
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.



天津泰達生物醫學工程股份有限公司
Tianjin TEDA Biomedical Engineering Company Limited
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 8189)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (2) NOTICE OF EGM

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 on Friday, 24 September 2021 at 10:00 a.m., is set out on pages 8 to 10 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.

Reminder in relation to pandemic prevention and control: In view of the continuing risks of the COVID-19 outbreak, the Company will closely monitor the epidemic conditions and take appropriate precautionary measures in accordance with the relevant requirements on the epidemic prevention and control in Tianjin, the People's Republic of China. The Company particularly reminds its shareholders and participants who intend to attend the EGM to continue to pay attention to the latest development of the epidemic, adopt proper personal prevention measures and comply with the requirements on the epidemic prevention and control (including the relevant requirements on the epidemic prevention and control in Tianjin, the People's Republic of China) for their health and safety.

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.

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

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at 10:00 a.m. on Friday, 24 September 2021 at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, PRC
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“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
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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\$
“Administration for Industry and Commence”	Tianjin Administration for Industry and Commence of the PRC
“associate”	has the meaning ascribed to it in the GEM Listing Rules

DEFINITIONS

“Independent Third Party”	person which is/are not connected with any of the directors, supervisors, chief executive officers, 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)
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of 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
“Share(s)”	Domestic Shares and H Shares
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



天津泰達生物醫學工程股份有限公司
Tianjin TEDA Biomedical Engineering Company Limited
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 8189)

Executive Directors:

Sun Li
Hao Zhihui
He Xin

Registered Office:

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

Non-Executive Directors:

Cao Aixin
Li Ximing
Li Xueying

Independent Non-Executive Directors:

Li Xudong
Wang Yongkang
Gao Chun

9 August 2021

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
(2) NOTICE OF EGM

The purpose of this circular is to provide you with notice of the EGM and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the above-mentioned proposal at the EGM.

LETTER FROM THE BOARD

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Transfer of Domestic Shares

On 9 August 2021, Shandong Zhinong Fertilisers Company Limited (“**Shandong Zhinong**”), as the transferor, entered into the Share Transfer Agreement with Guangdong Jiamei Ecological Technology Co., Ltd. (廣東加美生態科技有限公司) (“**Guangdong Jiamei**”) for the transfer of 180,000,000 domestic shares of the Company to Guangdong Jiamei, representing 9.5% of the total issued share capital of the Company.

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

Name of shareholders	Shares held <i>(Number of shares)</i>	Percentage of shareholdings <i>(%)</i>
Tianjin Economic and Technological Development Area State– Owned Asset Operation Co., Ltd. (“ Economic Development Area State– Owned Asset ”)	182,500,000	9.63
Shenzhen Xiangyong Investment Company Limited (“ Xiangyong Investment ”)	180,000,000	9.50
Guangdong Jiamei Ecological Technology Co., Ltd. (“ Guangdong Jiamei ”)	180,000,000	9.50
Dongguan Lvye Fertilizers Company Limited (“ Lvye Fertilizers ”)	120,000,000	6.33
Other domestic shares	35,000,000	1.86
Public shareholders of H shares	<u>1,197,000,000</u>	<u>63.18</u>
Total	<u><u>1,894,500,000</u></u>	<u><u>100.00</u></u>

To the best of the Directors’ knowledge, information and belief having made all reasonable enquires, Guangdong Jiamei 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 the filing requirements with the Administration of Industry and Commerce. Upon the completion of the transfer, Shandong Zhinong will no longer hold any domestic shares 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 180,000,000 Domestic Shares of the Company to Guangdong Jiamei.

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 1,894,500,000 ordinary shares, including 697,500,000 domestic shares that accounted for 36.82% of the total amount of ordinary shares in issue by the Company and 1,197,000,000 overseas listed foreign shares that accounted for 63.18% of the total amount of ordinary shares in issue by the Company.

