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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)

**PROPOSED APPOINTMENT
AND
RE-ELECTION OF DIRECTORS AND SUPERVISORS**

SUMMARY

Proposed appointment and re-election of Directors and Supervisors

The Board would like to announce that the term of the service contracts of all the directors and supervisors of the Company will expire on 31 December 2010 and all Retiring Directors (except Mr. Wang Xiaofa and Mr. Xian Guoming) and all Retiring Supervisors (except Mr. Yuan Wei) offer themselves for re-election.

With the expiration of the term of service of Mr. Wang Xiaofa as a non-executive director, Professor Xian Guoming as an independent non-executive director and Mr. Yuan Wei as a supervisor of the Company, the Board proposes to appoint Mr. Wei Jingquan as a non-executive director, Mr. Cao Kai as an independent non-executive director and Ms. Yang Chunyan as a supervisor of the Company.

The re-election and the proposed appointments are subject to approval of the Shareholders by way of ordinary resolution at the EGM. Notice for convening the EGM containing details of the relevant resolutions will be dispatched to the Shareholders as soon as practicable.

CESSATION OF THE TERMS OF SERVICES AND PROPOSED APPOINTMENT/RE-ELECTION OF DIRECTORS AND SUPERVISORS

The Board would like to announce that the term of the service contracts of all existing Directors and Supervisors will expire on 31 December 2010. Except Mr. Wang Xiaofa, a non-executive director, Professor Xian Guoming, an independent non-executive Director and Mr. Yuan Wei, a Supervisor do not offer themselves for election, all of the other (i)

executive directors, non-executive directors and independent non-executive directors of the Company (collectively the “**Retiring Directors**”) and (ii) the supervisors and the independent supervisors of the Company (collectively the “**Retiring Supervisors**”) offer themselves for re-election.

Mr. Wang Xiaofa did not offer himself for election as a non-executive Director due to his plans to spend more time on his other business commitments. Professor Xian Guoming did not offer himself for election as an independent non-executive Director as he wishes to allocate more time to develop his own career. Mr. Yuan Wei did not offer himself for election as a Supervisor due to his retirement arrangement.

Each of Mr. Wang Xiaofa, Professor Xian Guoming has confirmed that they have no disagreement with the Board while Mr. Yuan Wei has confirmed that he has no disagreement with the Supervisor’s committee. In addition, each of Mr. Wang Xiaofa, Professor Xian Guoming and Mr. Yuan Wei has confirmed that there are no other matters that should be brought to the attention of the shareholders of the Company in connection with their cessation as a Director or Supervisor. Save as disclosed, the Board is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company in respect of their cessation.

In view of Mr. Wang Xiaofa, Professor Xian Guoming and Mr. Yuan Wei do not offer themselves for re-election and their tenure will expire on 31 December 2010, the Board proposes to appoint Mr. Wei Jingquan as a non-executive director, Mr. Cao Kai as an independent non-executive director and Ms. Yang Chunyan as a supervisor of the Company to fill in the vacancies.

Subject to approval of the Shareholders by way of ordinary resolution at the EGM, all the proposed directors and supervisors of the Company will be appointed for a term of three years commencing from 1 January 2011 and expiring on 31 December 2013.

PARTICULARS OF THE PROPOSED DIRECTORS AND SUPERVISORS

The following are the particulars of the proposed new Director, new Supervisor, the Retiring Directors and the Retiring Supervisors offering for appointment or re-election at the EGM:

(i) General information

Executive Directors

Mr. Wang Shuxin, aged 46, has been an executive director of the Company and the Chairman of the Board since September 2000. He is responsible for the Company’s strategic planning and business development. Mr. Wang was instrumental in the establishment of Tianjin TEDA International Incubator (天津泰達國際創業中心) (“**TTII**”) in April 1996. He has been the supervisor of TTII since 1996 and has held the position of Chairman of TTII since December 1997. He subsequently became involved in the establishment of Tianjin TEDA Institute of Biomaterials and Medical Engineering (天津開發區泰達生物材料與醫學工程研究所) and has been the legal representative of

it since January 1998. He graduated from Tianjin University (天津大學) in 1988 with a master's degree in Organic Chemical Engineering (有機化工專業). In February 1999, he obtained a postgraduate qualification in accounting from Tianjin University of Finance and Economics (天津財經大學). In 1997, He participated in the commercialization of the technology relating to clinical catheters and received one of the Ten Outstanding Youth awards (十大傑出青年) in 1998. In 1999, he led the establishment of an enterprise postdoctoral research workstation in Tianjin Economic – Technological Development Area (天津經濟技術開發區).

