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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should 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 purchasers or the transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchasers or the transferees.

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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) PROPOSED GRANTING OF A SPECIFIC MANDATE TO
ISSUE NEW SHARES RELATING TO
A POSSIBLE PLACING OF NEW SHARES
AND
(2) PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notices convening the EGM of the shareholders of the Company and the Class Meetings of the holders of Domestic Shares and the holders of H Shares to be held at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the PRC at 9:30 a.m., 10:00 a.m. and 10:30 a.m. respectively on Thursday, 16 April 2015, are set out on pages 18 to 26 of this circular.

Whether or not you are able to attend the meetings, you are reminded to complete the forms of proxy enclosed with this circular, in accordance with the instructions printed thereon and send the relevant forms of proxy 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 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 respective time appointed for the holding of the separate Class Meetings of the holders of H Shares and the holders of Domestic Shares and the EGM.

Completion and return of the relevant forms of proxy will not preclude you from attending and voting in person at the meetings or at any adjourned meetings should you so wish.

Reply slips for each of the EGM and the separate Class Meetings have also been enclosed. You are reminded to complete and sign the relevant reply slips (if you are entitled to attend the relevant meetings) and return the signed slips to the registered office of the Company as detailed above (for the holders of Domestic Shares), or the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited as detailed above (for the holders of H Shares) on or before 26 March 2015 in accordance with the instructions printed thereon.

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.

25 February 2015

CHARACTERISTICS OF GEM

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

In this circular, unless otherwise specified or required by the context, the following terms shall have the following meanings:

“Articles”	the Articles of Association of the Company
“Board”	the board of Directors
“Business Day”	any day (excluding a Saturday, Sunday and public holiday) on which banks generally are open for business in Hong Kong
“Class Meetings”	the respective class meetings of the holders of H Shares and holders of Domestic Shares to be convened and held for the purposes of approving the grant of the specific mandate in relation to Total Placing H Share(s), including any adjournment in respect thereof
“Company”	Tianjin TEDA Biomedical Engineering Company Limited, a joint stock company incorporated in the PRC with limited liability and the H Shares of which are listed and traded on GEM (Stock Code: 8189)
“CSRC”	中國證券監督管理委員會 (China Securities Regulatory Commission), the regulatory body responsible for the supervision and regulation of the PRC national securities market
“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
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, to approve, among other things (i) the proposed granting of the Specific Mandate; and (ii) the proposed amendments of the Articles
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, modified or supplemented from time to time

DEFINITIONS

“Group”	the Company and its subsidiaries
“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\$
“Hong Kong”	Hong Kong Special Administrative Region
“Independent Third Party”	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
“Latest Practicable Date”	24 February 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Division”	The Listing Division, The Stock Exchange of Hong Kong Limited
“New H Shares”	not more than 175,000,000 new H Shares to be issued under the Placing at the Placing Price
“Placees”	any individual(s), institutional or other professional investor(s) or any of their subsidiaries or associates procured by the Placing Agent or the Company to subscribe for any of the Total Placing H Shares
“Placing”	the possible placing of the Total Placing H Shares pursuant to the Specific Mandate
“Placing Agent”	China Merchants Securities (HK) Co., Ltd. (招商証券(香港)有限公司), a corporation licensed to engaged in Type 1 (dealing in securities), Type 4 (advising on securities), and Type 6 (advising on corporate finance) regulated activities under the SFO or upon the termination of the engagement with China Merchants Securities (HK) Co., Ltd., any placing agent to be engaged by the Company which is an Independent Third Party
“Placing Price”	the placing price per new Placing H Share as referred to in the paragraph headed “Placing Price” of this circular

