within 60 days after the end of the first six months of the accounting year, and the annual financial reports to be published within 120 days after the end of the accounting year.</p> <p>The Company shall publish the relevant financial reports according to the Rules Governing the Listing of Securities on the Growth Enterprises Market of the Hong Kong Stock Exchange, in the case that the Rules Governing the Listing of Securities on the Growth Enterprises Market tighten the requirements, on publishing the financial reports without violating the foregoing provisions.</p> <p>The Company may dispatch: (i) copies of summary financial reports to the shareholders or holders of listed securities instead of annual reports and financial reports; (ii) copies of summary interim reports to the shareholders or holders of listed securities instead of copies of interim reports. Under the above circumstances, the Company shall comply with the relevant regulations of the Companies Law, the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and the GEM Listing Rules of the Stock Exchange.</p> <p>(Article 136 of Mandatory Provisions)</p>	<p>The Company shall publish two financial reports in each accounting year, i.e. the interim financial reports to be published within 60 days after the end of the first six months of the accounting year, and the annual financial reports to be published within 120 days after the end of the accounting year.</p> <p>The Company shall publish the relevant financial reports according to the Rules Governing the Listing of Securities on the Growth Enterprises Market <u>Main Board</u> of the Hong Kong Stock Exchange, in the case that the Rules Governing the Listing of Securities on the Growth Enterprises Market <u>Main Board</u> of the Hong Kong Stock Exchange tighten the requirements, on publishing the financial reports without violating the foregoing provisions.</p> <p>The Company may dispatch: (i) copies of summary financial reports to the shareholders or holders of listed securities instead of annual reports and financial reports; (ii) copies of summary interim reports to the shareholders or holders of listed securities instead of copies of interim reports. Under the above circumstances, the Company shall comply with the relevant regulations of the Companies Law, the Companies Ordinance (Chapter 32-622 of the Laws of Hong Kong) and the GEM <u>Main Board</u> Listing Rules of the <u>Hong Kong</u> Stock Exchange.</p> <p>(Article 136 of Mandatory Provisions)</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 153	Profit after tax of the Company shall be distributed in the following order: (1) covering losses; (2) transferring to the statutory surplus reserve; (3) transferring to the statutory public welfare fund; (4) transferring to the discretionary surplus reserve; (5) paying dividends on ordinary shares.	Profit after tax of the Company shall be distributed in the following order: (1) covering losses; (2) transferring to the statutory surplus reserve; (3) transferring to the statutory public welfare fund; (4) transferring to the discretionary surplus reserve; (5) paying dividends on ordinary shares. <u>That any amount paid up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.</u> <u>Appendix 3-3(1) of the Main Board Listing Rules</u>
Article 161	Payment of dividends or otherwise which is denominated and declared in RMB by the Company to the shareholders of the domestic shares shall be made in RMB within three months after the date of such declaration; the payment of dividends or otherwise which is denominated and declared in RMB by the Company to the shareholders of the foreign shares shall be made in foreign currencies within three months after the date of such declaration.	Payment of dividends or otherwise which is denominated and declared in RMB by the Company to the shareholders of the domestic shares shall be made in RMB within three months after the date of such declaration; the payment of dividends or otherwise which is denominated and declared in RMB by the Company to the shareholders of the foreign shares shall be made in foreign currencies within three months after the date of such declaration.

