

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, 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 document.

**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)**

**RE-ELECTION OF RETIRING  
DIRECTORS AND SUPERVISORS**

Notices 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, 27 December 2013, are set out on pages 11 to 13 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 Shops 1712-1716, 17th 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 respective time appointed for the holding of the EGM.

Completion and return of the relevant forms of proxy will not preclude you from attending and voting in person at the meetings or at any adjourned meetings should you so wish.

Reply slips for the EGM have also been enclosed. You are reminded to complete and sign the reply slips (if you are entitled to attend the EGMs) and return the signed slips to the registered office of the Company as detailed above (for the holders of Domestic Shares), or the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited as detailed above (for the holders of H Shares) on or before Friday, 6 December 2013 in accordance with the instructions printed thereon.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

7 November 2013

## CHARACTERISTICS OF GEM

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 Stock 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, unless the context otherwise requires, the following words and expressions have the following meanings:*

“associate”	has the meaning as defined in the GEM Listing Rules
“Board”	the board of Directors
“Company”	Tianjin TEDA Biomedical Engineering Company Limited, a joint stock company established in the PRC with limited liability and the H shares of which 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 and held to consider and, if thought fit, to approve, amongst other things the re-election of Directors and Supervisors
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM, as amended, modified or supplemented from time to time
“Group”	the Company and its subsidiaries
“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 Administration Region of the PRC
“Latest Practicable Date”	5 November 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

## DEFINITIONS

“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Shareholder(s)”	holders of Shares
“Shares”	Domestic Shares and/or H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	supervisors of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.



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. Hao Zhihi

*Non-executive Directors:*

Mr. Feng Enqing  
Mr. Xie Guangbei  
Mr. Ou Linfeng

*Independent non-executive Directors:*

Mr. Guan Tong  
Mr. Wu Chen  
Mr. Peter K. S. Chan

*Registered Office:*

No. 12 Tai Hua Road  
The 5th Avenue  
TEDA  
Tianjin  
PRC

7 November 2013

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF RETIRING  
DIRECTORS AND SUPERVISORS**

**(I) INTRODUCTION**

On 7 November 2013, the Directors announced that the Board proposed to obtain approval for the re-election of Directors and Supervisors from the Shareholders.

The purpose of this circular is to provide you with, amongst other things, (i) details regarding the ordinary resolutions to be proposed at the EGM to approve the re-election of the Directors and Supervisors and (ii) notices convening the EGM.

**(II) RE-ELECTION OF RETIRING DIRECTORS AND SUPERVISORS**

The Board has announced that the term of the service contracts of all existing Directors and Supervisors will expire on 31 December 2013. All of the (i) executive directors, non-executive directors and independent non-executive directors of the

## LETTER FROM THE BOARD

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.

Subject to approval of the Shareholders by way of ordinary resolutions 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 2014 and expiring on 31 December 2016.

### Particulars of the Retiring Directors and Supervisors Proposed to be Re-elected

The following are the particulars of the Retiring Directors and the Retiring Supervisors offering themselves for re-election at the EGM:

#### (i) *General information*

##### *Executive Directors*

**Mr. Wang Shuxin** (“Mr. Wang”), aged 49, is the Chairman of the Board of Directors of the Company and 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 and has been the legal representative 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) (“IBME”) since January 1998. He has been appointed as Chairman of the Board of Directors of the Company since September 2000. Mr. Wang 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 (天津財經學院). In 1997, Mr. Wang participated in the commercialization of the technology relating to clinical catheters. He subsequently became involved in the establishment of IBME in January 1998 and received one of the Ten Outstanding Youth awards (十大傑出青年) in 1998.

**Mr. Hao Zhihui** (“Mr. Hao”), aged 52, graduated from Tianjin Medical University in August 1984 with a bachelor’s degree in medicine and thereafter taught in the university. 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 Tianjin TEDA International Incubator and was the chief of the Medicine Industry Department (醫藥產業部部長). In March 2004, he graduated from the School of Continuing Education of Tsinghua University, Business Administration Major. From September 2000 to August 2006, he has 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 from August 2006 to April 2011. Mr. Hao has been appointed as an executive director of the Company since May 2009 and the vice chairman of the Board of Directors of the Company since April 2011.

