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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 CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES**

**NOTICE IS HEREBY GIVEN THAT** a class meeting of 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 A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the People’s Republic of China (the “**PRC**”) on Thursday, 16 April 2015 at 10:00 a.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting of the holders of Domestic Shares and foreign invested shares (“**H Shares**”) of nominal value of RMB0.10 each of the Company which has been convened to be held at the same place and on the same date) to consider and, if thought fit, pass the following resolutions:

### **AS A SPECIAL RESOLUTION**

“**THAT:**

- (a) conditional upon The Listing Division of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in not more than 192,500,000 H Shares (the “**Placing Shares**”), the directors of the Company (“**Directors**”) be and are hereby specifically authorised to allot and issue the Placing Shares (the “**Placing**”) which shall include the issue and allotment of not more than 175,000,000 new H Shares (the “**New H Shares**”) and the conversion, issue and allotment of (and sale on behalf of the Social Security Fund) not more than 17,500,000 new H Shares (the “**Sale H Shares**”) from equal number of Domestic Shares held by Tianjin TEDA International Incubator (the “**Specific Mandate**”). The Specific Mandate shall be exercised once or more during the Relevant Period (as defined hereunder) subject to the following terms:
  - (i) the Specific Mandate shall not extend beyond the Relevant Period (as defined below);
  - (ii) the aggregate number of H Shares to be issued and allotted by the Directors shall not be more than 192,500,000 H Shares;

- (iii) the board of Directors be at liberty to issue and allot the Placing Shares under the Specific Mandate which shall not be at a discount of more than 15% of the average closing price of H Shares during the 5 consecutive trading days immediately prior to the date on which the placing price is agreed and not less than RMB0.316 (HK\$0.400 equivalent);
- (iv) such mandate shall be in addition and without prejudice to any general mandate to issue shares which may be granted by the shareholders of the Company;
- (v) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution up to:

- (i) the expiration of the 12-month period following the passing of this resolution; or
  - (ii) the revocation or variation of the authority given under this resolution by a special resolution of the shareholders of the Company at a general meeting or a class meeting, whichever is the earliest.
- (b) the Directors be and are hereby generally and unconditionally authorised to do all such acts and things, including but not limited to, to obtain and/or procure all the relevant approvals, registration, filing, sanction and permission; enter into any agreement for the Placing; agreeing with China Merchants Securities (H.K.) Co., Ltd. or any placing agent, which is a party who and whose ultimate beneficial owners are third parties independent of and not connected with the Company and any of the connected persons of the Company as defined under the GEM Listing Rules, on the placing price and the total number of the New H Shares, Sale H Shares and the Placing Shares (as set out under paragraph (a) above) to be placed respectively, and to sign and execute all such other or further documents and to take all such steps, in such manners or sequences or timing, which, in the opinion of the Directors, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the Placing, and/or to agree to such variation, amendments or waiver or matters relating thereto;
- (c) all transactions contemplated thereunder or incidental to or in connection with the Specific Mandate, and all actions taken or to be taken by the Company pursuant to the Placing, be and are hereby generally and unconditionally approved, ratified and confirmed; and

- (d) the Directors be and is hereby authorised to amend the Articles of Association of the Company and complete all relevant registration and filing procedures as the Directors think fit so as to reflect the new capital structure of the Company upon the exercise of power to allot, issue and deal with the H Shares as conferred under paragraph (a) above.”

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

Tianjin, the PRC  
25 February 2015

*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/its behalf in accordance with the articles of association of the Company. A proxy needs not be a shareholder of the Company.
2. In order to be valid, the proxy form of the holder of Domestic Shares and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority shall be deposited at the registered address of the Company not less than 24 hours before the time for holding the meeting or any adjourned meeting.
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 17 March 2015 to 16 April 2015 (both days inclusive), during which no transfer of shares will be registered.
5. Shareholders of the Company who intend to attend the meeting mentioned above should complete and deliver to the Company’s Registered Office the enclosed reply slip by 26 March 2015. Further details are set out in the reply slip and explanation thereto.
6. Completion and delivery of the proxy form will not preclude a member from attending and voting in person at the meeting if the member so desires and has delivered a valid reply slip for class meeting of the holders of Domestic Shares, and in such event, the proxy form shall be deemed to be revoked.
7. The address of the Company’s Registered Office 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 board of Directors comprises three executive Directors, namely, Mr. Wang Shuxin, Mr. Hao Zhihui and Mr. Chen Yingzhong, three nonexecutive Directors, namely, Mr. Feng Enqing, Mr. Xie Guangbei and Mr. Ou Linfeng and three independent non-executive Directors, namely, Mr. Guan Tong, Mr. Wu Chen and Mr. Peter K. S. Chan.*

*This announcement, 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: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.*

*This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting.*