The share capital structure of the Company is as follows: 1,894,500,000 ordinary shares, in which 697,500,000 shares are domestic shares, of which: 1. 0 share held by Tianjin TEDA International Incubator, the promoter, whose shareholding accounted for 0%. 2. 14,000,000 shares held by Gu Hanqing (顧漢卿), the promoter, whose shareholding accounted for 0.74%. A capital contribution was made in cash and it has been paid. 3. 9,000,000 shares held by Xie Kehua, the promoter, whose shareholding accounted for 0.48%. A capital contribution was made in cash and it has been paid. 4. 180,000,000 shares held by Shenzhen Xiangyong Investment Company Limited, whose shareholding accounted for 9.50%. A capital contribution was made in cash and it has been paid. 5. 180,000,000 shares held by Shandong Zhinong Fertilizers Company Limited, whose shareholding accounted for 9.50%. A capital contribution was made in cash and it has been paid. 6. 120,000,000 shares held by Dongguan Lvye Fertilizers Company Limited, whose shareholding accounted for 6.33%. A capital contribution was made in cash and it has been paid. 7. 2,000,000 shares held by Guangzhou Wenguang Media Company Limited, whose shareholding accounted for 0.11%. A capital contribution was made in cash and it has been paid. 8. 10,000,000 shares held by Beijing Jinbaida Information Technology Company Limited (北京金百達信息技術有限公司), whose shareholding accounted for 0.53%. A capital contribution was made in cash and it has been paid. 9. 182,500,000 shares held by Tianjin Economic and Technological Development Area State– Owned Asset Operation Co., Ltd., whose shareholding accounted for 9.63%. A capital contribution was made in cash and it has been paid.

LETTER FROM THE BOARD

1,197,000,000 shares held by shareholders of overseas listed foreign shares, whose shareholding accounted for 63.18%. A capital contribution was made in cash and equity.”

Proposed amendments:

“Following several times of increase of share capital after its establishment, the Company has issued 1,894,500,000 ordinary shares, including 697,500,000 domestic shares that accounted for 36.82% of the total amount of ordinary shares in issue by the Company and 1,197,000,000 overseas listed foreign shares that accounted for 63.18% of the total amount of ordinary shares in issue by the Company.

The share capital structure of the Company is as follows: 1,894,500,000 ordinary shares, in which 697,500,000 shares are domestic shares, of which: 1. 0 share held by Tianjin TEDA International Incubator, the promoter, whose shareholding accounted for 0%. 2. 14,000,000 shares held by Gu Hanqing (顧漢卿), the promoter, whose shareholding accounted for 0.74%. A capital contribution was made in cash and it has been paid. 3. 9,000,000 shares held by Xie Kehua, the promoter, whose shareholding accounted for 0.48%. A capital contribution was made in cash and it has been paid. 4. 180,000,000 shares held by Shenzhen Xiangyong Investment Company Limited, whose shareholding accounted for 9.50%. A capital contribution was made in cash and it has been paid. 5. 180,000,000 shares held by Guangdong Jiamei Ecological Technology Co., Ltd., whose shareholding accounted for 9.50%. A capital contribution was made in cash and it has been paid. 6. 120,000,000 shares held by Dongguan Lvyue Fertilizers Company Limited, whose shareholding accounted for 6.33%. A capital contribution was made in cash and it has been paid. 7. 2,000,000 shares held by Guangzhou Wenguang Media Company Limited, whose shareholding accounted for 0.11%. A capital contribution was made in cash and it has been paid. 8. 10,000,000 shares held by Beijing Jinbaida Information Technology Company Limited (北京金百達信息技術有限公司), whose shareholding accounted for 0.53%. A capital contribution was made in cash and it has been paid. 9. 182,500,000 shares held by Tianjin Economic and Technological Development Area State– Owned Asset Operation Co., Ltd., whose shareholding accounted for 9.63%. A capital contribution was made in cash and it has been paid.

1,197,000,000 shares held by overseas listed foreign shareholders, whose shareholding accounted for 63.18%. A capital contribution was made in cash and equity.”

LETTER FROM THE BOARD

(2) EGM

A notice convening the EGM at which the resolutions mentioned above, among other things, will be proposed is set out on pages 8 to 10 of this circular.

VOTING BY POLL AT THE EGM

Pursuant to Rule 17.47 of the GEM Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll, except where the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, the chairman of the meeting will demand a poll for every resolution put forward at the EGM pursuant to the Articles of Association.

