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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.



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)

**(I) CESSATION OF THE TERMS OF SERVICES AND
PROPOSED RE-DESIGNATION, APPOINTMENT AND
RE-ELECTION OF DIRECTORS AND SUPERVISORS;
(II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice for convening the EGM (as defined in this circular) of Tianjin TEDA Biomedical Engineering Company Limited to be held at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the People's Republic of China at 9:30 a.m. on Wednesday, 28 December 2016, is set out on pages 17 to 21 of this circular.

Whether or not you are able to attend the meeting, you are reminded to complete the form of proxy enclosed with this circular, in accordance with the instructions printed thereon and send the relevant form 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 form 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 on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

11 November 2016

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF
THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK 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 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.

DEFINITIONS

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

“Administration of Industry and Commence”	Tianjin Administration of Industry and Commence of the PRC
“Articles of Association”	the articles of association adopted by the Company on 25 May 2002 (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

DEFINITIONS

“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
“Independent Third Party”	person which is/are not connected with any of the directors, supervisors, chief executive, promoters, substantial shareholders or management shareholders (both as defined in the GEM Listing Rules) of the Company and of its subsidiaries and their respective associates (as defined in the GEM Listing Rules) and is/are not a connected person (as defined in the GEM Listing Rules)
“Latest Practicable Date”	8 November 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“MOC”	Ministry of Commerce 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
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shareholder(s)”	the shareholder(s) of the Company
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	The supervisor(s) of the Company
“%”	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:

Ms. Sun Li (*Chairman and Chief Executive Officer*)

Mr. Hao Zhihui (*Vice-Chairman*)

Mr. Wang Shuxin

Registered Office:

No. 12 Tai Hua Road,

The 5th Avenue,

TEDA, Tianjin, PRC

Non-Executive Directors:

Mr. Feng Enqing

Mr. Chen Yingzhong

Mr. Liu Renmu

Independent Non-Executive Directors:

Mr. Guan Tong

Mr. Wu Chen

Mr. Chan Kin Sang

11 November 2016

To the Shareholders

Dear Sir or Madam,

**(I) CESSATION OF THE TERMS OF SERVICES AND
PROPOSED RE-DESIGNATION, APPOINTMENT AND
RE-ELECTION OF DIRECTORS AND SUPERVISORS;
(II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(III) NOTICE OF EXTRAORDINARY GENERAL MEETING**

(I) INTRODUCTION

On 8 November 2016, the Directors announced that the Board has submitted the proposed re-designation, appointment and re-election of Directors and Supervisors and the proposed amendments to the Articles of Association to the Shareholders for approval.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, inter alia, the details in relation to (i) the ordinary resolutions on cessation of the terms of services and proposed re-designation, appointment and re-election of Directors and Supervisors; (ii) the special resolutions on the proposed amendments to the Articles of Association, all to be submitted to the EGM for approval; and (iii) the notice convening the EGM.

(II) CESSATION OF THE TERMS OF SERVICES AND PROPOSED RE-DESIGNATION, APPOINTMENT AND RE-ELECTION OF DIRECTORS AND SUPERVISORS

The Board would like to announce that the term of the service contracts of all the current Directors and Supervisors will expire on 31 December 2016. Save for Mr. Wang Shuxin (an executive Director), Mr. Guan Tong, Mr. Wu Chen and Mr. Chan Kin Sang (each an independent non-executive Director), Mr. Gao Xianbiao (a Supervisor) and Mr. Liu Renmu (a non-executive Director who will be re-designated as an executive director of the Company), who will not offer themselves for re-election, all other (i) executive Directors and non-executive Directors of the Company (together as the “**Retiring Directors**”) and (ii) Supervisors and independent Supervisors of the Company (together as the “**Retiring Supervisors**”) will offer themselves for re-election.

