
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.



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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

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 Friday, 29 September 2017, are set out on page 9 to 11 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 on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

14 August 2017

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

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.

DEFINITIONS

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

“Administration of Industry and Commence”	Tianjin Administration of Industry and Commence of the PRC
“Articles of Association”	the articles of association adopted by the Company on 25 May 2002 (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
“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

DEFINITIONS

“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”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	person which is/are not connected with any of the directors, supervisors, chief executive, promoters, substantial shareholders or management shareholders (both as defined in the GEM Listing Rules) of the Company and of its subsidiaries and their respective associates (as defined in the GEM Listing Rules) and is/are not a connected person (as defined in the GEM Listing Rules)
“MOC”	Ministry of Commerce 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)”	the shareholder(s) of the Company
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	The supervisor(s) of the Company
“%”	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:

Ms. Sun Li

Mr. Hao Zhihui

Mr. Liu Renmu

Registered Office:

No. 12 Tai Hua Road

The 5th Avenue

TEDA

Tianjin PRC

Non-executive Directors:

Mr. Chen Yingzhong

Mr. Feng Enqing

Mr. Li Ximing

Independent non-executive Directors:

Mr. Li Xudong

Mr. Duan Zhongpeng

Ms. Gao Chun

14 August 2017

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

On 11 August 2017, the Directors also announced the proposed amendments to the Articles of Association of the Company so as to reflect the transfer by the holders of Domestic Shares of the Company of their share equity in the Company, which are subject to the approval of the Shareholders at the EGM by way of special resolutions and the fulfilment of filing requirements with the Administration of Industry and Commerce.

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

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, inter alia, the details in relation to (i) the special resolutions on the proposed amendments to the Articles of Association, all to be submitted to the EGM for approval; and (ii) the notice convening the EGM.

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Transfer of Domestic Shares

On 26 July 2017, Guangzhou Wenguang Media Company Limited (“Guangzhou Wenguang”), as the seller, entered into an agreement with Shandong Zhinong Fertilizers Company Limited (“Shandong Zhinong”) to transfer 10,000,000 Domestic Shares of the Company to Shandong Zhinong, representing 0.59% of the total issued share capital of the Company.

The shareholding structure of the Company as at the date of this circular and immediately upon the completion of the above transfer are set out below:

Holders of domestic shares or H shares	As at the date of this circular		Immediately upon the completion of the above transfer	
	Number of Shares	%	Number of Shares	%
Domestic Shares				
Tianjin TEDA				
International Incubator	182,500,000	10.77	182,500,000	10.77
Gu Hanqing	14,000,000	0.83	14,000,000	0.83
Xie Kehua	9,000,000	0.53	9,000,000	0.53
Guangzhou Wenguang Media Company Limited	12,000,000	0.71	2,000,000	0.12
Shenzhen Xiangyong Investment Company Limited	180,000,000	10.62	180,000,000	10.62
Shandong Zhinong Fertilizers Company Limited	170,000,000	10.03	180,000,000	10.62
Dongguan Lvye Fertilizers Company Limited	120,000,000	7.08	120,000,000	7.08
Beijing Jinbaida Information Technology Company Limited	10,000,000	0.59	10,000,000	0.59
Sub-total	697,500,000	41.15	697,500,000	41.15
H shares				
Shu Ju Ku Inc.	100,000,000	5.90	100,000,000	5.90
Public Shareholders	897,500,000	52.95	897,500,000	52.95
Total	1,695,000,000	100.00	1,695,000,000	100.00

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, Shandong Zhinong and its ultimate beneficial owner are Independent Third Parties.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders at the EGM by way of special resolutions and the fulfilment of filing requirements with the Administration of Industry and Commerce. Upon the completion of the above transfer, Guangzhou Wenguang will hold 2,000,000 Domestic Shares of the Company, representing 0.12% of the total issued share capital of the Company.