DEFINITIONS

“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Previous Specific Mandate”	the specific mandate approved by the Shareholders at the extraordinary general meeting and the respective class meetings of the holders of Domestic Shares and holders of H Shares held on 25 July 2013, amongst others, to issue not more than 192,000,000 new H Shares
“Sale H Shares”	not more than 17,500,000 new H Shares to be converted from equal number of the Domestic Shares held by TTII equivalent to 10% of the New H Shares pursuant to the requirements under the State-owned Shares Reduction Regulations for sale at the Placing Price under the Placing in the event that the Social Security Fund decides not to hold such Domestic Shares itself
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council of the PRC (國務院國有資產監督管理委員會)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, modified or supplemented from time to time
“Share(s)”	Domestic Share(s) and/or H Share(s)
“Shareholders”	holder(s) of Shares
“Social Security Fund”	National Council for Social Security Fund, the PRC (全國社會保障基金理事會)
“Specific Mandate”	the specific mandate to be granted to the Directors by the Shareholders at the EGM and the Class Meetings to issue the Total Placing H Shares and to convert Domestic Shares into Sale H Shares for the Placing
“State-owned Shares Reduction Regulations”	the Provisional Administrative Measures for the Reduction of State-owned Shares and the Raising of the Social Security Fund (減持國有股籌集社會保障資金管理暫行辦法) promulgated by the State Council of the PRC on 12 June 2001

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Total Placing H Share(s)”	the aggregate number of the New H Shares and the Sale H Shares which shall not exceed 192,500,000 Shares
“TTII”	Tianjin TEDA International Incubator, a state-owned enterprise incorporated in the PRC with limited liability and one of the promoters of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	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:

Mr. Wang Shuxin (*Chairman*)
Mr. Hao Zhihui
Mr. Chen Yingzhong

Non-Executive Directors:

Mr. Feng Enqing
Mr. Xie Guangbei
Mr. Ou Linfeng

Independent Non-Executive Directors:

Mr. Guan Tong
Mr. Wu Chen
Mr. Peter K. S. Chan

Registered Office:

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

25 February 2015

To the Shareholders,

Dear Sir/Madam,

**(1) PROPOSED GRANTING OF A SPECIFIC MANDATE TO
ISSUE NEW SHARES RELATING TO
A POSSIBLE PLACING OF NEW SHARES
AND
(2) PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with, amongst other things, (i) details regarding the special resolution to be proposed at the EGM to approve the proposed Specific Mandate and the proposed amendments to the Articles and (ii) a notice convening the EGM and the Class Meetings.

LETTER FROM THE BOARD

I. PROPOSED SPECIFIC MANDATE

On 13 January 2015 (after trading hours), the Board resolved to convene the EGM and the Class Meetings for granting of a specific mandate in relation to the Placing of not more than 192,500,000 H Shares (for itself and for TTII). By the Specific Mandate, the Board will be authorized to issue not more than 175,000,000 New H Shares and to convert, allot and issue (and sell on behalf of the Social Security Fund) not more than 17,500,000 Sale H Shares from equal number of Domestic Shares held by TTII. The Specific Mandate shall be exercised during a period of 12 months from the date of passing the special resolution in respect of the Specific Mandate, amongst others, at the EGM and the Class Meetings (subject to earlier revocation or variation by a special resolution of Shareholders at a general meeting or a class meeting).

The 192,500,000 H Shares represent approximately 13.56% and 27.30% respectively of the existing total issued share capital and the existing issued H Shares of the Company as at the Latest Practicable Date.

After approval of the Placing by the Board, the Company has agreed to appoint China Merchants Securities (HK) Co., Ltd., to be the placing agent in relation to the Placing. The Placing Agent is an Independent Third Party. The engagement of the Placing Agent shall be valid for 1 year from the date of appointment, unless renewed by the parties in writing. The Company is at liberty to engage any other placing agent which is an Independent Third Party upon termination of the engagement with the Placing Agent. Upon fulfillment of the conditions precedent as described in the paragraph headed "Conditions of the Placing" below, the Company and the Placing Agent, at the time to be mutually agreed and subject to a placing agreement to be entered into, will fix all terms and conditions of the Placing.

The Placing is conditional upon satisfaction of all the conditions precedent which include, amongst other things, the passing of a special resolution by the Shareholders to approve the Specific Mandate, the issue of the Total Placing H Shares and the transactions contemplated thereby at the EGM and the Class Meetings.