## LETTER FROM THE BOARD

### *Non-executive Directors*

**Mr. Feng Enqing** (“Mr. Feng”), aged 54, 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 supervisor of Alpha and the chief engineer of TTII and has been the assistant director of Tianjin TEDA International Incubator since 2009. He was appointed as deputy director of the Industrialization Promotion Center (Tianjin Binhai) under National 863 Plan in 2011. He joined the Company in September 2000 and has been appointed as a non-executive director since then.

**Mr. Xie Guangbei** (“Mr. Xie”), aged 59, 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, the US. He is the investment and financial consultant of the Office of Residential Property Commercialization headed by the Ministry of Construction of the PRC. 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劃經營處), 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 joined the Company as an independent supervisor in November 2000 and has been appointed as a non-executive director since November 2003.

**Mr. Ou Linfeng** (“Mr. Ou”), aged 42, graduated with professional business accounting qualification from Guangdong Chaoyang TV University (廣東潮陽廣播電視大學) in 1997. Between August 1994 and December 1998, Mr. Ou was the head of accounting department of the Chaoyang Branch of China Construction Bank and from January 1999 to November 2001, Mr. Ou was appointed a sales manager of Taiyuan Lingyunda Trade Company (太原凌雲達貿易公司). He was appointed by our Group in December 2001 as a sales manager of Guangdong Fulilong, a wholly owned subsidiary of the Company. Since May 2011, Mr. Ou has been promoted to the deputy general manager of Guangdong Fulilong. Mr. Ou has been appointed as a non-executive director of the Company since August 2011.

### *Independent Non-executive Directors*

**Mr. Guan Tong** (“Mr. Guan”), aged 45, graduated from the Enterprise Management Faculty (企業管理系) of Nankai University 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

## LETTER FROM THE BOARD

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 Start Point Certified Public Accountants (天津起點會計師事務所) as audit manager. Mr. Guan has been appointed as an independent non-executive director of the Company since September 2005.

**Mr. Wu Chen** (“Mr. Wu”), aged 68, graduated from the Chemical Engineering Department of Tianjin College of Engineering in 1970. He was awarded the second prize of excellent scientific and technological achievements – N.P. compound fertilizer project 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 a 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 awarded a certificate by Tianjin Municipal Personnel Bureau (天津人事局) in April 1996. Mr. Wu has been appointed as an independent non-executive director of the Company since September 2006.

**Mr. Peter Chan Kin Sang** (“Mr. Chan”), aged 62, is the sole proprietor of Messrs. Peter K. S. Chan & Co., Solicitors and Notaries. Mr. Chan graduated from the University of Hong Kong with a bachelor’s degree in laws in 1979 and has been a practicing solicitor in Hong Kong since 1982. Mr. Chan was also admitted as a Notary Public in 1997 and was appointed as a China-appointed Attesting Officer in 2000. He is also a Fellow of the Hong Kong Institute of Directors. Mr. Chan has been appointed as an independent non-executive director of the Company since May 2013.

Mr. Chan now acts as an independent non-executive director in a number of Hong Kong and overseas listed companies, namely International Taifeng Holdings Limited (Stock Code: 873) and China Precious Metal Resources Holdings Co., Limited (Stock Code: 1194) listed on the Stock Exchange, People’s Food Holdings Limited (Stock Code: P05) and Luxking Group Holdings Limited (Stock Code: L34) listed on the Singapore Exchange Securities Trading Limited (“Singapore Exchange”). Mr. Chan also acts as a non-executive director in a number of Hong Kong and overseas listed companies, namely United Pacific Industries Limited (Stock Code: 176) and Pacific Plywood Holdings Limited (Stock Code: 767) listed on the Stock Exchange, Combest Holdings Limited (Stock Code: 8190) listed on the GEM and Pan Hong Property Group Limited (Stock Code: P36) listed on the Singapore Exchange. In addition, Mr. Chan currently is an alternate director in