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
	<p>If any shareholder does not collect the declared dividends after declaration of such dividends, the Company has the right to forfeit such unclaimed dividends, provided that such power can only be exercised upon the expiration of an applicable period.</p> <p>Appendix 3-3(2) of the GEM Listing Rules</p> <p>The Company shall adhere to the regulations of the related foreign exchange management of the Chinese laws in making payments in foreign currency to the shareholders of foreign shares.</p>	<p>If any shareholder does not collect the declared dividends after declaration of such dividends, the Company has the right to forfeit such unclaimed dividends, provided that such power can only be exercised upon the expiration of an applicable period.</p> <p>Appendix 3-3(2) of the GEM <u>Main Board</u> Listing Rules</p> <p>The Company shall adhere to the regulations of the related foreign exchange management of the Chinese laws in making payments in foreign currency to the shareholders of foreign shares.</p>
Article 163	<p>The Company shall appoint a receiving agent on behalf of the shareholders holding overseas listed foreign shares. The receiving agent shall receive the dividend and other payables distributed to the overseas listed foreign shares on behalf of the related shareholders.</p> <p>The receiving agent appointed by the Company shall comply with laws or all related requirements provided by the stock exchange where it is listed.</p> <p>The receiving agent appointed by the Company for the shareholders of H shares shall be a registered trust company under the Trustee Ordinance of Hong Kong.</p>	<p>The Company shall appoint a receiving agent on behalf of the shareholders holding overseas listed foreign shares. The receiving agent shall receive the dividend and other payables distributed to the overseas listed foreign shares on behalf of the related shareholders.</p> <p>The receiving agent appointed by the Company shall comply with laws or all related requirements provided by the stock exchange where it is listed.</p> <p>The receiving agent appointed by the Company for the shareholders of H shares shall be a registered trust company under the Trustee Ordinance of Hong Kong.</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
	<p>(Article 140 of Mandatory Provisions) (Appendix 11C-(c) of GEM Listing Rules)</p>	<p><u>That where power is taken to cease sending dividend warrants by post, if such warrants have been left uncashed, it will not be exercised until such warrants have been so left uncashed on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</u></p> <p><u>That where power is taken to sell the shares of a member who is untraceable it will not be exercised unless:</u></p> <p><u>(a) during a period of 12 years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and</u></p> <p><u>(b) on expiry of the 12 years the issuer gives notice of its intention to sell the shares by way of an advertisement published in the newspapers and notifies the Hong Kong Stock Exchange of such intention.</u></p>
		<p>(Article 140 of Mandatory Provisions) (Appendix 11C-(c) of GEM Listing Rules)<u>Appendix 3-13(1), (2) of the Main Board Listing Rules</u></p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 170	<p>The appointment, dismissal or discontinuance of the accounting firm by the Company shall be determined at the shareholders’ general meeting and such decision shall be filed to the competent authorities for securities of the State Council.</p> <p>Where a resolution is proposed at a shareholders’ general meeting to appoint an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of accounting firm, to reappoint a retiring accounting firm who is appointed by the Board to fill a casual vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the appointment or dismissal proposal shall be sent before notice of meeting is given to the shareholders to the accounting firm proposed to be appointed or dismissed or already dismissed during the financial year (dismissed includes dismissal by removal, resignation and retirement).</p> <p>Appendix 11C-e(i)(A) of GEM Listing Rules</p>	<p>The appointment, dismissal or discontinuance of the accounting firm by the Company shall be determined at the shareholders’ general meeting and such decision shall be filed to the competent authorities for securities of the State Council.</p> <p>Where a resolution is proposed at a shareholders’ general meeting to appoint an accounting firm other than an incumbent accounting firm, to fill a casual vacancy in the office of accounting firm, to reappoint a retiring accounting firm who is appointed by the Board to fill a casual vacancy, or to remove an accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the appointment or dismissal proposal shall be sent before notice of meeting is given to the shareholders to the accounting firm proposed to be appointed or dismissed or already dismissed during the financial year (dismissed includes dismissal by removal, resignation and retirement).</p> <p>Appendix 11C <u>13D</u>-e(i)(A) of GEM <u>Main Board</u> Listing Rules</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
	<p>(2) If the accounting firm to be dismissed makes representations in writing and requests their notification to the shareholders, the Company shall (unless the representations are received too late):</p> <p>1. in any notice of the resolution given to shareholders, state the fact of the representations having been made;</p> <p>Appendix 11C-e(i)(B)(x) of GEM Listing Rules</p> <p>2. send a copy of the representations to every shareholder as an attachment of the notice in the manner provided by the Articles of.</p> <p>Appendix 11C-e(i)(B)(y) of GEM Listing Rules</p> <p>(3) If the accounting firm's representations are not sent by the Company under (2) of this Article, the accounting firm may (in addition to the right to be heard) require that the representations be read out at the meeting.</p> <p>Appendix 11C-e(i)(C) of GEM Listing Rules</p>	<p>(2) If the accounting firm to be dismissed makes representations in writing and requests their notification to the shareholders, the Company shall (unless the representations are received too late):</p> <p>1. in any notice of the resolution given to shareholders, state the fact of the representations having been made;</p> <p>Appendix 11-C <u>13D</u>-e(i)(B)(x) of GEM <u>Main Board</u> Listing Rules</p> <p>2. send a copy of the representations to every shareholder as an attachment of the notice in the manner provided by the Articles of.</p> <p>Appendix 11-C <u>13D</u>-e(i)(B)(y) of GEM <u>Main Board</u> Listing Rules</p> <p>(3) If the accounting firm's representations are not sent by the Company under (2) of this Article, the accounting firm may (in addition to the right to be heard) require that the representations be read out at the meeting.</p> <p>Appendix 11-C <u>13D</u>-e(i)(C) of GEM <u>Main Board</u> Listing Rules</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
	<p>(4) An accounting firm who is to be dismissed shall be entitled to attend:</p> <p>1. the shareholders' general meeting at which his term of office would otherwise have expired;</p> <p>Appendix 11C-e(i)(D)(x) of GEM Listing Rules</p> <p>2. any shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal;</p> <p>Appendix 11C-e(i)(D)(y) of GEM Listing Rules</p> <p>3. any shareholders' general meeting convened due to his resignation;</p> <p>Appendix 11C-e(i)(D)(z) of GEM Listing Rules</p> <p>and to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting which he attends on any part of the business of the meeting which concerns it as former accounting firm of the Company.</p> <p>(Article 147 of Mandatory Provisions)</p>	<p>(4) An accounting firm who is to be dismissed shall be entitled to attend:</p> <p>1. the shareholders' general meeting at which his term of office would otherwise have expired;</p> <p>Appendix 11C <u>13D</u>-e(i)(D)(x) of GEM <u>Main Board</u> Listing Rules</p> <p>2. any shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal;</p> <p>Appendix 11C <u>13D</u>-e(i)(D)(y) of GEM <u>Main Board</u> Listing Rules</p> <p>3. any shareholders' general meeting convened due to his resignation;</p> <p>Appendix 11C <u>13D</u>-e(i)(D)(z) of GEM <u>Main Board</u> Listing Rules</p> <p>and to receive all notices of, and other communications relating to, any such meeting, and to be heard at any such meeting which he attends on any part of the business of the meeting which concerns it as former accounting firm of the Company.</p> <p>(Article 147 of Mandatory Provisions)</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 171	<p>If the Company removes or decides not to re-appoint an accounting firm, prior notice shall be given to such accounting firm and the accounting firm is entitled to make representations at the shareholders' general meeting. Where resignation is tendered by the accounting firm, representation shall be made to the shareholders' general meeting to state whether there are any inappropriate matters.</p> <p>The accounting firm may resign, by depositing its written resignation notice at the registered address of the Company. Notice shall be effective from the date on which it is deposited at the registered address or such later date as specified on the notice. Such notice shall contain:</p> <ol style="list-style-type: none"> 1. a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or <p>Appendix 11C-e(ii)(A) of GEM Listing Rules</p> <ol style="list-style-type: none"> 2. a statement of any such circumstances. <p>Appendix 11C-e(ii)(B) of GEM Listing Rules</p>	<p>If the Company removes or decides not to re-appoint an accounting firm, prior notice shall be given to such accounting firm and the accounting firm is entitled to make representations at the shareholders' general meeting. Where resignation is tendered by the accounting firm, representation shall be made to the shareholders' general meeting to state whether there are any inappropriate matters.</p> <p>The accounting firm may resign, by depositing its written resignation notice at the registered address of the Company. Notice shall be effective from the date on which it is deposited at the registered address or such later date as specified on the notice. Such notice shall contain:</p> <ol style="list-style-type: none"> 1. a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; or <p>Appendix 11-C <u>13D</u>-e(ii)(A) of GEM <u>Main Board</u> Listing Rules</p> <ol style="list-style-type: none"> 2. a statement of any such circumstances. <p>Appendix 11-C <u>13D</u>-e(ii)(B) of GEM <u>Main Board</u> Listing Rules</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
	<p>Where a notice is deposited under the preceding Article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contained a statement under paragraph 2 of the preceding Article, a copy of the notice shall be available at the Company for shareholders' inspection. It shall also be sent to every shareholder of H shares by post with prepaid postage to the registered address appear in the register of member.</p>	<p>Where a notice is deposited under the preceding Article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contained a statement under paragraph 2 of the preceding Article, a copy of the notice shall be available at the Company for shareholders' inspection. It shall also be sent to every shareholder of H shares by post with prepaid postage to the registered address appear in the register of member.</p>
	<p>Where the notice of resignation from the accounting firm contains a statement for any circumstances which should be made, the accounting firm may require the Board to convene an extraordinary general meeting for the purpose of providing an explanation of the circumstances connected with its resignation.</p>	<p>Where the notice of resignation from the accounting firm contains a statement for any circumstances which should be made, the accounting firm may require the Board to convene an extraordinary general meeting for the purpose of providing an explanation of the circumstances connected with its resignation.</p>
	<p>(Article 148 of Mandatory Provisions) Appendix 11C-e(iii)(ix) of GEM Listing Rules</p>	<p>(Article 148 of Mandatory Provisions) Appendix 11-C <u>13D</u>-e(iii)(ix) of GEM <u>Main Board</u> Listing Rules</p>