Given that Mr. Wang Shuxin, Mr. Guan Tong, Mr. Wu Chen, Mr. Chan Kin Sang and Mr. Gao Xianbiao will not offer themselves for re-election and their service terms will expire on 31 December 2016, the Board proposes to re-designate Mr. Liu Renmu as an executive Director, appoint Mr. Li Ximing as a non-executive Director, appoint each of Mr. Li Xudong, Mr. Duan Zhongpeng and Ms. Gao Chun as an independent non-executive Director, and appoint Ms. Feng Ling as an independent Supervisor of the Company to fill up the vacant positions.

Subject to the approval of the Shareholders at the EGM by way of ordinary resolutions, all proposed Directors and Supervisor of the Company will be appointed for a term of three years commencing 1 January 2017 and expiring on 31 December 2019.

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Particulars of the Proposed Directors and Supervisors

Set out below are the details of the Retiring Directors and Retiring Supervisors proposed to be re-elected and the new Directors and new Supervisor proposed to be appointed at the EGM:

(i) **General information**

Executive Directors

Sun Li (“**Ms. Sun**”), aged 42, the Chairman of the Board of Directors of the Company, 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 (北京盈谷信曄投資有限公司). From September 2014 until now, she was the founding member of Tianjin Teda “Wings of the Angel” Investor Club. From May 2015 until now, she was appointed as a supervisor of Shenzhen Xiangyong Investment Company Limited and Dongguan Lvye Fertilizers Company Limited. From September 2015 until now, she, as the beneficial owner of Beijing Tianyuhongtai Technology Co., Ltd. (北京天宇鴻泰科技有限公司), held its 16% shares. From December 2015 until now, she was appointed as a director of Beijing Yingguchuangrong Information Technology Co., Ltd. (北京盈谷創融信息科技股份有限公司). From August 2015 until now, Ms.

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Sun was appointed as an executive director and the Chairman of the Board of Directors of the Company. From September 2015 until now, she served as Chief Executive Officer of the Company.

Mr. Hao Zihui (“**Mr. Hao**”), aged 54, the vice chairman of the Board of Directors of the Company, graduated from Tianjin Medical University in August 1984 with a bachelor’s degree in medicine and thereafter taught in the university. He also completed his master’s degree in Medicine offered by the same university in August 1992. From May 1995 to August 1997, he was in charge of production and technology in DPC (Tianjin) Co., Ltd (天津德普生物技術和醫學產品有限公司). From September 1997 to September 2000, he worked in Tianjin TEDA International Incubator and was the chief of the Medicine Industry Department (醫藥產業部部長). In March 2004, he graduated from the School of Continuing Education of Tsinghua University, Business Administration Major. From September 2000 to August 2006, he has assumed the posts of chief investment officer, chairman of the supervisory committee of the Company and executive vice president (常務副總裁) in the Company. He has been the President of the Company from August 2006 to April 2011. Mr. Hao has been appointed as an executive director of the Company since May 2009 and the vice chairman of the Board of Directors of the Company since April 2011.

Mr. Liu Renmu (“**Mr. Liu**”), aged 52, graduated from the University of California in the United States of America, majoring in marketing, and obtained a bachelor’s degree granted by the business school of the University of California, Los Angeles in June 1993. Mr. Liu has been engaged in education and marketing industry for 20 years, with a wealth of marketing experience in education market. Mr. Liu worked as a sales manager of Jare Auto Inc. (United States) from 1991 to 1995. He was the chairman of the board and chief executive officer of Han Sheng International Inc. (瀚聖國際股份有限公司) from 1997 to 1999 and of Wei Han Internet Limited by Share Ltd. (威瀚資訊網路股份有限公司) from 2000 to 2010. From 2003 to 2008, he was an executive director of Kishow Inc. (力瀚文創股份有限公司). From 2005 to 2008, Mr. Liu served as a committee member of the science and education research center of Taiwan Yuan Ze University. He was the chairman of the board of Beijing Daren Technology Inc. (北京大仁科技股份有限公司) from 2004 to 2011. Since 2011, Mr. Liu has served as the executive director of marketing of Inland Empire Renewable Energy Regional Center (United States).