Placees

The Company intends to place the Total Placing H Shares to not fewer than six placees who and whose ultimate beneficial owners will not be connected persons (as defined in the GEM Listing Rules) of the Company and will be independent of the Company and its connected persons (as defined in the GEM Listing Rules).

The Company (for itself and on behalf of TTII) will also ensure that no individual placee will become a substantial Shareholder (as defined under the GEM Listing Rules) immediately after the Placing.

In the event that there are less than 6 placees, the Company will disclose the names of the placees.

LETTER FROM THE BOARD

The Proposed Total Placing H Shares

The number of the proposed Total Placing H Shares will not exceed 192,500,000 Shares which comprise the New H Shares and the Sale H Shares converted from equal number of the Domestic Shares held by TTII in the event that the Social Security Fund decides not to hold such Domestic Shares itself.

The Total Placing H Shares represent approximately 12.07% and 21.45% respectively of the total issued share capital and the issued H Shares of the Company as enlarged by the Placing on the assumption that all the Total Placing H Shares are issued under the Placing.

The New H Shares comprise not more than 175,000,000 new H Shares which represent approximately (i) 12.32% of the existing issued share capital of the Company; and (ii) 10.97% of the issued share capital of the Company as enlarged by the Placing. The Sale H Shares comprise not more than 17,500,000 new H Shares which represent approximately (i) 1.23% of the existing issued share capital of the Company; and (ii) 1.1% of the issued share capital of the Company as enlarged by the Placing.

Pursuant to the State-owned Shares Reduction Regulations, a number of state-owned shares in a joint stock company equivalent to 10% of new shares issued under each fund raising activity of the joint stock company should be transferred to the Social Security Fund. As TTII is a state-owned enterprise and pursuant to the State-owned Shares Reduction Regulations, TTII is required to transfer to the Social Security Fund a number of Domestic Shares held by it equivalent to 10% of the New H Shares to be issued and placed by the Company.

TTII has authorized the Company, in the event that the Social Security Fund decides not to hold the Shares to be transferred to it but to sell them instead, to directly convert such Domestic Shares into H Shares. These Domestic Shares will be converted into H Shares on a one-for-one basis and registered in the name of the Social Security Fund. The completion of the issue of the Sale H Shares is conditional on the completion of the placing of the New H Shares. The Placing Agent is appointed as agent of the Company (for itself and for TTII) for the purpose of procuring the sale of, on a best efforts basis, the New H Shares as well as the Sales H Shares.

Ranking of the Total Placing H Shares

The Total Placing H Shares under the Placing will rank, upon issue, *pari passu* in all respects with the Domestic Shares and H Shares in issue on the date of allotment and issue of the Total Placing H Shares.

LETTER FROM THE BOARD

Placing Price

The Total Placing H Shares will be issued for cash. Upon fulfillment of the conditions precedent set out at paragraph headed "Conditions of the Placing" below, the Company and the Placing Agent will fix all terms and conditions of the Placing, in particular, the Placing Price, subject to a placing agreement, which however, shall not be:

- (a) 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;
- (b) less than the par value of the H Shares; and
- (c) less than the net asset value per Share disclosed in the latest management accounts certified by a Director and provided to the Placing Agent by the Company on the date on which the Placing Price is agreed.

The 15% discount has been determined after arm's length negotiations between the Company and the Placing Agent. The Directors believe that the above pricing mechanism are fair and reasonable and in the interests of the Shareholders as a whole.

In any event, the Placing Price will not be less than RMB0.316 (HK\$0.400 equivalent), which is twice the amount of the audited net asset value per Share referred to above and as stated in the audited financial statements of the Company for the year ended 31 December 2013, in order to ensure that the investor's capabilities and quality and potential issuance risks are taken into account.