APPENDIX I PARTICULARS OF THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Articles	Original articles	Amended articles
Article 192	<p>Save as otherwise provided in this Articles, any notice, material or written statement to the shareholders of H shares shall be delivered by hand or by post to every shareholders of H shares at the registered address (including the address outside Hong Kong). Notice to the shareholders of H shares shall be sent from Hong Kong as soon as practicable.</p> <p>Appendix 3-7(3) of the GEM Listing Rules</p> <p>Notices of the Company to the shareholders of domestic shares shall be published by way of an announcement in one or several newspapers designated by the securities regulatory authorities of the State and all shareholders of the domestic shares shall be deemed to have received the notice upon the publication of the announcement.</p>	<p>Save as otherwise provided in this Articles, any notice, material or written statement to the shareholders of H shares shall be delivered by hand or by post to every shareholders of H shares at the registered address (including the address outside Hong Kong). Notice to the shareholders of H shares shall be sent from Hong Kong as soon as practicable.</p> <p>Appendix 3-7(3) of the GEM <u>Main Board</u> Listing Rules</p> <p>Notices of the Company to the shareholders of domestic shares shall be published by way of an announcement in one or several newspapers designated by the securities regulatory authorities of the State and all shareholders of the domestic shares shall be deemed to have received the notice upon the publication of the announcement.</p>
Article 197	<p>The appendices mentioned in the Articles refer the relevant provisions contained in the appendices of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the Hong Kong Stock Exchange), which are listed especially for all parties and the Hong Kong Stock Exchange as reference.</p>	<p>The appendices mentioned in the Articles refer the relevant provisions contained in the appendices of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the Hong Kong Stock Exchange), which are listed especially for all parties and the Hong Kong Stock Exchange as reference.</p>

