

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to the action to be taken, you should immediately consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred all your shares** in Tianjin TEDA Biomedical Engineering Company Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



**泰 达**

天津泰達生物醫學工程股份有限公司

**Tianjin TEDA Biomedical Engineering Company Limited**

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

**(Stock code: 8189)**

**(1) RESIGNATION OF A DIRECTOR AND  
AN INDEPENDENT SUPERVISOR,  
(2) PROPOSED REDESIGNATION OF AN EXECUTIVE DIRECTOR  
AND  
(3) PROPOSED APPOINTMENT OF A DIRECTOR AND  
AN INDEPENDENT SUPERVISOR**

A Notice for convening the EGM (as defined in this circular) of the shareholders of the Company to be held at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the People's Republic of China at 9:30 a.m. on **Thursday, 20 August 2015**, are set out on page 8 to 10 of this circular.

Whether or not you are able to attend the meeting, you are reminded to complete the forms of proxy enclosed with this circular, in accordance with the instructions printed thereon and send the relevant forms of proxy to the registered office of the Company at No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, the People's Republic of China (for the holders of Domestic Shares), or to the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited of 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 time appointed for the holding of the EGM. Completed and returned forms of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

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

30 June 2015

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "EXCHANGE")**

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

## DEFINITIONS

*In this circular, the following words and expressions shall have the following meanings unless the context indicates otherwise:*

“Articles of Association”	the articles of association adopted by the Company as amended from time to time
“associate”	has the meaning as defined in the GEM Listing Rules
“Board”	the board of Directors (including the independent non-executive directors)
“Company”	天津泰達生物醫學工程股份有限公司 (Tianjin TEDA Biomedical Engineering Company Limited), a joint stock company established in the PRC with limited liability whose H Shares are listed and traded on GEM (Stock Code: 8189)
“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
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of approving the proposed appointment of Directors
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“H Shares”	the overseas listed foreign invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are listed on GEM and subscribed for and traded in HK\$
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

## DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shareholder(s)”	Holder(s) of Domestic Shares and H Shares
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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 Zihui  
Mr. Chen Yingzhong

*Registered Office:*

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

*Non-executive Directors:*

Mr. Feng Enqing  
Mr. Ou Linfeng

*Independent non-executive Directors:*

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

30 June 2015

*To the Shareholders*

Dear Sir or Madam,

**(1) RESIGNATION OF A DIRECTOR AND  
AN INDEPENDENT SUPERVISOR,  
(2) PROPOSED REDESIGNATION OF AN EXECUTIVE DIRECTOR  
AND  
(3) PROPOSED APPOINTMENT OF A DIRECTOR AND  
AN INDEPENDENT SUPERVISOR**

**(I) INTRODUCTION**

On 30 June 2015, the Directors announced that the Board has accepted the resignations of Mr. Xie Guangbei, a non-executive Director and Mr. Zhao Kuiying, an Independent Supervisor with effect from 30 June 2015. To fill up the vacancies, the Board proposes to appoint Ms. Sun Li ("**Ms. Sun**") as an Executive Director, and Mr. Liang Weitao ("**Mr. Liang**") as an Independent Supervisor for a term from date of approval by the Shareholders by way of ordinary resolutions at the EGM and expiring on 31 December 2016.

The Board proposes to redesignate Mr. Chen Yingzhong ("**Mr. Chen**"), the executive Director of the Company, to be a non-executive Director and a member of the Remuneration Committee of the Company. Notice for convening the EGM containing details of the relevant resolutions will be dispatched to the Shareholders as soon as practicable.

## LETTER FROM THE BOARD

The purpose of this circular is to provide you with further information in relation to the details of the proposed appointments of Directors and Independent Supervisor. Subject to the approval of the Shareholders by way of ordinary resolutions at the EGM, all the proposed Directors and the Independent Supervisor will be appointed for a term commencing from the date of passing the resolutions and expiring on 31 December 2016.

### **(II) PARTICULARS OF PROPOSED DIRECTORS AND INDEPENDENT SUPERVISOR**

The following are the particulars of the proposed Directors and Independent Supervisor:

#### **Proposed Executive Director**

Ms. Sun Li, aged 42, graduated from the Economic and Trade Faculty of Central South University with a bachelor's degree in Technological Economics in June 1995 and with a master's degree in Management Business Administration Faculty in June 1998. Ms. Sun was among the first batch of candidates who obtained the qualification of sponsor representatives from the Securities Association of China in 2004.

