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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)**

**(1) PROPOSED GRANTING OF A SPECIFIC MANDATE TO ISSUE NEW  
SHARES RELATING TO A POSSIBLE PLACING OF NEW SHARES  
AND  
(2) PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Reference is made to the circular (the “**Circular**”) of Tianjin TEDA Biomedical Engineering Company Limited (the “**Company**”) dated 25 February 2015 in relation to the proposed granting of a specific mandate in respect of the Placing of not more than 192,500,000 H Shares (for itself and TTII) and proposed amendments of Articles of Association of the Company. Unless otherwise defined in this announcement, the capitalized terms used in this announcement shall have the same meaning as those defined in the Circular.

**POLL RESULTS OF THE EGM AND THE CLASS MEETINGS**

The board of directors of the Company is pleased to announce the poll results of the EGM, class meeting of the holders of Domestic Shares (“**Domestic Shares Class Meeting**”) and class meeting of the holders of H Shares (“**H Shares Class Meeting**”) (collectively the “**Meetings**”) held on 16 April 2015. For details of the resolution considered at the EGM and the Class Meetings, Shareholders may refer to the notices of the Meetings (the “**Notice**”) and the Circular, all dated 25 February 2015.

**(1) Voting results of the EGM**

As at the date of the EGM, the Company had 1,420,000,000 shares in issue including 715,000,000 domestic shares and 705,000,000 H shares. TTII, a substantial Shareholder holding 200,000,000 Domestic Shares representing 14.08% of the issued share capital of the Company as at the date of the EGM, was required to abstain from voting at the EGM. Save for TTII, there were no restrictions on any Shareholder casting votes on the proposed resolution at the EGM. Shareholder holding an aggregate number of 1,367,484,500 Shares, representing 96.30% of the total issued Shares with voting rights, was present at the EGM.

The Shareholders present at the EGM considered and approved the following special resolution by way of poll:

| A Special Resolution                                                                                                                                                                                      | Total number of votes (%)         |                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|----------------|
|                                                                                                                                                                                                           | For                               | Against        |
| (a) granting the specific mandate for the Directors to allot and issue not more than 192,500,000 new H Shares;                                                                                            | 1,167,484,500<br>shares<br>85.37% | 0 shares<br>0% |
| (b) authorizing the Directors to do all such acts and things in relation to the specific mandate;                                                                                                         |                                   |                |
| (c) approving all transactions contemplated thereunder or incidental to or in connection with the specific mandate; and                                                                                   |                                   |                |
| (d) authorizing the Directors to amend the Articles of Association of the Company and complete all relevant registration and filing procedures so as to reflect the new capital structure of the Company. |                                   |                |

As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.

## (2) Voting results of the Domestic Shares Class Meeting

As at the date of the EGM, the Company had 715,000,000 Domestic Shares in issue. As aforesaid, TTII, a substantial Shareholder holding 200,000,000 Domestic Shares representing 27.97% of the total issued Domestic Shares was required to abstain from voting at the Domestic Shares Class Meeting. Save for TTII, there were no restrictions on any Shareholder casting votes on the proposed resolution at the Domestic Shares Class Meeting. Shareholder holding an aggregate number of 706,000,000 Domestic Shares, representing 98.74% of the total issued Domestic Shares with voting rights, was present at the Domestic Shares Class Meeting.

The holders of the Domestic Shares present at the Domestic Shares Class Meeting considered and approved the following resolution by way of poll:

| A Special Resolution                                                                                                                                                                                      | Total number of votes (%)       |                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|----------------|
|                                                                                                                                                                                                           | For                             | Against        |
| (a) granting the specific mandate for the Directors to allot and issue not more than 192,500,000 new H Shares;                                                                                            | 506,000,000<br>shares<br>71.67% | 0 shares<br>0% |
| (b) authorizing the Directors to do all such acts and things in relation to the specific mandate;                                                                                                         |                                 |                |
| (c) approving all transactions contemplated thereunder or incidental to or in connection with the specific mandate; and                                                                                   |                                 |                |
| (d) authorizing the Directors to amend the Articles of Association of the Company and complete all relevant registration and filing procedures so as to reflect the new capital structure of the Company. |                                 |                |

As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.

### (3) Voting results of the H Shares Class Meeting

As at the date of the EGM, the Company had 705,000,000 H Shares in issue which was the total number of H Shares entitling the holders to attend and vote on the resolution proposed at the H Shares Class Meeting. There were no restrictions on any Shareholder casting votes on the proposed resolution at the H Shares Class Meeting. Shareholder holding an aggregate number of 661,484,500 H Shares, representing 93.83% of the total issued H Shares with voting rights, was present at the H Shares Class Meeting.

The holders of the H Shares present at H Shares Class Meeting considered and approved the following resolution by way of poll:

| A Special Resolution                                                                                                                                                                                      | Total number of votes (%)     |                  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|------------------|
|                                                                                                                                                                                                           | For                           | Against          |
| (a) granting the specific mandate for the Directors to allot and issue not more than 192,500,000 new H Shares;                                                                                            |                               |                  |
| (b) authorizing the Directors to do all such acts and things in relation to the specific mandate;                                                                                                         |                               |                  |
| (c) approving all transactions contemplated thereunder or incidental to or in connection with the specific mandate; and                                                                                   | 661,484,500<br>shares<br>100% | 0 shares<br>100% |
| (d) authorizing the Directors to amend the Articles of Association of the Company and complete all relevant registration and filing procedures so as to reflect the new capital structure of the Company. |                               |                  |

As more than 2/3 of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.

Tianjin Zhong Yue CPA Firm (天津中悅會計師事務所), the Company's external accountants who are qualified to serve as its auditors was appointed as scrutineer of the Meetings for the vote-taking.

**Investors should be aware that, apart from the Shareholders' approvals at the EGM and the Class Meetings, the Placing is still subject to the satisfaction of a number of conditions which are more particularly set out in the paragraph headed "Conditions of the Placing" in the Circular. There is no assurance that any of such conditions will be fulfilled and therefore the Placing may or may not proceed at all. Investors should therefore exercise caution when dealing in the H Shares.**

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

Tianjin, the PRC  
16 April 2015

*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, 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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