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 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 circular misleading.

2 DISCLOSURE OF INTERESTS

(a) Interests and short positions of the Directors, Supervisors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors, Supervisors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required pursuant to section 352 of the SFO to be recorded in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Directors/Supervisors/ Executive Officers	Capacity	Total	Percentage of the issued share capital
Mr. Chen Yingzhong ("Mr. Chen") (Note 1)	Interest of controlled corporation	170,000,000	11.97%

Note: Mr. Chen is the sole equity owner of Shandong Zhinong Fertilizers Company Limited and therefore, he 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 Shandong Zhinong Fertilizers Company Limited.

Save as disclosed above, to the knowledge of the Directors, as at the Latest Practicable Date, none of the Directors, Supervisors or chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which are required pursuant to section 352 of the SFO to be recorded in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

(b) Interests and short positions of substantial Shareholders

So far as is known to the Directors, Supervisors and chief executive of the Company, as at the Latest Practicable Date, the following persons (other than the Directors, the Supervisors or chief executive 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)	14.08%
Shenzhen Xiangyong Investment Company Limited	Beneficial owner	180,000,000 (Note)	12.68%
Shandong Zhinong Fertilizers Company Limited	Beneficial owner	170,000,000 (Note)	11.97%
Dongguan Lvye Fertilizers Company Limited	Beneficial owner	120,000,000 (Note)	8.45%

Note: All of the Shares are Domestic Shares.

Save as disclosed above, as at the Latest Practicable Date, the Directors, Supervisors and chief executive of the Company were not aware of any other person (other than the Directors, the Supervisors or chief executive 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 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of the Company.

3 DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS AND ASSETS

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director or Supervisor was materially interested and which was significant in relation to the business of the Group.

As at the Latest Practicable Date, none of the Directors and the Supervisors had any direct or indirect interests in any assets which had been acquired or disposed of by, or leased to, or which were proposed to be acquired or disposed of by, or leased to, the Company or any of its subsidiaries since 31 December 2013, the date to which the latest published audited consolidated financial statements of the Group were made up.