The Board proposed to amend Article 20 to the Articles of Association in the following manner, so as to reflect the transfer of 10,000,000 Domestic Shares of the Company to Shandong Zhinong.

Article 20 to the Articles of Association sets out the total issued share capital of the Company and the respective number of the Domestic Shares and H Shares. Subject to obtaining the approval and authority to make the proposed amendments to the Articles of Association as described above, the Directors will amend the Articles of Association accordingly. Set out below are the proposed amendments:

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 1,695,000,000 ordinary shares, including 697,500,000 domestic shares that accounted for 41.15% of the total amount of ordinary shares in issue by the Company and 997,500,000 overseas listed foreign shares that accounted for 58.85% 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: 1,695,000,000 ordinary shares, in which 697,500,000 shares are domestic shares, of which:

1. 182,500,000 shares held by Tianjin TEDA International Incubator, the promoter, whose shareholding accounted for 10.77%. A capital contribution was made in cash and it has been paid.
2. 14,000,000 shares held by Gu Hanqing (顧漢卿), the promoter, whose shareholding accounted for 0.83%. A capital contribution was made in cash and it has been paid.
3. 9,000,000 shares held by Xie Kehua, the promoter, whose shareholding accounted for 0.53%. A capital contribution was made in cash and it has been paid.
4. 180,000,000 shares held by Shenzhen Xiangyong Investment Company Limited, whose shareholding accounted for 10.62%. A capital contribution was made in cash and it has been paid.
5. 170,000,000 shares held by Shandong Zhinong Fertilizers Company Limited, whose shareholding accounted for 10.03%. A capital contribution was made in cash and it has been paid.
6. 120,000,000 shares held by Dongguan Lvye Fertilizers Company Limited, whose shareholding accounted for 7.08%. A capital contribution was made in cash and it has been paid.
7. 12,000,000 shares held by Guangzhou Wenguang Media Company Limited, whose shareholding accounted for 0.71%. A capital contribution was made in cash and it has been paid.
8. 10,000,000 shares held by Beijing Jinbaida Information Technology Company Limited (北京金百達信息技術有限公司), whose shareholding accounted for 0.59%. A capital contribution was made in cash and it has been paid, respectively.

997,500,000 shares held by shareholders of overseas listed foreign shares, whose shareholding accounted for 58.85%. A capital contribution was made in cash.”

Proposed amendments:

“Following several times of increase of share capital after its establishment, the Company has issued 1,695,000,000 ordinary shares, including 697,500,000 domestic shares that accounted for 41.15% of the total amount of ordinary shares in issue by the Company and 997,500,000 overseas listed foreign shares that accounted for 58.85% 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: 1,695,000,000 ordinary shares, in which 697,500,000 shares are domestic shares, of which:

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2. 14,000,000 shares held by Gu Hanqing (顧漢卿), the promoter, whose shareholding accounted for 0.83%. A capital contribution was made in cash and it has been paid.
3. 9,000,000 shares held by Xie Kehua, the promoter, whose shareholding accounted for 0.53%. A capital contribution was made in cash and it has been paid.
4. 180,000,000 shares held by Shenzhen Xiangyong Investment Company Limited, whose shareholding accounted for 10.62%. A capital contribution was made in cash and it has been paid.
5. 180,000,000 shares held by Shandong Zhinong Fertilizers Company Limited, whose shareholding accounted for 10.62%. A capital contribution was made in cash and it has been paid.
6. 120,000,000 shares held by Dongguan Lvye Fertilizers Company Limited, whose shareholding accounted for 7.08%. A capital contribution was made in cash and it has been paid.
7. 2,000,000 shares held by Guangzhou Wenguang Media Company Limited, whose shareholding accounted for 0.12%. A capital contribution was made in cash and it has been paid.
8. 10,000,000 shares held by Beijing Jinbaida Information Technology Company Limited (北京金百達信息技術有限公司), whose shareholding accounted for 0.59%. A capital contribution was made in cash and it has been paid, respectively.