Ms. Sun has engaged in investment banking for 15 years, with rich experience in filtering quality corporations, restructuring, counseling, IPO operating as well as mergers and acquisitions of listed companies. From August 1998 to April 2004, she successively acted as business director, senior manager, and business manager at the investment banking headquarter of Dapeng Securities Co., Ltd. (大鵬證券有限責任公司). From May 2004 to August 2005, she served as deputy general manager in Shenzhen investment banking division of Centergate Securities Co., Ltd. (中關村證券股份有限公司). From September 2005 to March 2010, she successively served as business director, internal auditor, member of GEM's advisory committee at the investment banking headquarter of China Merchants Securities Co., Ltd. (招商證券股份有限公司). From April 2010 to April 2013, she served as general manager and internal auditor in mergers and acquisitions division of Minsheng Securities Co., Ltd. (民生證券有限責任公司). From May 2013 until now, she served as president, director and co-partner of Beijing Yingguxinye Investment Co., Ltd (北京盈谷信擘投資有限公司).

#### **Proposed Redesignation of an Executive Director as a non-executive Director**

Mr. Chen Yingzhong ("Mr. Chen"), an executive Director will be redesignated as a non-executive Director and as a member of the Remuneration Committee of the Company. As such, Mr. Chen will resign as an executive Director simultaneously with his appointment as a non-executive Director.

Mr. Chen, aged 48, was appointed as an executive Director of the Company on 13 May 2014. He has over 20 years of substantial experience in sales and general management and has been extremely familiar with the business and operations of the Group. Mr. Chen has joined the Group since January 2004 when he first acted as

## LETTER FROM THE BOARD

the General Manager of the Sales Department of Guangdong Fulilong Compound Fertilizers Co. Ltd. From 2007 to 2012, Mr. Chen assumed the position of the General Manager of the Sales Department of Shandong Hidersun Fertilizer Industry Co., Ltd. Since March 2009, Mr. Chen has also been the sole equity owner of Shandong Zhinong Fertilizers Company Limited (“**Zhinong Fertilizers**”) and held the position of the Chairman of Zhinong Fertilizers.

As at the date hereof, Mr. Chen is deemed to be interested in 170,000,000 domestic ordinary shares of the Company (representing 10.66% of the issued share capital of the Company) through Zhinong Fertilizers.

### **Proposed Independent Supervisor**

Mr. Liang Weitao, aged 33, obtained a bachelor’s degree in Science at Tongji University, a master’s degree in Science at Zhejiang University and a master’s degree in management at City University of Hong Kong. He worked in the investment banking division of China Merchants Securities, and was responsible for and engaged in various investment banking businesses, such as IPO, corporate bonds, refinancing and mergers and acquisitions and reorganization. Currently, he acts as a deputy managing director at the NEEQ business headquarter of China Great Wall Securities Co., Ltd (長城證券股份有限公司) and a responsible officer of the recommended listing division.

#### *(i) The Emolument of the Directors and the Independent Supervisor*

The proposed emoluments of Ms. Sun, Mr. Chen and Mr. Liang are RMB200,000, RMB40,000 and RMB30,000 per annum respectively during their term of service which will be paid in proportion to the actual length of service starting from the date of appointment.

The proposed emoluments for each of the proposed Directors and the Independent Supervisor are determined on the basis of prevailing market rate, scope of work, level of involvement, experience, seniority and the recommendation of the remuneration committee of the Company.

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

Each of the proposed executive and non-executive Directors and the Independent Supervisor will enter into a service agreement with the Company after the proposed ordinary resolutions regarding their appointments being passed at the EGM. The newly appointed executive and non-executive Directors and the Independent Supervisor will serve for a term commencing on the date of approval by Shareholders at the EGM and expiring on 31 December 2016.

## LETTER FROM THE BOARD

Save as disclosed in this circular, none of the proposed executive and non-executive Directors and Independent Supervisor:

- (a) holds any other position with the Company or other members of the Group nor do they have any relationship with any other directors, supervisor, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates (as defined in the GEM Listing Rules); and
- (b) holds any shares, underlying shares or debentures of the Company and its associated corporations which are required to be disclosed under Part XV of the SFO; and
- (c) has held any position in other companies listed on GEM or the Stock Exchange or any other securities market for the last three years and does not have any other major appointments or professional qualifications.