With the 15% discount pricing mechanism in place, this can ensure the Placing Price will be set with reference to prevailing market level. The closing price of the Company's H Shares on the date on which the Board approved the proposed issue of New H Shares, which is 13 January 2015, is HK\$0.800. Since the Placing Price of not less than RMB0.316 (HK\$0.400 equivalent) represents a discount of approximately 28% to HK\$0.56 being the lowest closing price of the Company's H Shares in the past 12 months, the Directors consider that there is a reasonable buffer before the final Placing Price is determined and this is fair, reasonable and in the interests of the Shareholders. Nonetheless, in view of the current market conditions and assuming this will continue going forward, the Directors expect that the Placing Price could be higher than the fixed floor price having regard to the market price of the Company's H Shares in the recent year. The Directors consider that it would be in the best interest of Shareholders to fix the exact Placing Price according to the prevailing market conditions after fulfillment of all conditions precedent which will be closer to the time of completion of the Placing. The Directors also consider that after obtaining the Specific Mandate, the Company will actively procure to enter into a placing agreement with the Placing Agent to fix the Placing Price. The Directors will ensure that the Placing Price will be determined after full consideration of existing Shareholders' interests, investors' capabilities and quality, potential issuance risks as well as market practice and conditions. The Directors consider the above pricing mechanism as a whole is fair and reasonable and in the interest of the Shareholders.

LETTER FROM THE BOARD

The Board will make an announcement pursuant to the GEM Listing Rules once the placing agreement is signed with the Placing Agent and the Placing Price is fixed.

Placing Costs

The Company (for itself and on behalf of TTII) shall be responsible for the Placing Agent's commission and all costs, fees and expenses incurred in relation to the Placing. These placing costs shall be determined in the placing agreement to be entered into by the Company and the Placing Agent. Before entering into the placing agreement, the Company is not required to pay any initial payment to the Placing Agent.

Conditions of the Placing

The conditions precedent for the Placing are:

- (a) the CSRC granting the approval of the issue of the Total Placing H Shares;
- (b) the obtaining of the approval of the issue of the Total Placing H Shares, the conversion into not more than 17,500,000 new H Shares from equal number of Domestic Shares held by TTII equivalent to 10% of the proceeds from placing of the New H Shares and the transactions contemplated thereby by a special resolution of the Shareholders at the EGM and the approvals thereof by special resolutions of holders of the Domestic Shares and the H Shares at the Class Meetings conducted in accordance with the Articles;
- (c) TTII having been granted the approval of its shareholding reduction pursuant to the State-owned Shares Reduction Regulations by SASAC and to properly convert equal number of Domestic Shares into the Sale H Shares in the event that the Social Security Fund decides not to hold such Domestic Shares itself;
- (d) the obtaining of all other consents and approvals required for the Placing from relevant regulatory authorities in Hong Kong, the PRC and/or any other relevant jurisdictions, if applicable.

The consents and approvals required under this condition (d) in relation to the PRC relevant authorities comprise the following:

- (i) the approval by SASAC of the transfer by TTII of part of its Domestic Shares to the Social Security Fund to comply with State-owned Shares Reduction Regulations;
- (ii) the consent by the Social Security Fund of the transfer by TTII of part of its Domestic Shares to the Social Security Fund (or sale of the Sale H Shares, as the case may be); and

LETTER FROM THE BOARD

- (iii) the approval by the Ministry of Environmental Protection or its competent local branch at provincial level of the compliance with the environmental protection laws and regulations by the Company, if necessary.
- (e) the Stock Exchange granting listing of and permission to deal in the Total Placing H Shares; and
- (f) the entering into a placing agreement and agreeing on the Placing Price.

All the approval of the relevant PRC authorities has been obtained as follows. SASAC approved the transfer by TTII of part of its Domestic Shares to the Social Security Fund to comply with State-owned Shares Reduction Regulations on 9 January 2013. The Social Security Fund issued a written consent on 16 September 2013 confirming that the Company be authorized to convert those Shares into H Shares into H Shares and sell them under the Placing and pay the proceeds to the Social Security Fund. On 9 May 2014, the CRSC granted the approval of the Placing including the issue of the New H Shares and of the Sale H Shares. No relevant approval from the Ministry of Environmental Protection or its competent authority is required.