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Non-executive Directors

Mr. Chen Yingzhong (“**Mr. Chen**”), aged 50, 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 and acted as the General Manager of the Sales Department of Guangdong Fulilong Compound Fertilizers Co. Ltd.. From 2007 to 2012, Mr. Chen assumed the position of the General Manager of the Sales Department of Shandong Hidersun Fertilizer Industry Co., Ltd. (“**Shandong Hidersun**”) and he has been appointed as the chairman of Shandong Hidersun since November 2012. Since March 2009, Mr. Chen has also become the sole equity owner and chairman of Shandong Zhinong Fertilizers Company Limited (“**Zhinong Fertilizers**”). Mr. Chen was appointed as an executive director of the Company from May 2014 to August 2015, and he has been appointed as a non-executive director of the Company since August 2015.

Mr. Feng Enqing (“**Mr. Feng**”), aged 57, graduated from Tianjin Industrial University (天津工業大學) in 1982 with a degree in textile chemical engineering (紡織化學工程) and joined TTII as the project manager in 1996. He was previously the chief engineer of Tianjin Xinggang Textile Manufacture (天津新港紡織廠). Mr. Feng is a director of Alpha and the chief engineer of TTII from 2001 to 2004 and has been the assistant director of Tianjin TEDA International Incubator since 2009. He was appointed as deputy director of the Industrialization Promotion Center (Tianjin Binhai) under National 863 Plan in 2011. He joined the Company in September 2000 and has been appointed as a non-executive director since then.

Mr. Li Ximing (“**Mr. Li**”), aged 55, graduated from Chinese Academy of Medical Science with a master’s degree in neuropharmacology in 1988; graduated from Karolinska Institute in Sweden with a doctoral degree in neuroscience in 1995; graduated from the neuroscience drug development research center (神經藥物研究中心) at Lilly Research Laboratories as a postdoctoral researcher in 1998. Dr. Li is hired specifically as an expert for the Recruitment Program of Global Experts (千人計劃) in PRC, who owns more than twenty years of national and foreign experiences in new drug research and development. Dr. Li has also accumulated fruitful experience in project management of international new drug research and development, designing and practicing clinical trial, contract research organization (CRO) management, Food and Drug Administration (FDA) drug approvals, expert consultation and selection of investors. Mr. Li was a researcher at the department of obesity studies (肥胖研究部) of Bayer U.S. innovation Center from 1998 to 2001;

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was an expert of clinical trial at the department of central neuroscience drug development (中樞神經藥物研究部) of Pharmacia from 2001 to 2002; was an associate director at the department of central neuroscience drug development (中樞神經藥物研究部) of Eisai Inc. (a subsidiary of Tokyo-based Eisai Company Limited) from 2002 to 2004; was an associate director of clinical trial at the research center of central neuroscience drug development (中樞神經藥物研究所) of Roche Diagnostic USA from 2004 to 2005; was a vice president of medical research at the international research and development center (國際研發中心) of Bayer China from 2005 to 2012; is the vice president of registry clinical studies at Luye Pharma Group Limited since 2013.

Independent non-executive Directors

Mr. Li Xudong (“**Mr. Li**”), aged 46, is a senior accountant with a bachelor’s degree in accounting, who also is an accountant, a public valuer and a tax agent certified in PRC; is an executive partner with specific normal partnership (特殊普通合伙) at Da Hua Certified Public Accountants (大華會計師事務所), a member of Certified Management Committee (註冊管理委員會) at the Beijing Institute of Certified Public Accountants (北京註冊會計師協會); was a member of the 13th, 14th and 15th Issuance Examination Committee (主板發行審核委員會) of China Securities Regulatory Commission (中國證監會). Mr. Li has been engaged in certified accountant services since 1996, who focuses on listing whole or part of corporate assets, asset restructuring, IPO issuance examination of listed company and consultation services. Mr. Li was a certified accountant of main examination and signing at listed companies and large state-owned enterprises such as Dalian Wanda Commercial Properties Company Limited (萬達商業地產股份有限公司), Inner Mongolia Junzheng Energy & Chemical Group Company Limited (內蒙古君正能源化工股份有限公司), Hangxiao Steel Structure Company Limited (浙江杭蕭鋼構股份有限公司), China Camc Engineering Company Limited (中工國際工程股份有限公司), and China National Machinery Industry Corporation (中國機械工業集團公司). Mr. Li has rich and professional experience in the fields of accounting, examination, asset evaluation, mergers and acquisitions, as well as company management consultation service.