Mr. Hao Zhihui, aged 49, has been appointed as an executive director of the Company since May 2009. He 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 August 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 TTII 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. He also has been appointed as the director of Guangdong Fulilong Compound Fertilizers Co., Ltd. and Tianjin Alpha HealthCare Products Co., Ltd.

Mr. Xie Kehua, aged 54, has been appointed as an executive director of the Company since September 2000. He has been appointed as the director and general manager of Tianjin Alpha Health Care Products Co., Ltd. (天津阿爾發保健品有限公司) (“Alpha”). Mr. Xie graduated from Chinese Traditional Medicine Department of Heilongjiang Institute of Commerce (黑龍江商學院中藥系) in July 1982 with a bachelor degree. Mr. Xie was appointed as the chief engineer of the Chinese medicine factory (中藥制藥廠) under the Tianjin Chinese Medicine Group (天津中藥集團) and was the supervisor of Hangzhou Wanaha Group Research and Development Centre (杭州娃哈哈集團科研開發中心). He was awarded the Best Scholar of New Products (新品狀元) and became leader of the Initiation of Technology Development (新品開發帶頭人) in 1992 and was further recognized as a senior engineer in 1995. Mr. Xie was appointed as one of the first directors and the first manager of Alpha in August 1994. Mr. Xie is interested in 9,000,000 (approximately 0.95%) domestic shares of the Company.

Non-executive Directors

Mr. Feng Enqing, aged 51, has been appointed as a non-executive director of the Company since September 2000. He graduated from Tianjin Industrial University (天津工業大學) in 1982 with a degree in textile chemical engineering (紡織化學工程) and joined TTII as the project manager in 1996. He was previously the supervisor and chief engineer of Tianjin Xinggang Textile Manufacture (天津新港紡織廠). Mr. Feng is a director of Alpha and the chief engineer of TTII.

Mr. Xie Guangbei, aged 56, has been appointed as a non-executive director of the Company since November 2003 graduated from Nankai University in 1993 with a master's degree in Economics. In 1998, he was granted a MBA degree from Rensselaer Polytechnic Institute in Troy, New York, US. He is the investment and financial consultant of the Office of Residential Property Commercialization headed by the Ministry of Construction. He is also the vice chairman and president of Tianjin Securities Investment Consulting Company Limited (天津證券投資諮詢有限公司). He was an engineer of the Business Department of China Shizheng Huabei College of Design (中國市政華北設計院計畫經營處), director and deputy general manager and senior engineer of Tianjin Eastern International Engineering Consultancy (天津東方國際工程諮詢). He was appointed as an independent supervisor of the Company from November 2000 to November 2003.

Mr. Wei Jingquan, aged 32, graduated from Nanchang University in July 2000 with a bachelor's degree in Chemical Engineering and Process (化工工藝). He worked in the Plastic Corp. of Grace T.H.W. Group (宏仁集團塑膠廠) in Guangzhou as the vice chief of the technology section from October 2001 to November 2002. From December 2002 to June 2006, he held various positions in Guangdong Fulilong Compound Fertilizers Co., Ltd. (廣東福利龍複合肥有限公司) (“Guangdong Fulilong”), including manager of the human resources department, manager of the production department, manager of the quality control department, deputy director of the technology center, assistant to general manager and vice general manager. He was appointed as the general manager of Guangdong Fulilong in July 2006. In September 2007, he received a master's degree in industrial engineering (工業工程) from the School of Business Administration of South China University of Technology. He is also an editor of the journal Guangdong Fertilizer Industry (《廣東肥業》).