997,500,000 shares held by shareholders of overseas listed foreign shares, whose shareholding accounted for 58.85%. A capital contribution was made in cash.”

(2) EGM

The EGM will be convened for the purposes of (amongst others) approving the proposed amendments to the Articles of Association. Any vote of the Shareholders at the EGM must be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

Notice of the EGM to be held at 9:30 a.m. on Friday, 29 September 2017 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 9 to 11 of this circular.

LETTER FROM THE BOARD

The reply slip and form of proxy for use at the EGM are enclosed. Whether or not you are able to attend (if you are so entitled to) the meeting, 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 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 practicable and in any event, for the reply slip, on or before Friday, 8 September 2017, and for the form of proxy, 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

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 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 Friday, 29 September 2017 at 9:30 a.m. to consider and, if thought fit, pass the following resolutions:

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

“**THAT** Article 20 to the Articles of Association be amended as the followings upon having obtained the approval of the Shareholders of the Company and the fulfilment of the filing requirements with the Administration of Industry and Commence:

Following several times of increase of share capital after its establishment, the Company has issued 1,695,000,000 ordinary shares, including 697,500,000 domestic shares that accounted for 41.15% of the total amount of ordinary shares in issue by the Company and 997,500,000 overseas listed foreign shares that accounted for 58.85% of the total amount of ordinary shares in issue by the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING

The share capital structure of the Company is as follows: 1,695,000,000 ordinary shares, in which 697,500,000 shares are domestic shares, of which: 1. 182,500,000 shares held by Tianjin TEDA International Incubator, the promoter, whose shareholding accounted for 10.77%. A capital contribution was made in cash and it has been paid. 2. 14,000,000 shares held by Gu Hanqing (顧漢卿), the promoter, whose shareholding accounted for 0.83%. A capital contribution was made in cash and it has been paid. 3. 9,000,000 shares held by Xie Kehua, the promoter, whose shareholding accounted for 0.53%. A capital contribution was made in cash and it has been paid. 4. 180,000,000 shares held by Shenzhen Xiangyong Investment Company Limited, whose shareholding accounted for 10.62%. A capital contribution was made in cash and it has been paid. 5. 180,000,000 shares held by Shandong Zhinong Fertilizers Company Limited, whose shareholding accounted for 10.62%. A capital contribution was made in cash and it has been paid. 6. 120,000,000 shares held by Dongguan Lvye Fertilizers Company Limited, whose shareholding accounted for 7.08%. A capital contribution was made in cash and it has been paid. 7. 2,000,000 shares held by Guangzhou Wenguang Media Company Limited, whose shareholding accounted for 0.12%. A capital contribution was made in cash and it has been paid. 8. 10,000,000 shares held by Beijing Jinbaida Information Technology Company Limited (北京金百達信息技術有限公司), whose shareholding accounted for 0.59%. A capital contribution was made in cash and it has been paid, respectively. 997,500,000 shares held by shareholders of overseas listed foreign shares, whose shareholding accounted for 58.85%. A capital contribution was made in cash.”

2. to transact other business.

By order of the Board
Tianjin TEDA Biomedical Engineering Company Limited
Sun Li
Chairman

Tianjin, the PRC

14 August 2017

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 form of proxy of the holders of H Shares of the Company and, if such form of proxy 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 appointed for holding the meeting or any adjourned meeting or 24 hours before the time appointed for taking the poll.
3. In order to be valid, the form of proxy of the holders of Domestic Shares and, if such form of proxy 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 appointed for holding the meeting or any adjourned meeting or 24 hours before the time appointed for taking the poll.
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 Monday, 28 August 2017 to Friday, 29 September 2017 (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 Friday, 25 August 2017 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 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 Friday, 8 September 2017. Further details are set out in the reply slip and explanation thereto.
7. Completion and delivery of the form of proxy 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 the EGM, and in such event, the form of proxy 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