As the Company considered it is in the interest of the Company to wait for more favourable and attractive market conditions for the possible placing in 2013 and pursue more quality investors, no placing took place before the lapse of the Previous Specific Mandate on 24 July 2014. The Company has to obtain Specific Mandate for the Placing.

As aforesaid, the foregoing conditions (a), (c) and (d) have been fulfilled as at the Latest Practicable Date. If the condition (b) is fulfilled, the Company will procure to enter into a placing agreement with the Placing Agent at the time to be agreed by the parties. If the conditions (e) and (f) could not be fulfilled within 12 months from the date of passing the special resolution in respect of the Specific Mandate, the issue of the Total Placing H Shares and the transactions contemplated, the Specific Mandate will lapse and no Placing will occur.

As the Social Security Fund decided not to hold such Sale H Shares, it has authorized the Company to make necessary arrangement for the sale of the Sale H Shares which implies that the Company has to convert such Domestic Shares into Sale H Shares first in order to sell them. TTII and the Company are therefore obliged to finish all the related works and proceedings in accordance with applicable laws and regulations. The Social Security Fund will be entitled to all sale proceeds of the Sale H Shares.

The Board will make an announcement pursuant to the GEM Listing Rules upon obtaining the CSRC's approval and the conversion of the Domestic Shares into H Shares.

LETTER FROM THE BOARD

Application for listing

The Company will upon fulfillment of the foregoing conditions (b) and (f) proceed to apply to the Listing Division for the grant of listing of, and permission to deal in all of the Total Placing H Shares.

Reasons for the Placing

The Group is principally engaged in the research and development and commercialization of fertilizer products and health care products.

Stable and growing production of agricultural products is a prerequisite to ensure the safety supply of food in the PRC. The rapid and steady development of chemical fertilizers, as an important production material, carries significant weight. With the growing concern on ecological environment, the concept of developing ecological agriculture is deeply rooted among people and fertilizer products which is energy-saving, highly effective, environmentally friendly and productive, are in huge demand.

Although the current compound fertilizers industry in the PRC possesses a large room for development, the competition is keen. With its own edges and bottoming on the characteristics of the changing market, the Group will continue with its determination in the research, development and operation of new fertilizers, put more efforts on the adjustment of product structure and research on innovative technology and service upgrade, and keep expanding and consolidating the channels in the markets in order to promote its core competitiveness in the future.

With the progress of the PRC government's initiatives in promoting public health and nutrition, the healthy and nutritious products industry kept expanding and the demand for health care food has also kept increasing rapidly. In PRC, the health care food is gradually turning into necessary nutrition supplements for diets from high-end consumer products and gifts. It is expected that the whole industry will step into the "golden period" during which the scale will grow rapidly.

While the Group's health care products are providing healthy and various choices of food to different age profile and different consumer groups, Tianjin Alpha Health Care Products Co., Ltd., a subsidiary of the Group, will take the opportunity brought by the newly opened plants to further optimize product structure, implement mix strategies on marketing and strive to achieve the Group's operating targets of health care food.

With the rapid growth of the Group, expansion of new distribution channels, development of new products, enhancement of its brands and improving the logistic and communication networks, the Group will have a need for raising funds to meet its intense capital requirements.

LETTER FROM THE BOARD

The Directors consider that notwithstanding that the Placing will result in the dilution of the existing shareholding interest of the Shareholders, the Placing represents an opportunity to raise capital for the Company to enhance the general working capital base, to develop the business of the Group and to strengthen the financial position of the Group.

The Directors, including the independent non-executive Directors, consider that the main terms of the Placing as disclosed above are fair and reasonable and that placing of Total Placing H Shares is in the interest of the Company and the Shareholders as a whole.

The Company will ensure that the Placing of the New H Shares and the Sale H Shares will be conducted in compliance with the PRC laws, the Articles and the GEM Listing Rules.