## LETTER FROM THE BOARD

Zhongda International Holdings Limited (Stock Code: 909) listed on the Stock Exchange. For the past three years, Mr. Chan also held directorships in a number of Hong Kong and overseas listed companies, namely Dynamic Energy Holdings Limited (Stock Code: 578) and Mayer Holdings Limited (Stock Code: 1116) listed on the Stock Exchange, Ming Kei Holdings Limited (Stock Code: 8239) listed on the GEM and Sunray Holdings Limited (Stock Code: S38) listed on Singapore Exchange.

### *Supervisors*

**Ms. Yang Chunyan** (“Ms. Yang”), aged 36, 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, and has been appointed as Chairman of the Trade Union of the Group since 28 June 2007 and a supervisor of the Company since January 2010.

**Ms. Liu Jinyu** (“Ms. Liu”), aged 40, graduated with a degree in Corporate Management and Human Resources Management from Tianjin Nankai University (天津南開大學). Between 1997 and 2001, she acted as the chief officer of the human resources department of Tianjin New World Department Store Co., Ltd. (天津新世界百貨有限公司). Then she was engaged as the manager of the general department of Tianjin Zhongying Food Co., Ltd (天津中迎食品有限公司) from 2001 to 2003 and the human resources manager of Tianjin Auchan Hypermarkets Co., Ltd (天津歐尚超市有限公司) from 2003 to 2007. Ms. Liu joined the Company as human resources manager in 2007 and has been appointed as deputy officer of the President’s office of the Company since April 2011. Ms. Liu has been appointed as a supervisor of the Company since August 2011.

### *Independent Supervisors*

**Mr. Gao Xianbiao** (“Mr. Gao”), aged 51, 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 periods from October 1997 to October 1999 and from October 1999 to December 2004 respectively. 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.

## LETTER FROM THE BOARD

**Mr. Zhao Kuiying** (“Mr. Zhao”), aged 44, is an economist. He graduated from Nankai University with a bachelor degree in Finance in 1990 and subsequently obtained a master’s degree in Economics from Tianjin University of Finance and Economics (天津財經大學). He specializes in financial management and analysis. He held various posts in branches of the Agricultural Bank of China from 1990 to 2000 and China CITIC Bank since 2000 and has been the head of a branch office of China CITIC Bank in Tianjin since August 2005.

Save as disclosed in this circular, none of proposed Directors and Supervisors 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 Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Save as disclosed in this circular, none of the proposed Directors and Supervisors holds 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 circular, 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 re-election 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 Mr. Wang and Mr. Hao are RMB430,000 and RMB402,500 respectively while the annual director’s fee of each of the non-executive Directors and independent non-executive Directors (except Mr. Chan) is RMB30,000. The existing annual director’s fee for Mr. Chan is HK\$180,000 which will remain unchanged after re-election.

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

The proposed emoluments of each of Mr. Wang, Mr. Hao, the non-executive Directors, the independent non-executive Directors (except Mr. Chan), the Supervisors and the independent Supervisors will be RMB530,000, RMB502,500, RMB40,000, RMB40,000, RMB30,000 and RMB30,000 respectively during their term of service starting from 1 January 2014.

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.

## LETTER FROM THE BOARD

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 re-election being passed at the EGM. The new appointment of Directors and Supervisors will be for a term of three years commencing from 1 January 2014 and expiring on 31 December 2016.

### **(III) SHAREHOLDERS' MEETINGS**

The EGM will be convened and held to consider and, if thought fit, to approve, amongst other things, to approve the re-election of the Retiring Directors and the Retiring Supervisors at the EGM. Any vote of Shareholders at the EGM must be taken by poll.

Notices of the EGM to be held at 9:30 a.m. on Friday, 27 December 2013 at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the People's Republic of China, are set out on pages 11 to 13 of this circular.

