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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)**

**(1) RESIGNATION OF DIRECTORS AND SUPERVISOR  
AND  
(2) PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISOR**

**(1) RESIGNATION OF DIRECTORS AND SUPERVISOR**

The Board announced that the Board has respectively accepted the resignation of Mr. Xie Kehua as an executive Director, Mr. Wei Jingquan as a non-executive Director and Mr. Zhao Tingying as a Supervisor with effect from 17 June 2011.

**(2) PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISOR**

Due to the resignation of the Directors and the Supervisor, the Board proposed to appoint Mr. Zhang Chunsheng, the chief executive officer of the Company as an executive Director, Mr. Ou Linfeng as a non-executive Director and Ms. Liu Jinyu as a Supervisor for a term expiring on 31 December 2013 subject to the approval of the Shareholders by way of ordinary resolutions at the EGM. Notice for convening the EGM containing details of the relevant resolutions will be dispatched to the Shareholders as soon as practicable.

**(1) RESIGNATION OF DIRECTORS AND SUPERVISOR**

The Board of Tianjin TEDA Biomedical Engineering Company Limited announced on 17 June 2011 that the Company has respectively received written resignation notices from Mr. Xie Kehua (“Mr. Xie”), an executive Director, Mr. Wei Jingquan (“Mr. Wei”), a non-executive Director and Mr. Zhao Tingying (“Mr. Zhao”), a Supervisor in which Mr. Xie resigned as an executive Director and Mr. Zhao resigned as a Supervisor due to the shuffle of duties arranged by the higher authority, while Mr. Wei resigned as a non-executive Director due to individual job transfer. The Board has accepted their resignation upon discussion with effect from 17 June 2011.

The Board confirms that each of Mr. Xie, Mr. Wei and Mr. Zhao has confirmed that they do not have any disagreement with the Board and Mr. Zhao has also confirmed that he has no disagreement with the Supervisory Committee of the Company and there is no matter relating to their resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to express its gratitude to Mr. Xie, Mr. Wei and Mr. Zhao for their valuable contribution to the Company during their term of service.

## **(2) PROPOSED APPOINTMENT OF DIRECTORS AND SUPERVISOR**

Due to the resignation of the two Directors and the Supervisor as aforesaid, the Board proposes to appoint Mr. Zhang Chunsheng (“Mr. Zhang”), the chief executive officer of the Company, as an executive Director, Mr. Ou Linfeng (“Mr. Ou”) as a non-executive Director and Ms. Liu Jinyu (“Ms. Liu”) as a Supervisor for a term expiring on 31 December 2013 subject to the approval of the Shareholders by way of ordinary resolutions at the EGM. Notice for convening the EGM containing details of the relevant resolutions will be dispatched to the Shareholders as soon as practicable.

### **PARTICULARS OF THE PROPOSED DIRECTORS AND SUPERVISOR**

The following are the particulars of the proposed new Directors and Supervisor at the EGM:

#### **(i) General information**

##### *Executive Director*

Mr. Zhang Chunsheng (“Mr. Zhang”), aged 44, graduated in 1989 with a bachelor degree. After graduation from university, Mr. Zhang had worked in various bureaus of People’s Government of Guangdong Province as officer, senior officer, principal officer, deputy division director, division director and deputy director-general. During 2005 to 2009, Mr. Zhang worked in the Hong Kong Representative Office of the Central Government, and in 2010, he was appointed as the chairman of Pleasant Culture Media Co., Limited (大自在文化傳播公司). Since 2010, Mr. Zhang has become the chairman and the sole shareholder of Shenzhen Xiangyong Investment Company Limited which is a substantial shareholder interested in 180,000,000 domestic shares of the Company, representing approximately 12.68% of the issued share of the Company. Mr. Zhang has been appointed as the chief executive officer of the Company since 20 April 2011.

### *Non-Executive Director*

Mr. Ou Linfeng (“Mr. Ou”), aged 40, graduated with professional business accounting qualification from Guangdong Chaoyang TV University (廣東潮陽廣播電視大學) in 1997. Between August 1994 and December 1998, Mr. Ou was the head of accounting department of the Chaoyang Branch of China Construction Bank and from January 1999 to November 2001, Mr. Ou was appointed a sales manager of Taiyuan Lingyunda Trade Company (太原凌雲達貿易公司). He joined our Group in December 2001 as a sales manager of Guangdong Fulilong Compound Fertilizers Co., Ltd (廣東福利龍複合肥有限公司), our wholly owned subsidiary. Since May 2011, Mr. Ou has been promoted to the deputy general manager of the Company.

### *Supervisor*

Ms. Liu Jinyu (“Ms. Liu”), aged 38, 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 was positioned 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 as 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.

Save as disclosed in this announcement, none of the proposed Directors and Supervisor:–

- (a) holds any interests or short positions in any shares, underlying shares or debentures of the Company which are required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong); and
- (b) hold any other position with the Company or other members of the Group nor do they have any relationship with any directors, supervisor, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates (as defined in the GEM Listing Rules); and
- (c) has held any position in other companies listed on GEM or the Stock Exchange or any other securities market for the last three years.

In addition, the Board is not aware of any other matter which has to be brought to the attention of holders of securities of the Company in respect of the proposed changes of Directors or is there any other information required to be disclosed pursuant to the requirements as set out in Rule 17.50(2) of the GEM Listing Rules.

**(ii) The Emoluments of the Directors and the Supervisor**

The proposed emoluments of Mr. Zhang is RMB300,000, Mr. Ou is RMB35,000 and Ms. Liu is RMB23,000 per annum during their term of service paid in proportion to the actual length of service starting from the date of appointment.

The proposed emoluments for each of the proposed executive and non-executive Directors and the Supervisor are determined on the basis of 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 remunerations of all the proposed Directors and Supervisor. Appropriate announcement shall be published as soon as reasonably practicable by the Company after due election of the proposed Directors and Supervisor at the EGM.

**(iii) Service Agreement of the proposed Directors and Supervisor**

Each of the proposed executive and non-executive Directors and the Supervisor will enter into a service agreement with the Company after the proposed ordinary resolutions regarding their appointments being passed at the EGM. The newly appointed executive and non-executive Directors and the Supervisor will be for a term commencing from the date of passing the resolutions and expiring on 31 December 2013.

**EXTRAORDINARY GENERAL MEETING**

According to the Articles of Association of the Company, the appointment of the proposed Directors and Supervisor is subject to the approval of the Shareholders by way of ordinary resolutions at a general meeting.

Details of the relevant resolutions will be set out in the notice for convening the EGM for the purpose of the proposed appointment of Directors and Supervisor to be dispatched to the Shareholders.

**DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“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 on 8 September 2000 whose H shares are listed and traded on GEM (Stock Code: 8189)
“Directors”	director(s) of the Company

“EGM”	the extraordinary general meeting of the Company to be convened
“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
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholder(s) of the Company
“Supervisor”	supervisor of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Tianjin, the PRC  
17 June 2011

*As at the date of this announcement, the Board comprises two executive Directors, being Mr. Wang Shuxin and Mr. Hao Zhihui; two non-executive Directors, being Mr. Feng Enqing and Mr. Xie Guangbei and three independent non-executive Directors, being Mr. Cao Kai, Mr. Wu Chen and Mr. Guan Tong.*

*This announcement, for which the directors of the Company 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 announcement 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 announcement misleading.*

*The announcement 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 publication.*