Intended use of proceeds

On the assumption that all the 192,500,000 Total Placing H Shares are issued under the Placing with an indicative placing price of approximately HK\$0.663 per new Placing H Share (being the average closing price of the H Share as quoted on GEM for the 5 consecutive trading days ended on the Latest Practicable Date with a discount of 15%), the expected gross proceeds of the Placing of the New H Shares and the Sale H Shares will be approximately HK\$116,025,000 and HK\$11,602,500 respectively. On the assumption, which is made based on the experience of the Company, that placing commission and all related costs, fees and expenses will represent around 2.5% of the gross proceeds, the expected net proceeds of the Placing of New H Shares and the Sale H Shares will be approximately HK\$113,124,375 and HK\$11,312,437.5 respectively. The net proceeds for the Sale H Shares will be remitted to the Social Security Fund. However, the actual net proceeds of the Placing could only be determined upon signing of the placing agreement by the Company and the Placing Agent.

Investors should note that the final amount of funds raised under the Placing may vary from the above estimate as the actual number of Shares places and the actual Placing Price will only be ascertained upon signing of the placing agreement between the parties.

It is intended the net proceeds from the Placing will be applied as follows:

- (i) as to approximately 60% for the consolidation of the distribution channels and expansion of marketing network of the Group's compound fertilizer and sugar-reducing and sugar-free health products;
- (ii) as to approximately 15% for strengthening the brand development of the Group's compound fertilizer and health foods;
- (iii) as to approximately 10% for the research and development of new products; and
- (iv) as to approximately 15% for the general working capital of the Group which includes but not limited to staff remuneration and office rental.

LETTER FROM THE BOARD

Currently, the Company has no planned acquisition of assets and investments. As mentioned in the paragraph headed “Reasons for the Placing”, the Company will strive to develop its principal business of commercialization of fertilizer products and health care products, strength market competitiveness of its products and enhance its own brands. Thus, the funds raised will be largely utilized in consolidation of distribution of channels and expansion of marketing network of the Group’s products and strengthening their brand development.

Subject to the final amount of the funds raised, the Company expects the proceeds will be utilized as intended within 1 year from the date of completion of the Placing.

Fund raising activities in the past twelve months

The Company has not conducted any fund raising activities in the past twelve months before the Latest Practicable Date.

Effects on shareholding structure

The changes of the shareholding structure of the Company as a result of the Placing, assuming that all of the 192,500,000 Total Placing H Shares are subscribed or purchased in full, and the shareholding of Domestic Shares other than of TTII remains unchanged are as follows:

	As at the Latest Practicable Date		Upon completion of the Placing	
	<i>Number of Shares</i>	%	<i>Number of Shares</i>	%
<i>Domestic Shares</i>				
TTII	200,000,000	14.08	182,500,000	11.44
Gu Hanqing	14,000,000	0.99	14,000,000	0.88
Wenguang Media	12,000,000	0.85	12,000,000	0.75
Wuhuan Building	10,000,000	0.70	10,000,000	0.63
Xie Kehua	9,000,000	0.63	9,000,000	0.56
Xiangyong Investment	180,000,000	12.68	180,000,000	11.29
Zhinong Fertilizers	170,000,000	11.97	170,000,000	10.66
Lvy Fertilizers	120,000,000	8.45	120,000,000	7.52
Subtotal	<u>715,000,000</u>	<u>50.35</u>	<u>697,500,000</u>	<u>43.73</u>
<i>H Shares</i>				
Public Shareholders	705,000,000	49.65	705,000,000	44.20
Placees	<u>–</u>	<u>–</u>	<u>192,500,000</u>	<u>12.07</u>
Total:	<u><u>1,420,000,000</u></u>	<u><u>100.00</u></u>	<u><u>1,595,000,000</u></u>	<u><u>100.00</u></u>

LETTER FROM THE BOARD

Implications under the GEM Listing Rules

TTII is a state-owned entity and a substantial Shareholder holding 14.08% of the existing issued share capital of the Company. TTII is involved in the Placing only to the extent of transferring some of the Domestic Shares it currently owns to the Social Security Fund to comply with State-owned Shares Reduction Regulations. If the Placing is to occur and the Sale H Shares are sold, the proceeds will be remitted to the Social Security Fund. Therefore, TTII's role is a transient one and it will not take part in the Placing for pecuniary gain. Based on the foregoing, the connected transactions requirements of the GEM Listing Rules do not apply.

II. PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The capital structure of the Company is set out in the Articles. The provisions in the Articles concerning the capital structure of the Company are as follows:

1. Article 20 sets out the total issued share capital of the Company and the respective number of the Domestic Shares and the H Shares; and
2. Article 23 sets out the existing total issued share capital of the Company.

The capital structure of the Company will be altered upon completion of the Placing. Accordingly, the Directors will seek from the Shareholders at the EGM and the Class Meetings the approval and authority to amend the Articles to reflect the new capital structure of the Company as a result of the number of New H Shares to be issued and the number of Domestic Shares to be cancelled as a result of conversion into Sale H Shares under the Placing.

Subject to obtaining the approval and authority to make the proposed amendments to the Articles as described above, the Directors will amend the Articles accordingly.

Set out below are the proposed amendments in the event that all of the 192,500,000 new Placing H Shares are subscribed or purchased in full and the shareholding of Domestic Shares other than of TTII remains unchanged:

1. 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 1,420,000,000 ordinary shares, including 715,000,000 domestic invested shares that accounted for 50.35% of the total amount of ordinary shares in issue by the Company and 705,000,000 overseas listed foreign shares that accounted for 49.65% of the total amount of ordinary shares in issue by the Company.

LETTER FROM THE BOARD

The share capital structure of the Company is as follows: 1,420,000,000 ordinary shares, in which 715,000,000 shares are domestic shares, of which 200,000,000 shares held by Tianjin TEDA International Incubator, the promoter, 180,000,000 shares held by Shenzhen Xiangyong Investment Company Limited, 170,000,000 shares held by Shandong Zhinong Fertilizers Company Limited, 120,000,000 shares held by Dongguan Lyve Fertilizers Company Limited, 14,000,000 shares held by Gu Hanqing (顧漢卿), the promoter, 12,000,000 shares held by Guangzhou Wenguang Media Company Limited, 10,000,000 shares held by Beijing Zhongxing Wuhuan Building Materials Company Limited and 9,000,000 shares held by Xie Kehua, the promoter; and 705,000,000 shares held by shareholders of overseas listed foreign shares.”

Proposed amendment:

“Following several times of increase of share capital after its establishment, the Company has issued 1,595,000,000 ordinary shares, including 697,500,000 domestic invested shares that accounted for 43.73% of the total amount of ordinary shares in issue by the Company and 897,500,000 overseas listed foreign shares that accounted for 56.27% of the total amount of ordinary shares in issue by the Company.

The share capital structure of the Company is as follows: 1,595,000,000 ordinary shares, in which 697,500,000 shares are issued domestic invested shares, of which 182,500,000 shares held by Tianjin TEDA International Incubator, the promoter, 180,000,000 shares held by Shenzhen Xiangyong Investment Company Limited, 170,000,000 shares held by Shandong Zhinong Fertilizers Company Limited, 120,000,000 shares held by Dongguan Lyve Fertilizers Company Limited, 14,000,000 shares held by Gu Hanqing (顧漢卿), the promoter, 12,000,000 shares held by Guangzhou Wenguang Media Company Limited, 10,000,000 shares held by Beijing Zhongxing Wuhuan Building Materials Company Limited and 9,000,000 shares held by Xie Kehua, the promoter and 897,500,000 shares held by shareholders of overseas listed foreign shares.”

2. Article 23 of Chapter 3 “Shares and Registered Capital”:

Original

“The registered capital of the Company will increase to RMB142,000,000 after the completion of capital increase in domestic shares. The registered capital of the Company shall be registered with the administration authority for Industry and Commerce and filed with the authority for the examination and approval of companies as authorised by the State Council and the securities regulatory authority under the State Council.”