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Mr. Duan Zhongpeng (“**Mr. Duan**”), aged 49, is senior economist with a master’s degree in economics. Mr. Duan is a director, vice general manager, board secretary of an A Share listed company, BTG Hotels (Group) Company Limited (北京首旅酒店(集團)股份有限公司) (Stock code: 600258); is also a chairman of board at Beijing Jinglun Hotel Limited Liability Company (北京市京倫飯店有限責任公司), Shindom Hotel Co., Ltd. (北京欣燕都連鎖酒店有限公司) and Shijiazhuang Yake Yi Jia Hotel Management Co., Ltd. (石家莊雅客怡家酒店管理有限公司), and an independent director at the China Fortune Land Development Company Limited (華夏幸福基業股份有限公司) (Stock code: 600340). Mr. Duan was an independent director at A Share listed company, Shaanxi Xinghua Chemistry Company Limited (陝西興化化學股份有限公司) (Stock code: 002109) and Zhejiang IDC Fluid Control Company Limited (浙江艾迪西流體控制股份有限公司) (Stock code: 002468), and a chairman and president at Beijing Tourism Advertising Limited Liability Company (北京旅遊廣告有限責任公司) respectively. Mr. Duan worked at the Jiangxi government department and was a deputy director at the capital project bureau, department of operation management (營運管理部資本項目處) of the People’s Bank of China Beijing.

Ms. Gao Chun (“**Ms. Gao**”), aged 46, graduated from Gannon University with a master’s degree in business administrative. Ms. Gao was a financial analyst in 6 sigma Black Belts (mass management method) at General Electric Company from 2000 to 2004. Ms. Gao was a financial manager at the Bayer U.S., development officer and business operation officer of Bayer China from 2004 to 2016.

Supervisors

Ms. Yang Chunyan (“**Ms. Yang**”), aged 39, graduated from Tianjin University (天津大學) in 2005 with a bachelor’s degree in financial management. She acquired the title of intermediate-level accountant in 2008. She worked at the Finance Department of TTII from June 1996 to August 2000 and has been working with the Financial Management Department of the Company since September 2000, and has been appointed as Chairman of the Trade Union of the Group since 28 June 2007 and a supervisor of the Company since January 2010.

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Ms. Liu Jinyu (“**Ms. Liu**”), aged 43, graduated with a degree in Corporate Management and Human Resources Management from Tianjin Nankai University (天津南開大學). Between 1997 and 2001, she acted as the chief officer of the human resources department of Tianjin New World Department Store Co., Ltd. (天津新世界百貨有限公司). Then she was engaged as the manager of the general department of Tianjin Zhongying Food Co., Ltd (天津中迎食品有限公司) from 2001 to 2003 and the human resources manager of Tianjin Auchan Hypermarkets Co., Ltd (天津歐尚超市有限公司) from 2003 to 2007. Ms. Liu joined the Company as human resources manager in 2007 and has been appointed as deputy officer of the President’s office of the Company since April 2011. Ms. Liu has been appointed as a supervisor of the Company since August 2011.

Independent Supervisors

Mr. Liang Weitao (“**Mr. Liang**”), aged 33, graduated from Tongji University with a bachelor’s degree in science and from City University of Hong Kong with a master’s degree in management. Mr. Liang previously worked in the investment banking department of China Merchants Securities and was responsible for/participated in IPO, corporate bonds, refinancing, mergers and acquisitions and reorganization. Mr. Liang currently serves as deputy managing director at the NEEQ business headquarter and responsible person at the recommended quotation division of Greatwall Securities.