Independent Non-executive Directors

Mr. Guan Tong, aged 42, has been appointed as an independent non-executive director of the Company from September 2005. He graduated from the Enterprise Management Faculty (企業管理系) of Nankai University (南開大學) of China in 1993. He was appointed as an accountant of Tianjin Zhonghuan Industrial and Development Company (天津中環實業開發公司) from 1991 to 1997 and as a Financial Manager of Tianjin LG Electronic Company Limited (天津LG電子有限公司) from 1997 to 1999. Mr. Guan became a qualified PRC Certified Public Accountant in July 2001 and a PRC qualified valuer in October 2003. During the period from 1999 to 2004, Mr. Guan worked with Tianjin Tiandi Certified Public Accountants (天津天地會計師事務所) involving in the audit work of various types of domestic and foreign investment enterprises and in asset valuation. He also participated in the auditing work of a private enterprise in Tianjin which was applying for its shares to be listed on the Singapore Exchange Securities Trading Limited in Singapore. From September 2004, Mr. Guan works with Tianjin Star Point Certified Public Accountants (天津起點會計師事務所) as audit manager.

Mr. Wu Chen, aged 66, has been appointed as an independent non-executive director of the Company since September 2006. He graduated from the Chemical Engineering Department of Tianjin College of Engineering in 1970. He was involved in the N.P. compound fertilizer project and awarded the second prize winner of excellent scientific and technological achievements in 1982. In April 1990 and December 1991, Mr. Wu was

respectively awarded the second and the third prizes by Tianjin Nanjiao District People's Government and Validation Committee of National Spark Award (國家星火獎評審委員會) for his contributions in the transformation of compound fertilizer production line and the development of series of compound fertilizer products. In addition, he was recognized as the senior engineer by the Tianjin Engineering, Technological and Chemical Professional Senior Qualification Review Committee (天津市工程技術化工專業高級資格評審委員會) and given a certificate by Tianjin Municipal Personnel Bureau (天津人事局) in April 1996.

Mr. Cao Kai, aged 54, graduated from Northwest College of Agronomy with a bachelor's degree in 1985. He is a high-end fertilizer formulator and a council member of the China Agro-technological Extension Association (中國農業技術推廣協會), an expert of the Annual Conference for Chinese Experts on Fertilizer Industry (中國肥料業專家年會). In April 2005, he also assumes the position of agricultural extension researcher (推廣研究員). On 15 January 2006, he joined the Shandong Technology Development Center (山東省技術開發服務中心) as the deputy director of Shandong Xinghuo Science and Technology Service Center (山東星火科技服務中心). In January 2006, he became a member of the "Science and Technology 110" Professional Service Group (科技"110"專家服務團). In March 2009, he won the China Fertilizer Industry Innovator Award (中國肥料業創新人物獎).

Supervisors

Mr. Zhao Tingying, aged 35, has been appointed as a supervisor of the Company since February 2007. He graduated from the Accounting Department of Tianjin University of Finance and Economics (天津財經大學) with a bachelor's degree in Economics in 1998. He joined TTII, the controlling shareholder of the Company, in July 1998 as the financial supervisor of TTII's Planning and Finance Department, and assumed the posts of financial supervisor, investment supervisor and investment manager after joining the Company in May 2001. In September 2004, Mr. Zhao was appointed as the director and vice general manager of Shandong TEDA Bioengineering Co., Ltd., a subsidiary of the Company.

Ms. Yang Chunyan, aged 34, has been appointed as Chairman of the Trade Union of the Group since 28 June 2007. Ms. Yang graduated from Tianjin University (天津大學) in 2005 with a bachelor's degree in financial management. She acquired the title of intermediate-level accountant in 2008. She worked at the Finance Department of TTII from June 1996 to August 2000 and has been working with the Financial Management Department of the Company since September 2000.

