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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)**

**COMPLETION OF MAJOR TRANSACTION IN RELATION  
TO THE ACQUISITION OF 51% EQUITY INTEREST  
IN SJKGC INVOLVING THE ISSUE OF CONSIDERATION SHARES  
UNDER SPECIFIC MANDATE**

Reference is made to the announcements of Tianjin TEDA Biomedical Engineering Company Limited (the “**Company**”) dated 24 April 2016 and 28 April 2016 and the circular of the Company dated 25 July 2016 (the “**Circular**”) in relation to the Acquisition. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all conditions precedent under the Agreement have been fulfilled and the Completion took place on 17 March 2017. The Company has nominated HONGKONG TEDA Biomedical Investment Limited (香港泰達生物投資有限公司) (“**HK TEDA**”), an indirect wholly-owned subsidiary of the Company, as its nominee to hold the Sale Shares on its behalf and a new shareholders’ agreement of SJKGC has been entered into amongst the Vendor, HK TEDA and SJKGC on 17 March 2017, which terms and conditions are substantially the same as those set out in the Shareholder Agreement (which in turn has been terminated.) Following the Completion, SJKGC has become a non-wholly-owned subsidiary of the Company and its financial information will be consolidated into the Company’s financial statements.

In accordance with the terms of the Agreement, upon Completion, the Company has allotted and issued 100,000,000 Consideration Shares at the issue price of HK\$1.60 each to the Vendor as part of the Consideration.

## CHANGES OF SHAREHOLDING STRUCTURE

To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the following table sets out the shareholding structure of the Company (i) immediately before the Completion and the allotment and issue of Consideration Shares; and (ii) immediately after the Completion and the allotment and issue of Consideration Shares:

Holders of Domestic Shares or H Shares	(i) immediately before the Completion and the allotment and issue of Consideration Shares		(ii) immediately after the Completion and the allotment and issue of Consideration Shares	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
<b>Domestic Shares</b>				
Tianjin TEDA International Incubator	182,500,000	11.44	182,500,000	10.77
Gu Hanqing	14,000,000	0.88	14,000,000	0.83
Xie Kehua	9,000,000	0.56	9,000,000	0.53
Guangzhou Wenguang Media Company Limited	12,000,000	0.75	12,000,000	0.71
Beijing ZhongxingWuhuan Building Materials Company Limited	10,000,000	0.63	10,000,000	0.59
Shenzhen Xiangyong Investment Company Limited	180,000,000	11.29	180,000,000	10.62
Shandong Zhinong Fertilizers Company Limited	170,000,000	10.66	170,000,000	10.03
Dongguan Lvye Fertilizers Company Limited	120,000,000	7.52	120,000,000	7.08
Sub-total	<u>697,500,000</u>	<u>43.73</u>	<u>697,500,000</u>	<u>41.15</u>
<b>H Shares</b>				
Public Shareholders	897,500,000	56.27	897,500,000	52.95
Vendor	–	–	100,000,000	5.90
<b>Total</b>	<u><b>1,595,000,000</b></u>	<u><b>100.00</b></u>	<u><b>1,695,000,000</b></u>	<u><b>100.00</b></u>

By order of the Board

**Tianjin TEDA Biomedical Engineering Company Limited**

**Sun Li**

*Chairman*

Tianjin, the PRC

17 March 2017

*As at the date of this announcement, the executive Directors of the Company are Sun Li, Hao Zhihui and Liu Renmu; the non-executive Directors of the Company are Chen Yingzhong, Feng Enqing and Li Ximing; the independent non-executive Directors of the Company are Li Xudong, Duan Zhongpeng and Gao Chun.*

*This announcement, for which the directors are willing to 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 that the information contained in this announcement is accurate and complete in all material respects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its posting, and it will also be published and remain on the website of the Company at [www.bioteda.com](http://www.bioteda.com).*