4 DIRECTORS' SERVICE CONTRACTS

Each of the Directors and the Supervisors has entered into a service contract with the Company. Particulars of these contracts, except as indicated, are in all material respects identical and are set out below:

The service contracts of the Directors and Supervisors (except for Mr. Chen Yingzhong) were renewed for a term of three years commencing from 1 January 2014 as approved at the extraordinary general meeting held on 27 December 2013 unless terminated by either party giving not less than one month's prior written notice to the other.

On 13 May 2014, Mr. Chen Yingzhong entered into a service contract with the Company for a term commencing from 13 May 2014 and up to 31 December 2016.

As at the Latest Practicable Date, none of the Directors has entered into a service contract with the Company, which cannot be terminated by the Company within one year without payment of compensation, other than statutory compensation.

5 DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors nor any of their respective associates had any interest in any business that competed or was likely to compete, either directly or indirectly, with the business of the Group.

6 MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2013, being the date to which the latest published audited accounts of the Company were made up.

7 GENERAL

- (a) The head office and principal place of Business of the Company is at 9th Floor, Block A2, Tianda Hi-Tech Park, No. 80, the 4th Avenue, TEDA Tianjin, PRC.
- (b) The Company's H share registrar and transfer office in Hong Kong is Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (c) The company secretary of the Company is Mr. Ng Ka Kuen Raymond, CPA, FCIS.
- (d) The compliance officer of the Company is Mr. Wang Shuxin.

8 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's representative office in Hong Kong at 4/F., The Chinese Club Building, Nos. 21-22 Connaught Road Central, Hong Kong during normal business hours (other than Saturdays, Sundays and public holidays) from the date of this circular up to and including the date of the EGM and the Class Meetings:

- (a) the existing Articles of Association; and
- (b) the amended Articles of Association which will become effective upon the date of listing and commencement of dealing in H Shares on the Main Board.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 (the “**Domestic Shares**”) of nominal value of RMB0.10 each and the holders of foreign invested shares (the “**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 Friday, 4 July 2014 at 9:30 a.m. to consider and, if thought fit, pass, with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 19 May 2014 (the “**Circular**”) shall have the same meaning herein.

SPECIAL RESOLUTIONS

1. “**THAT**
 - (a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the Circular), the proposed transfer of listing (the “**Transfer of Listing**”) of the H Shares from the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) to the main board (the “**Main Board**”) of the Stock Exchange, be and is hereby approved, in all aspects;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to:
 - (i) determining the timetable thereof;
 - (ii) making any applications, submissions and reports to the Stock Exchange and (if applicable) China Securities Regulatory Commission for the Transfer of Listing;
 - (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and
 - (iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”

2. “THAT

- (a) subject to the passing of the special resolution no. 1 above and the approval from the relevant government authorities (if any) and conditional upon the completion of the Transfer of Listing, the amended articles of the Company incorporating the Articles Amendments (as defined in the Circular) be and are hereby adopted as the articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the listing of and commencement of dealing in H Shares on the Main Board, and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Main Board Listing Rules and other requirements of the relevant regulatory authorities; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to seeking approval for the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require.”

Yours faithfully
By order of the Board
Wang Shuxin
Chairman

Tianjin, the PRC

19 May 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/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 the Company's H share registrar, Computershare Hong Kong Investor Services Limited of 17M 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. 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 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 Wednesday, 4 June 2014 to Friday, 4 July 2014, both days inclusive, during which period 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 at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 3 June 2014 for registration.
6. Shareholders of the Company who intend to attend the meeting above should complete and deliver to the Company's registered office (for holders of Domestic Shares) or the office of the Company's H Share Registrar (for holders of H Shares) the enclosed reply slip by 13 June 2014. 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 desired and has delivered a valid reply slip for extraordinary general meeting, and in such event, the proxy form shall be deemed to be revoked.

NOTICE OF EXTRAORDINARY GENERAL MEETING

8. The address of the Company's registered office 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. Chen Yingzhong; 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 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.

This 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 remain on the website of the Company at www.bioteda.com.

NOTICE OF THE CLASS MEETING OF THE HOLDERS OF H SHARES

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 (the “**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 Friday, 4 July 2014 at 10:00 a.m. (or as soon as the extraordinary general meeting of the Company to be convened at the same date and place at 9:30 a.m. shall conclude or adjourn) to consider and, if thought fit, pass, with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 19 May 2014 (the “**Circular**”) shall have the same meaning herein.