Ms. Feng Ling (“**Ms. Feng**”), aged 35, is a university graduate. From September 2005 to December 2007, she served as a human resources officer of Kyowa Plastics Industrial (Shenzhen) Company Limited (喬奧華塑膠製品(深圳)有限公司). From March 2008 to March 2010, she was a recruitment manager of Lucky Valley Technology (Shenzhen) Company Limited (瑞谷科技(深圳)有限公司). From April 2010 to December 2013, she acted as a deputy director of human resources in Shenzhen Kingee Culture Development Company Limited (深圳金一文化發展有限公司). From March 2014 to November 2015, she was a human resources manager of the human resources center at the headquarters of Guangdong Youdao Auto Group (廣東有道汽車集團). Since November 2015, she has been serving as a human resources manager of Ningxia Yinggu Industry Company Limited (寧夏盈谷實業股份有限公司).

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Save as disclosed herein, no proposed Directors and Supervisors have any interests or short positions in any Shares, underlying shares or debentures of the Company which are required to be disclosed pursuant to Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, no proposed Directors and Supervisors hold any other positions in the Company or other members of the Group, or have any relationship with any Directors, senior management substantial shareholders or controlling shareholders of the Company or any of their associates (as defined under the GEM Listing Rules).

Save as disclosed herein, no proposed Directors and Supervisors has held any positions in other companies listed on the GEM or the Stock Exchange or any other exchanges over the past three years.

In addition, the Board is not aware of any other matter in relation to the proposed changes of Directors and Supervisors that is required to be brought to the attention of the holders of securities of the Company, or any other information that is required to be disclosed under any requirements of Rule 17.50(2) of the GEM Listing Rules.

(ii) The Emoluments of the Directors and Supervisors of the Company

The existing annual basic emoluments of Ms. Sun Li, Mr. Hao Zhihui and Mr. Wang Shuxin, all being executive Directors, are RMB530,000, RMB502,500 and RMB530,000 respectively while the annual basic director's fee of each of the non-executive Directors and independent non-executive Directors is RMB40,000. The existing annual basic emolument of each of the Supervisors and independent Supervisors is RMB30,000.

During the service term commencing from 1 January 2017, the proposed annual basic emoluments of the executive Directors, the non-executive Directors, the Supervisors and the independent Supervisors will remain unchanged; during the service term commencing from 1 January 2017, the proposed annual basic emoluments of each independent non-executive Director is RMB80,000.

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

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It will be proposed at the EGM that the Board be authorised to fix the emoluments of all the proposed Directors and Supervisors. Upon the due election of the proposed Directors and Supervisors at the EGM, the Company will issue an announcement as soon as practicable, which shall contain, inter alia, the emoluments of all newly elected Directors and Supervisors.

(iii) Service agreement of all Directors and Supervisors

Each of the proposed Directors and Supervisors will enter into a service contract with the Company after the proposed ordinary resolutions regarding their re-election or appointments being passed at the EGM. The new appointment of Directors and Supervisors will be for a term of three years commencing from 1 January 2017 and expiring on 31 December 2019.

(III) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(a) Transfer of Domestic Shares

On 3 November 2016, Beijing Zhongxing Wuhuan Building Materials Company Limited (“**Zhongxing Wuhuan**”), as the seller, entered into an agreement with Beijing Jinbaida Information Technology Company Limited (北京金百達信息技術有限公司) (“**Beijing Jinbaida**”) to transfer 10,000,000 domestic shares of the Company to Beijing Jinbaida, representing 0.63% of the total issued share capital of the Company.

