



泰 达

天津泰达生物医学工程股份有限公司
Tianjin TEDA Biomedical Engineering Company Limited
(a joint stock company incorporated in the People's of China with Limited liability)
(Stock code: 8189)

Procedure in respect of the nomination of director candidates by shareholders

I. The Composition and the term of the Board of Directors

In accordance with the provisions of the existing Articles of Association of the Company, the Board shall comprise nine directors of the Company ("Director") including three executive Directors, three non-executive Directors and three independent non-executive Directors. The Directors shall serve a term of three years with effect from the date of passing a resolution for their appointment at a relevant general meeting of the Company. Directors may be reelected upon expiry of their terms. The Board of Directors shall have 1 chairman and 1 deputy chairman, which may be appointed or removed by a majority of all Directors. The chairman and deputy chairman shall serve a term of three years and may be reelected.

II. Procedure in respect of nomination of director candidates by shareholders of the Company

1. Pursuant to Article 99 of the Company's Articles of Associations, if a shareholder would like to recommend a person other than retiring Directors or candidates recommended by the Directors to be elected as a Director in a general meeting, the shareholder who is qualified to attend and vote in the general meeting shall sign a notice of nomination (the "**notice of nomination**") in writing and the nominated person shall sign a notice indicating his willingness to stand for the election (collectively the "**notices**") and send the notices to the following addresses:
 - (a) 9th Floor, Block A2, Tianda HI-Tech Park, No. 80, the 4th Avenue TEDA Tianjin, PRC; or
 - (b) Hong Kong Share Registrar and Transfer Office (Computershare Hong Kong Investor Services Ltd.) at Rooms 1712-1716, 17th Floor Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
2. The notice of nomination shall state the full name of the nominating shareholder, his/her shareholding in the shares of the Company, and the full name and details of the curriculum vitae of the nominated person, including the relevant qualification and experience, required under Rule 17.50(2) of the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.
3. The notices shall be submitted from the following day of dispatching the notice of the general meeting on election of Directors to 7 days prior to such general meeting; with a minimum period of 7 days.
4. The Company shall propose a motion to the general meeting for considering the proposed election of the nominated person(s).
5. All resolutions at the general meeting of the Company shall be decided by way of poll, in which each shareholder may vote for director candidates according to the number of shares held. Director candidates may be appointed or removed by ordinary resolution, i.e. more than half of the shares held by all shareholders present.

Tianjin, the PRC, 29 March 2012