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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to the action to be taken, you should immediately consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred all your shares** in Tianjin TEDA Biomedical Engineering Company Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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泰 达

天津泰达生物醫學工程股份有限公司

**Tianjin TEDA Biomedical Engineering Company Limited**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 8189)**

**(1) RESIGNATION OF A DIRECTOR,  
(2) PROPOSED APPOINTMENT OF A DIRECTOR,  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A Notice for convening the EGM (as defined in this circular) of the shareholders of the Company to be held at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the People's Republic of China at 9:30 a.m. on Thursday, 29 September 2016, are set out on page 7 to 8 of this circular.

Whether or not you are able to attend the meeting, 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 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 forms of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

12 August 2016

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## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “EXCHANGE”)**

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

“Articles of Association”	the articles of association adopted by the Company as amended from time to time
“associate”	has the meaning as defined in the GEM Listing Rules
“Board”	the board of Directors (including the independent non-executive directors)
“Company”	天津泰達生物醫學工程股份有限公司 (Tianjin TEDA Biomedical Engineering Company Limited), a joint stock company established in the PRC with limited liability whose H Shares are listed and traded on GEM (Stock Code: 8189)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	the domestic 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 for the purpose of approving the proposed appointment of Directors
“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
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“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\$

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shareholder(s)”	Holder(s) of Domestic Shares and H Shares
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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## LETTER FROM THE BOARD

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天津泰達生物醫學工程股份有限公司

### Tianjin TEDA Biomedical Engineering Company Limited

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 8189)**

*Executive Directors:*

Ms. Sun Li (*Chairman and Chief Executive Officer*)

Mr. Hao Zihui (*Vice-Chairman*)

Mr. Wang Shuxin

*Registered Office:*

No. 12 Tai Hua Road

The 5th Avenue

TEDA

Tianjin PRC

*Non-executive Directors:*

Mr. Feng Enqing

Mr. Chen Yingzhong

*Independent non-executive Directors:*

Mr. Guan Tong

Mr. Wu Chen

Mr. Chan Kin sang

12 August 2016

*To the Shareholders*

Dear Sir or Madam,

**(1) RESIGNATION OF A DIRECTOR,  
(2) PROPOSED APPOINTMENT OF A DIRECTOR,  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

On 9 August 2016, the Directors announced that the Board has accepted the resignation of Mr. Ou Linfeng, a non-executive Director from 9 August 2016. To fill up the vacancy, the Board proposes to appoint Mr. Liu Renmu (“**Mr. Liu**”) as a non-executive Director for a term from date of approval by the Shareholders by way of ordinary resolutions at the EGM and expiring on 31 December 2016.

Notice for convening the EGM containing details of the relevant resolutions will be dispatched to the Shareholders as soon as practicable.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with further information in relation to the details of the proposed appointment of Director. Subject to the approval of the Shareholders by way of ordinary resolutions at the EGM, the proposed Director will be appointed for a term commencing from the date of passing the resolutions and expiring on 31 December 2016.

### **PARTICULARS OF PROPOSED DIRECTOR**

Mr. Liu Renmu, aged 52, graduated from the University of California in the United States of America, majoring in marketing, and obtained a bachelor's degree granted by the business school of the University of California, Los Angeles in June 1993. Mr. Liu has been engaged in education and marketing industry for 20 years, with a wealth of marketing experience in education market.

Mr. Liu worked as a sales manager of Jare Auto Inc. (United States) from 1991 to 1995. He was the chairman of the board and chief executive officer of Han Sheng International Inc. (瀚聖國際股份有限公司) from 1997 to 1999 and of Wei Han Internet Limited by Share Ltd. (威瀚資訊網路股份有限公司) from 2000 to 2010. From 2003 to 2008, he was an executive director of Kishow Inc. (力瀚文創股份有限公司). From 2005 to 2008, Mr. Liu served as a committee member of the science and education research center of Taiwan Yuan Ze University. He was the chairman of the board of Beijing Daren Technology Inc. (北京大仁科技股份有限公司) from 2004 to 2011. Since 2011, Mr. Liu has served as the executive director of marketing of Inland Empire Renewable Energy Regional Center (United States).

### **The Emolument of the Director**

The proposed emolument of Mr. Liu is RMB40,000 per annum during his term of service which will be paid in proportion to the actual length of service starting from the date of appointment.

