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## 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.

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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)**

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

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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 10:30 a.m. on Monday, 30 December 2019, is set out on pages 15 to 19 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](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.*

14 November 2019

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**CHARACTERISTICS OF THE GEM (“GEM”) OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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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

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*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 of the Company (as amended, modified or otherwise supplemented 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 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 GEM 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

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## DEFINITIONS

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“H Shares”	the overseas listed foreign 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)
“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

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**LETTER FROM THE BOARD**

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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)**

*Executive Directors:*

Ms. Sun Li (*Chairman*)

Mr. Hao Zhihui (*Vice-Chairman*)

Mr. He Xin

*Registered Office:*

No. 12 Tai Hua Road,

The 5th Avenue,

TEDA, Tianjin, PRC

*Non-Executive Directors:*

Mr. Cao Aixin

Ms. Gai Li

Mr. Li Ximing

*Independent Non-Executive Directors:*

Mr. Li Xudong

Mr. Wang Yongkang

Ms. Gao Chun

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

On 11 November 2019, the Directors announced that the Board has submitted the proposed appointment and re-election of Directors and Supervisors and the amendments to the Articles of Association of the Company to the Shareholders for approval.

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## **LETTER FROM THE BOARD**

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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 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.

**(I) CESSATION OF THE TERMS OF SERVICES AND PROPOSED 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 of the Company will expire on 31 December 2019. All (i) executive Director and non-executive Director of the Company (together referring to as “Retiring Directors”) and (ii) Supervisors and independent Supervisors of the Company (together referring to as “Retiring Supervisors”) will offer themselves for re-election.

Subject to the approval of the Shareholders at the EGM by way of ordinary resolutions, all proposed Directors and Supervisors of the Company will be appointed for a term of three years commencing from 1 January 2020 and expiring on 31 December 2022.

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## LETTER FROM THE BOARD

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### Particulars of the Proposed Directors and Supervisors

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

(i) **General Information**

*Executive Directors*

Ms. Sun Li (“**Ms. Sun**”), aged 46, the Chairman of the Board 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, initial public offering projects 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 (北京盈穀信擘投資有限公司). 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 supervisors of Shenzhen Xiangyong Investment Company Limited and Dongguan Lvye Fertilisers Company Limited. From December 2015 until now, she was appointed as a director of Beijing Yingguchuangrong Information Technology Co., Ltd. (北京盈穀創融資訊科技股份有限公司). From August 2015 until now, Ms. Sun was appointed as an executive director and the Chairman of the Board of the Company. From September 2015 to January 2019, she served as Chief Executive Officer of the Company.

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## LETTER FROM THE BOARD

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Mr. Hao Zihui (“**Mr. Hao**”), aged 58, the vice chairman of the Board 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 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 was appointed as an Executive director of the Company since May 2009 and was appointed as Vice Chairman of the Board of the Company since April 2011.

Mr. He Xin (“**Mr. He**”), aged 49, postgraduate, graduated from Beijing Jiaotong University majoring in Mechanical Engineering. From July 1992 to June 1994, he served as a business manager of the export department of China Railway Import and Export Company under the Ministry of Railway (鐵道部中鐵進出口公司). From June 1994 to May 2005, he worked as a secretary of the administrative department of Shenzhen Golden Century Development Company Limited (深圳金世紀發展有限公司). From May 2005 to September 2009, he served as an investment manager of the international department of China Merchants Securities Company Limited. From September 2010 to March 2014, he held a position as a vice president of Beijing Yingguxinye Investment Co., Ltd. From March 2014 to August 2016, he held positions as a director and a general manager of Ningxia Yinggu Industry Company Limited (寧夏盈谷實業股份有限公司). From August 2016 to present, he has been serving as a general manager of Beijing Yingguxinye Investment Co., Ltd. Mr. He joined the Company in December 2018 and was appointed as Executive director of the Company.



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## LETTER FROM THE BOARD

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### *Non-Executive Directors*

Mr. Cao Aixin (“**Mr. Cao**”), aged 56, has over 20 years of experience in sales and management and has been extremely familiar with the business and operations of the Group. Mr. Cao joined Guangdong Fulilong Compound Fertilisers Co., Ltd. (“**Guangdong Fulilong**”) as a regional marketing manager in October 1997. He subsequently served as the general marketing manager of Guangdong Fulilong from 2001 to 2005, the deputy general manager of Guangdong Fulilong from 2006 to 2009 and has been appointed as the chairman of Guangdong Fulilong since 2010, during which he has accumulated extensive experience in business operation and marketing. Mr. Cao was appointed as a Non-Executive Director of the Company since November 2017.