The reply slips and forms of proxy for use at the EGM are enclosed. Whether or not you are able to attend (if you are so entitled to) the meetings, you are requested to complete the enclosed reply slips and forms 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 People's Republic of China (for the holders of Domestic Shares), or the office of the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares) as soon as possible and in any event for the reply slips, on or before Friday, 6 December 2013 and the proxy forms not later than 24 hours before the respective time appointed for the holding the meeting. Completion and return of the relevant forms of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meetings should you so wish.

### **(IV) RESPONSIBILITY STATEMENT**

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.

**LETTER FROM THE BOARD**

**(V) RECOMMENDATION**

The Directors consider that the proposed resolutions are fair and reasonable and is 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  
**Wang Shuxin**  
*Chairman*

# 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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of the holders of domestic invested shares (“**Domestic Shares**”) of nominal value of RMB0.10 each and the holders of foreign invested shares (“**H Shares**”) of nominal value 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, 27 December 2013 at 9:30 a.m. to consider and, if thought fit, to pass with or without modifications the following resolutions:

### AS ORDINARY RESOLUTIONS

1. “**THAT** Mr. Wang Shuxin be and is hereby re-elected as an executive director of the Company for a term commencing from 1 January 2014 and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”
2. “**THAT** Mr. Hao Zhihui be and is hereby re-elected as an executive director of the Company for a term commencing from 1 January 2014 and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”
3. “**THAT** Mr. Feng Enqing be and is hereby re-elected as a non-executive director of the Company for a term commencing from 1 January 2014 and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”
4. “**THAT** Mr. Xie Guangbei be and is hereby re-elected as a non-executive director of the Company for a term commencing from 1 January 2014 and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company.”

## NOTICE OF EXTRAORDINARY GENERAL MEETING

5. "THAT Mr. Ou Linfeng be and is hereby re-elected as a non-executive director of the Company for a term commencing from 1 January 2014 and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company."
6. "THAT Mr. Guan Tong be and is hereby re-elected as an independent non-executive director of the Company for a term commencing from 1 January 2014 and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company."
7. "THAT Mr. Wu Chen be and is hereby re-elected as an independent non-executive director of the Company for a term commencing from 1 January 2014 and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company."
8. "THAT Mr. Chan Kin Sang be and is hereby re-elected as an independent non-executive director of the Company for a term commencing from 1 January 2014 and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company."
9. "THAT Ms. Yang Chunyan be and is hereby re-elected as a supervisor of the Company for a term commencing from 1 January 2014 and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company."
10. "THAT Ms. Liu Jinyu be and is hereby re-elected as a supervisor of the Company for a term commencing from 1 January 2014 and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company."
11. "THAT Mr. Gao Xianbiao be and is hereby re-elected as an independent supervisor of the Company for a term commencing from 1 January 2014 and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company."
12. "THAT Mr. Zhao Kuiying be and is hereby re-elected as an independent supervisor of the Company for a term commencing from 1 January 2014 and expiring on 31 December 2016 at such amount of remuneration and upon and subject to such terms and conditions as contained in a service contract to be entered into with the Company."

## NOTICE OF EXTRAORDINARY GENERAL MEETING

13. “**THAT** any directors of the Company are and hereby authorized to negotiate and fix the remuneration and the terms and conditions of, and to sign the service contract with each of the proposed directors and supervisors 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.”

By order of the board of directors of  
**Tianjin TEDA Biomedical Engineering Company Limited**  
**Wang Shuxin**  
*Chairman*

Tianjin, the PRC

7 November 2013

*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/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 H Shares 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 1806-07, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (the “**Company’s H Share Registrar**”) not less than before the time appointed for holding the meeting or any adjourned meeting.
3. In order to be valid, the proxy form of the holder of Domestic Shares 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 any adjourned meeting.
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 27 November 2013 to 27 December 2013 (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 attendance at 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 4:00 p.m., 26 November 2013 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, 6 December 2013. Further details are set out in the reply slip and explanation thereto.
7. Completion and delivery of the proxy form 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 extraordinary general meeting, and in such event, the proxy form shall be deemed to be revoked.
8. The address of the Company’s Registered Office 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