LETTER FROM THE BOARD

The shareholding structure of the Company as at the date of this announcement and immediately upon the completion of the above transfer is set out below:

Holders of Domestic Shares or H Shares	As at the date of this announcement		Immediately upon the completion of the above transfer	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
<i>Domestic Shares</i>				
Tianjin TEDA				
International Incubator	182,500,000	11.44	182,500,000	11.44
Gu Hanqing	14,000,000	0.88	14,000,000	0.88
Xie Kehua	9,000,000	0.56	9,000,000	0.56
Guangzhou Wenguang				
Media Company Limited	12,000,000	0.75	12,000,000	0.75
Beijing Zhongxing Wuhuan				
Building Materials				
Company Limited	10,000,000	0.63	–	–
Shenzhen Xiangyong Investment				
Company Limited	180,000,000	11.29	180,000,000	11.29
Shandong Zhinong Fertilizers				
Company Limited	170,000,000	10.66	170,000,000	10.66
Dongguan Lvyte Fertilizers				
Company Limited	120,000,000	7.52	120,000,000	7.52
Beijing Jinbaida Information				
Technology Company Limited				
(北京金百達信息技術有限公司)	–	–	10,000,000	0.63
Sub-total	<u>697,500,000</u>	<u>43.73</u>	<u>697,500,000</u>	<u>43.73</u>
<i>H Shares</i>				
Public Shareholders	<u>897,500,000</u>	<u>56.27</u>	<u>897,500,000</u>	<u>56.27</u>
Total	<u><u>1,595,000,000</u></u>	<u><u>100.00</u></u>	<u><u>1,595,000,000</u></u>	<u><u>100.00</u></u>

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, Beijing Jinbaida and its ultimate beneficial owner are independent third parties.

The proposed amendments to the articles of association are subject to the approval of the Shareholders at the EGM by way of special resolutions and the fulfilment of filing requirements with the Administration of Industry and Commerce. Upon the completion of the above transfer, Zhongxing Wuhuan will cease to be the Shareholder of the Company.

LETTER FROM THE BOARD

The Board proposed to amend Article 20 to the Articles of Association in the following manner, so as to reflect the transfer of 10,000,000 Domestic Shares of the Company to Beijing Jinbaida.

Article 20 to the Articles of Association sets out the total issued share capital of the Company and the respective number of the Domestic Shares and H Shares. Subject to obtaining the approval and authority to make the proposed amendments to the Articles of Association as described above, the Directors will amend the Articles of Association accordingly. Set out below are the proposed amendments:

Article 20 of Chapter 3 “Shares and Registered Capital”:

Original:

“Following several times of increase of share capital after its establishment, the Company has issued 1,595,000,000 ordinary shares, including 697,500,000 domestic invested shares that accounted for 43.73% of the total amount of ordinary shares in issue by the Company and 897,500,000 overseas listed foreign shares that accounted for 56.27% of the total amount of ordinary shares in issue by the Company.

The share capital structure of the Company is as follows: 1,595,000,000 ordinary shares, in which 697,500,000 shares are issued domestic invested shares, of which 182,500,000 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 897,500,000 shares held by shareholders of overseas listed foreign shares.”

Proposed amendments:

“Following several times of increase of share capital after its establishment, the Company has issued 1,595,000,000 ordinary shares, including 697,500,000 domestic invested shares that accounted for 43.73% of the total amount of ordinary shares in issue by the Company and 897,500,000 overseas listed foreign shares that accounted for 56.27% of the total amount of ordinary shares in issue by the Company.

LETTER FROM THE BOARD

The share capital structure of the Company is as follows: 1,595,000,000 ordinary shares, in which 697,500,000 shares are issued domestic invested shares, of which 182,500,000 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 Jinbaida Information Technology Company Limited and 9,000,000 shares held by Xie Kehua, the promoter and 897,500,000 shares held by shareholders of overseas listed foreign shares.”

(b) EGM

The EGM will be convened for the purposes of (amongst others) approving the proposed re-designation, appointment and re-election of the Directors and Supervisors, and transfer of domestic shares is subject to approval by MOC and the proposed amendments to the Articles of Association. Any vote of the Shareholders at the EGM must be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

Notice of the EGM to be held at 9:30 a.m. on Wednesday, 28 December 2016 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 17 to 21 of this circular.

The reply slip and form of proxy for use at the EGM are enclosed. Whether or not you are able to attend (if you are so entitled to) the meeting, 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 PRC (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 practicable and in any event, for the reply slip, on or before Thursday, 8 December 2016, and for the form of proxy, 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

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.