The proposed emolument of Mr. Liu is 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.

### **Service Agreement of the proposed Director**

Mr. Liu will enter into a service agreement with the Company after the proposed ordinary resolution regarding his appointment being passed at the EGM. The newly appointed non-executive Director will serve for a term commencing on the date of approval by Shareholders at the EGM and expiring on 31 December 2016.

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## LETTER FROM THE BOARD

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Save as disclosed in this circular, Mr. Liu does not:

- (a) hold any other position with the Company or other members of the Group nor does he have any relationship with any other directors, supervisor, senior management, substantial shareholders or controlling shareholders of the Company or any of his associates (as defined in the GEM Listing Rules); and
- (b) hold any shares, underlying shares or debentures of the Company and its associated corporations which are required to be disclosed under Part XV of the SFO; and
- (c) have held any position in other companies listed on GEM or the Stock Exchange or any other securities market for the last three years and does not have any other major appointments or professional qualifications.

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 nor 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.

### **EXTRAORDINARY GENERAL MEETING**

According to the Articles of Association of the Company, the proposed appointment of Mr. Liu as a non-executive Director is subject to the approval by the Shareholders by way of ordinary resolutions at EGM.

The EGM will be convened for the purpose of approving the proposed appointment of the non-executive Director. Any vote of Shareholders at EGM must be taken by poll.

Notice of the EGM to be held at 9:30 a.m. on Thursday, 29 September 2016 at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the People's Republic of China, is set out on pages 7 to 8 of this circular.

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## LETTER FROM THE BOARD

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The reply slip and forms of proxy for use at the EGM 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 slip and form of proxy in accordance with the instructions printed thereon and return them to the registered office of the Company at No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, the People's Republic of China (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 slip, on or before Thursday, 8 September 2016 and the proxy forms no later than 24 hours before the time appointed for holding the meeting. Completion and return of the relevant form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meetings should you so wish.

### GENERAL

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

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

### RECOMMENDATION

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

Yours faithfully

By order of the Board

**Tianjin TEDA Biomedical Engineering Company Limited**

**Sun Li**

*Chairman*

Tianjin, the PRC

12 August 2016



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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泰 达

天津泰达生物醫學工程股份有限公司

### Tianjin TEDA Biomedical Engineering Company Limited

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 8189)**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “**EGM**”) of the holders of domestic invested shares (“**Domestic Shares**”) of RMB0.10 each and the holders of foreign invested shares (“**H Shares**”) of RMB0.10 each, in Tianjin TEDA Biomedical Engineering Company Limited (the “**Company**”) will be held at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, the 4th Avenue, TEDA, Tianjin, the People's Republic of China (the “**PRC**”) on Thursday, 29 September 2016 at 9:30 a.m. to consider, if thought fit, pass the following resolutions:

1. to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution:

“**THAT** Mr. Liu Renmu be and is hereby appointed as a non-executive director for an initial term commencing from the date of passing this resolution and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”

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

“**THAT** any director of the Company is and hereby authorized to negotiate the remuneration and the terms and conditions of, and to sign the service contract with the proposed director on behalf of the Company in accordance with the Articles of Association of the Company, the relevant laws of the People's Republic of China and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.”

3. to transact other business.

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

**Sun Li**  
*Chairman*

Tianjin, the PRC  
12 August 2016

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting mentioned above is entitled to appoint one or more proxies to attend and vote at the meeting on his/her/its behalf in accordance with the Articles of Association of the Company. A proxy needs not be a shareholder of the Company.
2. In order to be valid, the 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 (the “**Company’s H Share Registrar**”) of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll 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 24 hours before the time appointed for taking the poll 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 Tuesday, 30 August 2016 to Thursday, 29 September 2016 (both days inclusive), during which no transfer of shares will be registered. As regards the holders of H Shares and in order to ascertain the entitlement to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar not later than Monday, 29 August 2016 at 4:00 p.m. for registration.
6. Shareholders of the Company who intends to attend the meeting mentioned above should complete and deliver to the registered office of the Company (for the holders of Domestic Shares) or the office of the Company’s H Share Registrar (for the holders of H Shares) the enclosed reply slip by Thursday, 8 September 2016. 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 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