Dr. Li Ximing (“**Dr. Li**”), aged 58, 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 in America 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. Dr. 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; 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. Dr. Li was appointed as a Non-Executive Director of the Company since January 2017.

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## LETTER FROM THE BOARD

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Ms. Gai Li, (“**Ms. Gai**”) aged 50, graduated from Tianjin University of Finance and Economics with a bachelor’s degree in Accounting, senior accountant. Ms. Gai has engaged in accounting for a long time. She served at the Finance Department of Tianjin Great Wall electronics Company from December 1989 to June 1997, and she acted as the director of the Finance Department of Tianjin TEDA International Incubator since June 1997. Ms. Gai joined the Company in September 2018 and has been appointed as a Non-Executive Director since then.

### *Independent non-executive Directors*

Mr. Li Xudong (“**Mr. Li**”), aged 49, 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 (特殊普通合夥) 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 (北京註冊會計師事務所協會); was a member of the 13th, 14th and 15th Main Board Issuance Examination Committee (主機板發行審核委員會委員) of China Securities Regulatory Commission (中國證監會). Mr. Li has been engaged in certified accountant services since 1996, who focuses in listing whole or part of corporate assets, asset restructuring, audit of initial public offering projects and 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 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. Mr. Li was appointed as a Independent Non-Executive Director of the Company since January 2017.

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## LETTER FROM THE BOARD

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Mr. Wang Yongkang (“**Mr. Wang**”), aged 50, obtained his bachelor’s degree of Law in administrative management from China University of Political Science and Law in 1993 and his master’s degree of Law in economic law from Capital University of Economics and Business in 1999. After postgraduate studies, Mr. Wang worked at Gaopeng & Partners (高朋律師事務所) from 1999 to January 2002. From February 2001 to March 2003, he worked at Grandall Legal Group (Beijing) (國浩律師集團(北京)事務所) as a partner. In April 2003, he co-founded Broad & Ken Partners (博金律師事務所) where he has been working till now. Mr. Wang served as the independent director of Zhengzhou Coal Industry & Electric Power Co., Ltd. (鄭州煤電股份有限公司(600121)) from 2007 to 2013. Mr. Wang was appointed as an Independent Non-Executive Director of the Company since November 2017.

Ms. Gao Chun (“**Ms. Gao**”), aged 49, graduated from Gannon University with a master’s degree in business administration. Ms. Gao was a financial analyst in 6 sigma Black Belts (mass management method) at General Electric Company in America 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. Ms. Gao was appointed as an Independent Non-Executive Director of the Company since January 2017.

### *Supervisors*

Ms. Yang Chunyan (“**Ms. Yang**”), aged 43, 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. Ms. Yang has been appointed as Chairman of the Trade Union of the Group on 28 June 2007 and a supervisor of the Company since January 2010.

Ms. Liu Jinyu (“**Ms. Liu**”), aged 46, 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 was appointed as a Supervisor of the Company since August 2011.

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## LETTER FROM THE BOARD

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### *Independent Supervisors*

Liang Weitao (“**Mr. Liang**”), aged 37, graduated from Tongji University with a bachelor’s degree in science, from Zhejiang University with a master degree in science and from City University of Hong Kong with a master degree in management. Mr. Liang previously worked in the investment banking department of China Merchants Securities and was responsible for/participated in initial public offering, 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. Mr. Liang has been appointed as an Independent Supervisor of the Company since August 2015.

Ms. Feng Ling (“**Ms. Feng**”), aged 38, 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 (瑞穀科技(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). Ms. Feng has been appointed as an Independent Supervisor of the Company since January 2017.

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 the Chapter 571 of the Laws of Hong Kong and Part XV of the SFO.

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.

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## LETTER FROM THE BOARD

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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 (Chairman) and Mr. Hao Zhihui (Vice-Chairman) are RMB530,000, RMB502,500 respectively. The existing annual basic emoluments of each of the executive Directors and non-executive Directors are RMB40,000, while the existing annual basic emoluments of each of the independent non-executive Directors are RMB80,000. The annual basic emoluments of each of the Supervisors and independent Supervisors is RMB30,000.

The proposed annual basic emoluments of all Directors and Supervisors will remain unchanged during the service terms since 1 January 2020.

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.

It will be proposed at the EGM that the Board be authorized 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***

The proposed Directors and Supervisors will enter into a service contract with the Company after the proposed ordinary resolutions regarding their re-election being passed at the EGM. The appointment of Directors and Supervisors will be for a term of three years commencing from 1 January 2020 and expiring on 31 December 2022.