LETTER FROM THE BOARD

Proposed amendment:

“The registered capital of the Company will increase to RMB159,500,000 after the completion of capital increase. The registered capital of the Company shall be registered with the administration authority for Industry and Commerce and filed with the authority for the examination and approval of companies as authorised by the State Council and the securities regulatory authority under the State Council.”

As the text of the proposed amended Article 20 of Chapter 3 “Shares and Registered Capital” will depend on the number of Shares to be actually placed, subject to obtaining the approval and authority to make the proposed amendments to the Articles as described above, the Directors will amend the Articles accordingly based on the actual number of Shares placed.

SHAREHOLDERS’ MEETINGS

The EGM and the Class Meetings will be convened and held to consider and, if thought fit, to approve, among other things, (i) the proposed granting of the Specific Mandate; (ii) the transactions contemplated under the Placing; and (iii) the proposed amendments of the Articles. Any vote of Shareholders at the EGM and the Class Meetings will be taken by poll.

TTII is a substantial Shareholder holding 14.08% of the existing issued share capital of the Company. As the Company on behalf of TTII may procure the Placing Agent to sell the Sale H Shares pursuant under the Placing, TTII has a material interest in the Placing. TTII and its associates will abstain from voting at the EGM and the Class Meetings.

Save as disclosed above, no other Shareholders or their respective associates has any interests in the Placing, thus no other Shareholders is required to abstain from voting at the EGM and the Class Meetings under the GEM Listing Rules.

Notices of the EGM, the Class Meeting of the holders of Domestic Shares, the Class Meeting of the holders of H Shares to be held at 9:30 a.m., 10:00 a.m. and 10:30 a.m. respectively on Thursday, 16 April 2015 at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the PRC, are set out on pages 18 to 26 of this circular.

The respective reply slips and forms of proxy for use at each of the EGM and the Class Meetings are enclosed. Whether or not you are able to attend (if you are so entitled to) the meetings, you are requested to complete the enclosed reply slips 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 possible and in any event for the reply slips, on or before Thursday, 26 March 2015 and the proxy forms not later than 24 hours before the respective time appointed for holding the relevant meeting. Completion and return of the relevant forms of proxy will not preclude you from attending and voting in person at the meetings or at any adjourned meetings should you so wish.

LETTER FROM THE BOARD

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.

LANGUAGE

This circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text prevails.

RECOMMENDATION

The Directors, including the independent non-executive Directors, consider that the terms of the proposed Specific Mandate in relation to the Placing and the proposed amendments to the Articles are fair and reasonable and that the Placing is in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors, including the independent non-executive Directors, recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM and the relevant Class Meeting.

Yours faithfully,
By order of the Board
Wang Shuxin
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 “EGM”) of the holders of domestic invested shares (“**Domestic Shares**”) of nominal value of RMB0.10 each and the holders of foreign invested shares (“**H 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 9:30 a.m. 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);

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 H 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 Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (the "**Company's H Share Registrar**") not less than 24 hours before the time for holding the meeting or any adjourned meeting.
3. 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.
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 17 March 2015 to 16 April 2015 (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 attendance at 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 16 March 2015 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 Company's Registered Office (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 26 March 2015. Further details are set out in the reply slip and explanation thereto.
7. 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 extraordinary general meeting, and in such event, the proxy form shall be deemed to be revoked.
8. 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



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

NOTICE OF CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

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

NOTICE OF CLASS MEETING OF THE HOLDERS OF DOMESTIC SHARES

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 need 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



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 H SHARES

NOTICE IS HEREBY GIVEN THAT a class meeting of the holders of foreign invested shares (“**H 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 10:30 a.m. (or immediately after the conclusion or adjournment of the class meeting of the holders of domestic invested shares (“**Domestic 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

NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES

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

NOTICE OF CLASS MEETING OF THE HOLDERS OF H SHARES

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 H 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 Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (the "**Company's H Share Registrar**") 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. As regards the holders of H Shares 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 H Share Registrar not later than 16 March 2015 at 4:00 p.m. for registration.
5. Shareholders of the Company who intend to attend the meeting mentioned above should complete and deliver to the office of the Company's H Share Registrar 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 H 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