In addition, the Board is not aware of any other matter which has to be brought to the attention of holders of securities of the Company in respect of the proposed changes of Directors nor is there any other information required to be disclosed pursuant to the requirements as set out in Rule 17.50(2) of the GEM Listing Rules

### **(III) EXTRAORDINARY GENERAL MEETING**

According to the Articles of Association of the Company, the proposed appointment of Mr. Chen as a non-executive Director, Ms. Sun as an executive Director and Mr. Liang as an Independent Supervisor are subject to the approval by the Shareholders by way of ordinary resolutions at EGM.

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

Notices of the EGM to be held at 9:30 a.m. on Thursday, 20 August 2015 at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the People's Republic of China, is set out on pages 8 to 10 of this circular.

The reply slip and forms of proxy for use at the EGM are enclosed. Whether or not you are able to attend (if you are so entitled to) the meetings, you are requested to complete the enclosed reply slip and form of proxy in accordance with the instructions printed thereon and return them to the registered office of the Company at No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, the People's Republic of China (for the holders of Domestic Shares), or the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited of 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 slip, on or before Wednesday, 22 July 2015 and the proxy forms no later than 24 hours before the time appointed for holding the meeting. Completion and return of the relevant form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meetings should you so wish.



## LETTER FROM THE BOARD

### (IV) GENERAL

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

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

### (V) RECOMMENDATION

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

Yours faithfully,  
By order of the Board  
**Wang Shuxin**  
*Chairman*

# NOTICE OF EXTRAORDINARY GENERAL MEETING



## 天津泰達生物醫學工程股份有限公司 Tianjin TEDA Biomedical Engineering Company Limited

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

**(Stock code: 8189)**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of the holders of domestic invested shares (“**Domestic Shares**”) of RMB0.10 each and the holders of foreign invested shares (“**H Shares**”) of RMB0.10 each, in Tianjin TEDA Biomedical Engineering Company Limited (the “**Company**”) will be held at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, the 4th Avenue, TEDA, Tianjin, the People’s Republic of China (the “**PRC**”) on **Thursday, 20 August 2015 at 9:30 a.m.** to consider, if thought fit, pass the following resolution:

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

“**THAT Ms. Sun Li** be and is hereby appointed as an executive director of the Company for an initial term commencing from the date of passing the resolution and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”

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

“**THAT Mr. Chen Yingzhong** be and is hereby appointed as a non-executive director for an initial term commencing from the date of passing this resolution and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”

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

“**THAT Mr. Liang Weitao** be and is hereby appointed as an independent supervisor of the Company for an initial term commencing from the date of passing the resolution and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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

“**THAT** any director of the Company is and hereby authorized to negotiate the remuneration and the terms and conditions of, and to sign the service contract with the proposed directors and supervisor on behalf of the Company in accordance with the Articles of Association of the Company, the relevant laws of the People’s Republic of China and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.”

5. to transact other business.

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

Tianjin, the PRC

30 June 2015

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote at the meeting on his/her/its behalf in accordance with the Articles of Association of the Company. A proxy needs not be a shareholder of the Company.
2. In order to be valid, the proxy form of the holder of H Shares and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at Computershare Hong Kong Investor Services Limited (the “**Company’s H Share Registrar**”) of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll or any adjourned meeting.
3. In order to be valid, the proxy form of the holder of Domestic Shares and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the registered address of the Company not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll or any adjourned meeting.
4. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
5. The register of the shareholders of the Company will be closed from Thursday, 9 July 2015 to Thursday, 20 August 2015 (both days inclusive), during which no transfer of shares will be registered. As regards the holders of H Shares and in order to ascertain the entitlement to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar not later than 8 July 2015 at 4:00 p.m. for registration.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

6. Shareholders of the Company who intends to attend the meeting mentioned above should complete and deliver to the registered office of the Company (for the holders of Domestic Shares) or the office of the Company's H Share Registrar (for the holders of H Shares) the enclosed reply slip by Wednesday, 22 July 2015. Further details are set out in the reply slip and explanation thereto.
7. Completion and delivery of the proxy form will not preclude a member from attending and voting in person at the meeting if the member so desires and has delivered a valid reply slip for extraordinary general meeting, and in such event, the proxy form shall be deemed to be revoked.
8. The registered address of the Company and the contact details of the Company are as follows:

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