Independent Supervisors

Mr. Gao Xianbiao, aged 48, has been appointed as an independent supervisor of the Company since February 2007. He graduated from the Agricultural Soil Department (土壤農化系) of Shandong Agricultural Industry University (山東農業大學) in 1982. He has got a technical post of researcher since December 1999. He was the deputy chief and the chief of Soil and Fertilizer Research Institute of Shandong Academy of Agricultural Science (山東省農業科學院土壤肥料研究所) during the period from October 1997 to December 2004. Since December 2004, he has been the chief of Tianjin

Soil and Fertilizer Research Institute (天津市土壤肥料研究所) (now known as Tianjin Agricultural Resource and Environmental Research Institute (天津市農業資源和環境研究所)). During the period from December 1995 to October 2000, Mr. Gao was granted with a number of the Science and Technology Progress Awards (科學技術進步獎) in Shandong Province.

Mr. Zhao Kuiying, aged 41, has been appointed as an independent supervisor of the Company since January 2008. He is an economist and he graduated from Nankai University (南開大學) with a bachelor degree in Finance in 1990 and subsequently obtained a master degree in Economics from Tianjin University of Finance and Economics (天津財經大學). He specializes in financial management and analysis. He was positioned in various posts in branches of the Agricultural Bank of China from 1990 to 2000 and China CITIC Bank from 2000 and has been the head of a branch office of China CITIC Bank in Tianjin since August 2005.

Save as disclosed in this announcement, none of proposed Directors and Supervisor holds 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).

Save as disclosed in this announcement, none of the proposed Directors and Supervisors hold any other position with the Company or other members of the Group nor do they have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or any of their associates (as defined in the GEM Listing Rules).

Save as disclosed in this announcement, none of the proposed Directors and Supervisors has held any position in other companies listed on GEM or the Stock Exchange or any other securities market for the last three years.

In addition, the Board is not aware of any other matters which has to be brought to the attention of holders of securities of the Company in respect of the proposed changes of Directors and Supervisors nor there is any other information required to be disclosed pursuant to any requirements set out in Rule 17.50(2) of the GEM Listing Rules.

(ii) The Emoluments of the Directors and Supervisors of the Company

The existing annual emoluments of the executive Directors, Mr. Wang Shuxin, Mr. Xie Kehua and Mr. Hao Zhihui are RMB250,000, RMB210,000 and RMB200,000 respectively while the annual director's fee of each of the non-executive Directors and independent non-executive Directors is RMB30,000.

The existing annual emoluments of each of the Supervisors and the independent Supervisors is RMB20,000.

The proposed emoluments of each of the executive Directors, the non-executive Directors, the independent non-executive Directors, the Supervisors and the independent Supervisors will remain the same as the existing emoluments during their term of service starting from 1 January 2011.

The proposed emoluments for the proposed Directors and Supervisors are 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.

It will be proposed at the EGM that the Board be authorized to fix the remunerations of all the proposed Directors and Supervisors. . Appropriate announcement shall be published as soon as reasonably practicable by the Company after due election of the proposed Directors and Supervisors at the EGM which shall contain, inter alia, the remunerations of all newly elected Directors and Supervisors.

(iii) Service Agreement of all Directors and Supervisors

Each of proposed Directors and Supervisors will enter into a service contract with the Company after the proposed ordinary resolutions regarding their appointments being passed at the EGM. The new appointment of Directors and Supervisors will be for a term of three years commencing from 1 January 2011 and expiring on 31 December 2013.

EXTRAORDINARY GENERAL MEETING

According to the Articles of Association of the Company, the appointment of all Directors and Supervisors are subject to the approval of the Shareholders by way of ordinary resolutions at a general meeting.

Details of the relevant resolutions will be set out in the notice for convening the EGM for the purpose of the proposed appointments and re-election of Directors to be dispatched to the Shareholders.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“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 on 8 September 2000 whose H shares are listed and traded on GEM (Stock Code: 8189)
“Directors”	directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened
“GEM”	the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder”	shareholder of the Company
“Supervisors”	supervisors of the Company

By order of the Board
Tianjin TEDA Biomedical Engineering Company Limited
Wang Shuxin
Chairman

Tianjin, the PRC
5 November 2010

As at the date of this announcement, the Board comprises of three executive Directors, being Mr. Wang Shuxin, Mr. Hao Zhihui 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.

This announcement, 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 the issuer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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.

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