

## IMPORTANT

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**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)**

### APPOINTMENT OF DIRECTOR AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Tianjin TEDA Biomedical Engineering Company Limited 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 Tuesday, 19 May 2009 is set out on pages 5 to 7 of this circular.

This circular, for which the directors of the Company Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

*This circular will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the day of its posting.*

25 March 2009

## 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 expressions shall have the following meanings unless the context indicates otherwise:*

“AGM”	the Annual General Meeting 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, on Tuesday, 19 May 2009 at 9:30 a.m., notice of which is set out on pages 5 to 7 of this circular, or any adjournment thereof
“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)
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Notice”	the Notice of the AGM issued by the Company on 25 March 2009 and set out on pages 5 to 7 of this circular
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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. Xie Kehua

*Non-executive Directors:*

Mr. Feng Enqing

Mr. Xie Guangbei

Wang Xiaofa

*Registered Office:*

No. 12 Tai Hua Road

The 5th Avenue

TEDA

Tianjin

PRC

*Independent non-executive Directors:*

Professor Xian Guoming

Mr. Wu Chen

Mr. Guan Tong

25 March 2009

**APPOINTMENT OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

*To: Shareholders*

Dear Sir/Madam,

**A. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the following resolutions to be proposed at the AGM:

- (a) appointment of an executive director; and
- (b) other ordinary businesses to be considered at the AGM, including, among others, the approval and adoption of the audited financial statements and reports of the Directors and the Supervisory Committee for the year ended 31 Decembers 2008, the appointment of the incumbent auditors and the authorization to the Directors to fix audit fees.

## LETTER FROM THE BOARD

### B. THE PROPOSED APPOINTMENT OF A DIRECTOR

Mr. Hao Zhihui (“Mr. Hao”), aged 47, graduated from Tianjin Medical University in August 1984 with a bachelor’s degree in medicine and thereafter taught in the University till 1995. He also completed his master’s degree in Medicine offered by the same university in October 1992. From May 1995 to August 1997, he was in charge of production and technology in DPC (Tianjin) Co., Ltd (天津德普生物技術和醫學產品有限公司). From September 1997 to September 2000, he worked in Tianjin TEDA International Incubator as the head of the Medicine Industry Department (醫藥產業部部長). From September 2002 to March 2004, he studied Business Administration Major in the School of Continuing Education of Tsinghua University. From September 2000 to August 2006, he assumed the posts of chief investment officer, chairman of the Supervisory Committee and executive vice president (常務副總裁) in the Company. He has been the President of the Company since August 2006.

It will be proposed at the AGM that the Board be authorized to fix his remuneration. The basis of the remuneration of Mr. Hao will be in line with the remunerations of existing executive directors which was determined on the basis of prevailing market rate and the recommendation of the remuneration committee of the Company. Subject to approval at the AGM, Mr. Hao’s appointment will be for a term to be ended on 31 December 2010 and his annual basic salaries will be RMB250,000.

Mr. Hao does not hold any interests or short positions in any shares, underlying shares or debentures of the Company which are required to be disclosed under Part XV of the Securities and Future Ordinance (Chapter 571 of the laws of Hong Kong). In addition, save as disclosed Mr. Hao does not hold any other position with the Company or other members of the Company’s group and has not held any position in other companies listed on GEM or the Stock Exchange for the last three years.

Mr. Hao is independent of and not connected with any promoter, director, chief executive, supervisor, senior management, management shareholder and substantial shareholder of the Company or any of its subsidiaries or an associate of any of them.

The Company had confirmed that there is no other matter which has to be brought to the attention of holders of securities of the Company in respect of the proposed appointment of Mr. Hao and there is no other information discloseable pursuant to any requirements set out in items (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

Subject to Article 99 of the Articles of Association, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the share registrar of the Company, Computershare Hong Kong Investor Services Limited of Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or the Company’s registered address at No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, the PRC, at least seven (7) days before the date of the AGM. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is duly received after the printing of this circular, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

## LETTER FROM THE BOARD

### C. AGM

The Notice is set out on pages 5 and 7 of this circular. An ordinary resolution will be proposed at the AGM to approve the proposed appointment of a director.

A form of proxy for use at the AGM is enclosed. Whether or not you are able to attend the AGM, please complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's registered address (for holders of the domestic shares of the Company) or Computershare Hong Kong Investor Services Limited, the share registrar of the Company in Hong Kong, (for holders of the H shares of the Company) as soon as possible and, in any event, so as to be received not less than 24 hours before the time appointed for the holding of the AGM. Completion and delivery of the form of proxy will not prevent you from attending and voting at the AGM if you so wish.

### D. VOTE BY POLL

Pursuant to Rule 17.47 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 77 of the Articles of Association.

### E. RECOMMENDATION

The Directors consider the proposed appointment of a new executive director is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM.

Yours faithfully,  
By order of the Board  
**Wang Shuxin**  
*Chairman*

# NOTICE OF ANNUAL 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (“AGM”) of 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 Tuesday, 19 May 2009 at 9:30 a.m. to consider, if thought fit, passing the following resolutions as ordinary resolutions:

1. To approve the report of the directors’ of the Company for 2008.
2. To approve the report of the Supervisory Committee of the Company for 2008.
3. To approve the audited consolidated accounts of the Company for the year ended 31 December 2008.
4. To approve the proposal of appointing Shu Lun Pan Horwath Hong Kong CPA Limited as auditors of the Company for the financial year of 2009 and authorize the Directors of the Company to fix their remuneration.
5. To approve the following appointment of an executive director:

“**THAT** Mr. Hao Zhihui be and is hereby appointed as an executive director of the Company for an initial term commencing from the date of this resolution and expiring on 31 December 2010 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into between him and the Company and the directors of the Company are and hereby authorized to negotiate and determine the remuneration and the terms and conditions thereof, and to sign the service contract with him 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.”

## NOTICE OF ANNUAL GENERAL MEETING

6. To transact any other business.

By order of the Board  
**Wang Shuxin**  
Chairman

Tianjin, China  
25 March 2009

*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 or 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 the H Shares of the Company 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 Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (the "Company's Share Registrar") not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.
3. In order to be valid, the proxy form of the holder of the Domestic Shares of the Company 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.
4. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of the shareholders of the Company will be closed from 18 April 2009 to 19 May 2009 (both days inclusive), during which no transfer of shares of the Company will be registered. As regards holders of H Shares of the Company 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 Share Registrar not later than 17 April 2009 at 4:00 p.m. for registration.
6. Shareholders of the Company who intend to attend the meeting mentioned above should complete and deliver the reply slip for attendance to the Company's Share Registrar or the registered address of the Company by hand, post or fax not later than 29 April 2009.
7. 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) 59816909

*As at the date of this notice, the Board comprises of two executive Directors, being Mr. Wang Shuxin and Mr. Xie Kehua; three non-executive Directors, being Mr. Feng Enqing, Mr. Xie Guangbei and Mr. Wang Xiaofa and three independent non-executive Directors, being Professor Xian Guoming, Mr. Wu Chen and Mr. Guan Tong.*



## NOTICE OF ANNUAL GENERAL MEETING

*This notice, for which the directors of Tianjin TEDA Biomedical Engineering Company Limited (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Tianjin TEDA Biomedical Engineering Company Limited. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this notice is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this notice misleading; and (3) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This notice will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the day of its posting.*