RESPONSIBILITY STATEMENT

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 circular misleading.

RECOMMENDATION

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

By order of the Board

Tianjin TEDA Biomedical Engineering Company Limited

Sun Li

Chairman

Tianjin, the PRC

NOTICE OF EGM

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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 EGM

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“**EGM**”) of 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 Friday, 24 September 2021 at 10:00 a.m. to consider, if thought fit, passing the following resolutions:

I SPECIAL RESOLUTION

To consider and approve the following resolution as a special resolution with or without amendments:

1. “**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 1,894,500,000 ordinary shares, including 697,500,000 domestic shares that accounted for 36.82% of the total amount of ordinary shares in issue by the Company and 1,197,000,000 overseas listed foreign shares that accounted for 63.18% of the total amount of ordinary shares in issue by the Company.

NOTICE OF EGM

The share capital structure of the Company is as follows: 1,894,500,000 ordinary shares, in which 697,500,000 shares are domestic shares, of which: 1. 0 share held by Tianjin TEDA International Incubator, the promoter, whose shareholding accounted for 0%. 2. 14,000,000 shares held by Gu Hanqing (顧漢卿), the promoter, whose shareholding accounted for 0.74%. A capital contribution was made in cash and it has been paid. 3. 9,000,000 shares held by Xie Kehua, the promoter, whose shareholding accounted for 0.48%. A capital contribution was made in cash and it has been paid. 4. 180,000,000 shares held by Shenzhen Xiangyong Investment Company Limited, whose shareholding accounted for 9.50%. A capital contribution was made in cash and it has been paid. 5. 180,000,000 shares held by Guangdong Jiamei Ecological Technology Co., Ltd., whose shareholding accounted for 9.50%. A capital contribution was made in cash and it has been paid. 6. 120,000,000 shares held by Dongguan Lvyue Fertilizers Company Limited, whose shareholding accounted for 6.33%. A capital contribution was made in cash and it has been paid. 7. 2,000,000 shares held by Guangzhou Wenguang Media Company Limited, whose shareholding accounted for 0.11%. A capital contribution was made in cash and it has been paid. 8. 10,000,000 shares held by Beijing Jinbaida Information Technology Company Limited (北京金百達信息技術有限公司), whose shareholding accounted for 0.53%. A capital contribution was made in cash and it has been paid. 9. 182,500,000 shares held by Tianjin Economic and Technological Development Area State– Owned Asset Operation Co., Ltd., whose shareholding accounted for 9.63%. A capital contribution was made in cash and it has been paid.

1,197,000,000 shares held by overseas listed foreign shareholders, whose shareholding accounted for 63.18%. A capital contribution was made in cash and equity.

2. To transact any other business.

By order of the Board
Tianjin TEDA Biomedical Engineering Company Limited
Sun Li
Chairman

Tianjin, the PRC
9 August 2021

NOTICE OF EGM

Notes:

1. Any shareholders 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 or 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 proxy form of the holder of the H Shares of the Company and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (the "**Company's Share Registrar**") not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.
3. In order to be valid, the proxy form of the holder of the Domestic Shares of the Company and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the registered address of the Company not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.
4. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of the shareholders of the Company will be closed from 24 August 2021 to 24 September 2021 (both days inclusive), during which no transfer of shares will be registered. As regards holders of H Shares of the Company and in order to ascertain the entitlement to attendance at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrar not later than 4:30 p.m., 23 August 2021 for registration.
6. Shareholders of the Company who intend to attend the meeting mentioned above should notify in writing for attendance to the Company by hand, post or fax not later than 4 September 2021.
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 notice, the executive Directors of the Company are Sun Li, Hao Zhihui and He Xin; the non-executive Directors of the Company are Cao Aixin, Li Ximing and Li Xueying; the independent non-executive Directors of the Company are Li Xudong, Wang Yongkang and Gao Chun.

This notice will remain on the GEM website at <http://www.hkgem.com> at the "Latest Company Announcements" page for 7 days from the date of its posting. This notice will also be published and remain on the website of the Company at www.bioteda.com.