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

Tianjin TEDA Biomedical Engineering Company Limited

Sun Li

Chairman

Tianjin, the PRC

NOTICE OF EXTRAORDINARY GENERAL MEETING



泰 达

天津泰达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 Wednesday, 28 December 2016 at 9:30 a.m. to consider and, if thought fit, pass the following resolutions:

1. to consider and, if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:
 - (a) “**THAT** Ms. Sun Li be and is hereby re-elected as an executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 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.”
 - (b) “**THAT** Mr. Hao Zhihui be and is hereby re-elected as an executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 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.”
 - (c) “**THAT** Mr. Liu Renmu be and is hereby re-elected as an executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 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

- (d) “**THAT** Mr. Chen Yingzhong be and is hereby re-elected as a non-executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 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.”
- (e) “**THAT** Mr. Feng Enqing be and is hereby re-elected as a non-executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 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.”
- (f) “**THAT** Mr. Li Ximing be and is hereby re-elected as a non-executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 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.”
- (g) “**THAT** Mr. Li Xudong be and is hereby re-elected as an independent non-executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 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.”
- (h) “**THAT** Mr. Duan Zhongpeng be and is hereby re-elected as an independent non-executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 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.”
- (i) “**THAT** Ms. Gao Chun be and is hereby re-elected as an independent non-executive Director of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 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

- (j) “**THAT** Ms. Yang Chunyan be and is hereby re-elected as a Supervisor of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 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.”
- (k) “**THAT** Ms. Liu Jinyu be and is hereby re-elected as a Supervisor of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 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.”
- (l) “**THAT** Mr. Liang Weitao be and is hereby re-elected as an independent Supervisor of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 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.”
- (m) “**THAT** Ms. Feng Ling be and is hereby re-elected as an independent Supervisor of the Company for a term commencing 1 January 2017 and ending on 31 December 2019 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.”
- (n) “**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 each of the proposed Directors and Supervisors on behalf of the Company in accordance with the Articles of Association of the Company, the relevant laws of the People’s Republic of China and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

“**THAT** Article 20 to the Articles of Association be amended as the followings upon having obtained the approval of the Shareholders of the Company and the fulfilment of the filing requirements with the Administration of Industry and Commence:

Following several times of increase of share capital after its establishment, the Company has issued 1,595,000,000 ordinary shares, including 697,500,000 domestic invested shares that accounted for 43.73% of the total amount of ordinary shares in issue by the Company and 897,500,000 overseas listed foreign shares that accounted for 56.27% of the total amount of ordinary shares in issue by the Company.

The share capital structure of the Company is as follows: 1,595,000,000 ordinary shares, in which 697,500,000 shares are issued domestic invested shares, of which 182,500,000 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 Lyve 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 Jinbaida Information Technology Company Limited and 9,000,000 shares held by Xie Kehua, the promoter and 897,500,000 shares held by shareholders of overseas listed foreign shares.”

By order of the Board

Tianjin TEDA Biomedical Engineering Company Limited

Sun Li

Chairman

Tianjin, the PRC
11 November 2016

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 form of proxy of the holders of H Shares of the Company and, if such form of proxy 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 appointed for holding the meeting or any adjourned meeting or 24 hours before the time appointed for taking the poll.
3. In order to be valid, the form of proxy of the holders of Domestic Shares and, if such form of proxy 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 appointed for holding the meeting or any adjourned meeting or 24 hours before the time appointed for taking the poll.
4. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
5. The register of the shareholders of the Company will be closed from Tuesday, 29 November 2016 to Wednesday, 28 December 2016 (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 Wednesday, 28 December 2016 at 4:00 p.m. for registration.
6. Shareholders of the Company who intend 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 Thursday, 8 December 2016. Further details are set out in the reply slip and explanation thereto.
7. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and has delivered a valid reply slip for the EGM, and in such event, the form of proxy 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