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## LETTER FROM THE BOARD

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### (II) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to facilitate the expansion of the elderly health care and related business of the Company, the Board proposed several additional businesses under the foundation of the original scope of business of the Company, such as “elderly care services, technology R&D for elderly care, health information consultation, house-keeping services, exhibition services, conference services, corporate image planning, and advertising business”.

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.

Article 12 to the Articles of Association of the Company sets out the scope of business of the Company. 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 12 of Chapter 2 to the Articles of Association:**

Original text:

“The scope of business of the Company shall be in accordance with the approval issued by the company registration authority of the People’s Republic of China.

The scope of business of the Company includes: the research, development, production and sales of biomedical engineering and biotechnological products (including biomaterials and medical equipment), and the related technical services (where there are special operation requirements of the State in the above scope, it shall be subject to such requirements); the domestic wholesale of compound fertilizers, mixed fertilizers, chemical fertilizers and biological fertilizers; and the research and development, promotion and application of eco-agricultural chemicals. ”

Proposed amendments:

“The scope of business of the Company shall be in accordance with the approval issued by the company registration authority of the People’s Republic of China.

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## LETTER FROM THE BOARD

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The scope of business of the Company includes: the research, development, production and sales of biomedical engineering and biotechnological products (including biomaterials and medical equipment), and the related technical services (where there are special operation requirements of the State in the above scope, it shall be subject to such requirements); the domestic wholesale of compound fertilizers, mixed fertilizers, chemical fertilizers and biological fertilizers; and the research and development, promotion and application of eco-agricultural chemicals; elderly care services; technology R&D for elderly care; health information consultation; house-keeping services; exhibition services; conference services; corporate image planning; advertising business. ”

### **(III) EGM**

The EGM will be convened for the purposes of (amongst others) approving the proposed appointment and re-election of the Directors and Supervisors, and amendments to the scope of business of the Company are 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 10:30 a.m. on Monday, 30 December 2019 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 15 to 19 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 Tuesday, 10 December 2019, 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.

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## LETTER FROM THE BOARD

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### 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 shall prevail.

### 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  
14 November 2019



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 Monday, 30 December 2019 at 10:30 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 2020 and ending on 31 December 2022 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 2020 and ending on 31 December 2022 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. He Xin be and is hereby re-elected as an executive Director of the Company for a term commencing 1 January 2020 and ending on 31 December 2022 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.”

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (d) “**THAT** Mr. Cao Aixin be and is hereby re-elected as a non-executive Director of the Company for a term commencing 1 January 2020 and ending on 31 December 2022 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** Ms. Gai Li be and is hereby re-elected as a non-executive Director of the Company for a term commencing 1 January 2020 and ending on 31 December 2022 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 2020 and ending on 31 December 2022 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 2020 and ending on 31 December 2022 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. Wang Yongkang be and is hereby re-elected as an independent non-executive Director of the Company for a term commencing 1 January 2020 and ending on 31 December 2022 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 2020 and ending on 31 December 2022 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.”

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (j) “**THAT** Ms. Yang Chunyan be and is hereby re-elected as a Supervisor of the Company for a term commencing 1 January 2020 and ending on 31 December 2022 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 2020 and ending on 31 December 2022 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 2020 and ending on 31 December 2022 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 2020 and ending on 31 December 2022 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** the Board 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.”

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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

“**THAT** Article 12 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:

“The scope of business of the Company shall be in accordance with the approval issued by the company registration authority of the People’s Republic of China.

The scope of business of the Company includes: the research, development, production and sales of biomedical engineering and biotechnological products (including biomaterials and medical equipment), and the related technical services (where there are special operation requirements of the State in the above scope, it shall be subject to such requirements); the domestic wholesale of compound fertilizers, mixed fertilizers, chemical fertilizers and biological fertilizers; and the research and development, promotion and application of eco-agricultural chemicals; elderly care services; technology R&D for elderly care; health information consultation; house-keeping services; exhibition services; conference services; corporate image planning; advertising business.”

By order of the Board

**Tianjin TEDA Biomedical Engineering Company Limited**

**Sun Li**

*Chairman*

Tianjin, the PRC  
14 November 2019

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*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 at No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, the People’s Republic of China 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 Saturday, 30 November 2019 to Monday, 30 December 2019 (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 Friday, 29 November 2019 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 Tuesday, 10 December 2019. 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