SPECIAL RESOLUTIONS

1. “**THAT**
 - (a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the Circular), the proposed transfer of listing (the “**Transfer of Listing**”) of the H Shares from the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) to the main board (the “**Main Board**”) of the Stock Exchange, be and is hereby approved, in all aspects;

NOTICE OF THE CLASS MEETING OF THE HOLDERS OF H SHARES

- (b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to:
 - (i) determining the timetable thereof;
 - (ii) making any applications, submissions and reports to the Stock Exchange and (if applicable) China Securities Regulatory Commission for the Transfer of Listing;
 - (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and
 - (iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”

2. “THAT

- (a) subject to the passing of the special resolution no. 1 above and the approval from the relevant government authorities (if any) and conditional upon the completion of the Transfer of Listing, the amended articles of the Company incorporating the Articles Amendments (as defined in the Circular) be and are hereby adopted as the articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the listing of and commencement of dealing in H Shares on the Main Board, and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Main Board Listing Rules and other requirements of the relevant regulatory authorities; and

NOTICE OF THE CLASS MEETING OF THE HOLDERS OF H SHARES

- (b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to seeking approval for the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require.”

Yours faithfully
By order of the Board
Wang Shuxin
Chairman

Tianjin, the PRC

19 May 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/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 the Company's H share registrar, Computershare Hong Kong Investor Services Limited of 17M 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 Wednesday, 4 June 2014 to Friday, 4 July 2014, both days inclusive, during which period 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 at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 3 June 2014 for registration.
5. Shareholders of the Company who intend to attend the meeting above should complete and deliver to the office of the Company's H Share Registrar the enclosed reply slip by 13 June 2014. Further details are set out in the reply slip and explanation thereto.
6. 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 desired and has delivered a valid reply slip for extraordinary general meeting, and in such event, the proxy form shall be deemed to be revoked.
7. The address of the Company's registered office 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

NOTICE OF THE CLASS MEETING OF THE HOLDERS OF H SHARES

As at the date of this announcement, the Board comprises of three executive Directors, being Mr. Wang Shuxin, Mr. Hao Zhihui and Mr. Chen Yingzhong; 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 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.

This 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 remain on the website of the Company at www.bioteda.com.

NOTICE OF THE CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

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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 DOMESTIC SHARES

NOTICE IS HEREBY GIVEN THAT a class meeting of the holders of domestic invested shares (the “**Domestic 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 Friday, 4 July 2014 at 10:30 a.m. (or as soon as the class meeting of the holders of foreign invested shares (the “**H Shares**”) of nominal value of RMB0.10 each of the Company to be convened at the same date and place at 10:00 a.m. shall conclude or adjourn) to consider and, if thought fit, pass, with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 19 May 2014 (the “**Circular**”) shall have the same meaning herein.

SPECIAL RESOLUTIONS

1. “**THAT**
 - (a) conditional upon the conditions (as set out in the section headed “Conditions of the Transfer of Listing” in the Circular), the proposed transfer of listing (the “**Transfer of Listing**”) of the H Shares from the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) to the main board (the “**Main Board**”) of the Stock Exchange, be and is hereby approved, in all aspects;

NOTICE OF THE CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

- (b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to:
 - (i) determining the timetable thereof;
 - (ii) making any applications, submissions and reports to the Stock Exchange and (if applicable) China Securities Regulatory Commission for the Transfer of Listing;
 - (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and
 - (iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder.”

2. **“THAT**

- (a) subject to the passing of the special resolution no. 1 above and the approval from the relevant government authorities (if any) and conditional upon the completion of the Transfer of Listing, the amended articles of the Company incorporating the Articles Amendments (as defined in the Circular) be and are hereby adopted as the articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the listing of and commencement of dealing in H Shares on the Main Board, and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Main Board Listing Rules and other requirements of the relevant regulatory authorities; and

NOTICE OF THE CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

- (b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to seeking approval for the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require.”

Yours faithfully
By order of the Board
Wang Shuxin
Chairman

Tianjin, the PRC

19 May 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/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 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 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 Wednesday, 4 June 2014 to Friday, 4 July 2014, both days inclusive, during which period no transfer of Shares will be registered.
5. Shareholders of the Company who intend to attend the meeting above should complete and deliver to the Company’s registered office the enclosed reply slip by 13 June 2014. Further details are set out in the reply slip and explanation thereto.
6. 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 desired and has delivered a valid reply slip for extraordinary general meeting, and in such event, the proxy form shall be deemed to be revoked.
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Fax No. (8622) 5981 6909

NOTICE OF THE CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

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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.

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