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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**Meeting**”) of the holders of foreign invested shares (“**H Shares**”) of nominal value of RMB0.10 each and the holders of domestic invested shares (“**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 A1, Tianda Hi-Tech Park, No. 80, The 4th Avenue, TEDA Tianjin, the People’s Republic of China (the “**PRC**”) on Thursday, 9 September 2021 at 10:00 a.m. to consider and, if thought fit, pass the following resolutions:

AS SPECIAL RESOLUTIONS

“**THAT:**

- (a) the amended and restated settlement agreement (the “**Amended and Restated Settlement Agreement**”) dated 26 March 2021 entered into among the Company, HONGKONG TEDA Biomedical Investment Limited (“**Hong Kong TEDA**”), Shu Ju Ku Inc. (“**SJK**”) and Shu Ju Ku Greater China Ltd. (“**SJKGC**”) which shall amend, replace and supersede the agreement dated 16 April 2016 entered into among the Company, SJK and SJKGC in relation to the acquisition of 51% equity interest in SJKGC at a total consideration of US\$27,000,000 (a copy of the Amended and Restated Settlement Agreement marked “A” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (b) the supplemental share purchase agreement (the “**Supplemental Share Purchase Agreement**”) in respect of the share purchase agreement dated 16 April 2016 (as amended and supplemented by two supplemental agreements dated 25 April 2016 and 12 September 2019) dated 26 March 2021 entered into among the Company, SJK and SJKGC (a copy of the Supplemental Share Purchase Agreement marked “B” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (c) the amended and restated shareholders’ agreement (the “**Amended and Restated Shareholders’ Agreement**”) dated 26 March 2021 entered into among the Company, Hong Kong TEDA, SJK and SJKGC (a copy of the Amended and Restated Shareholders’ Agreement marked “C” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (d) the supplemental lease agreement (the “**Supplemental Lease Agreement**”) dated 1 May 2020 entered into between Guangdong Fulilong Compound Fertilizers Factory Co., Ltd. * (廣東福利龍複合肥有限公司) and Guangdong Lvzhou Ecology Engineering Co., Ltd.* (廣東綠洲生態工程有限公司) (a copy of the Supplemental Lease Agreement marked “D” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (e) all actions taken or to be taken by the Company pursuant to the Amended and Restated Settlement Agreement, the Supplemental Share Purchase Agreement, the Amended and Restated Shareholders’ Agreement and the Supplemental Lease Agreement (collectively, the “**Agreements**”) be and are hereby generally and unconditionally approved, ratified and confirmed; and
- (f) any one or more directors of the Company (the “**Directors**”) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the Agreements and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

Yours faithfully

For and on behalf of the board of Directors of

Tianjin TEDA Biomedical Engineering Company Limited

Sun Li

Chairman

Tianjin, the PRC

26 July 2021

Notes:

1. Any shareholder of the Company entitled to attend and vote at the Meeting 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 need 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 17 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. 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 Tuesday, 10 August 2021 to Thursday, 9 September 2021 (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 Monday, 9 August 2021 at 4:00 p.m. for registration.
5. Shareholders of the Company who intend to attend the Meeting 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 Friday, 20 August 2021. Further details are set out in the reply slip and explanation thereto.
6. 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 Meeting, and in such event, the form of proxy shall be deemed to be revoked.
7. The registered address of the Company and the contact details of the Company are as follows:

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

As at the date of this announcement, the executive Directors are Sun Li, Hao Zhihui and He Xin; the non-executive Directors are Cao Aixin and Li Ximing; the independent non-executive Directors are Li Xudong, Wang Yongkang and Gao Chun.

This announcement, for which the directors are willing to 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 that the information contained in this announcement is accurate and complete in all material respects and is 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 “Latest Listed Company Information” page on the GEM website at www.hkgem.com for at least seven 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.