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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 TRANSFER OF LISTING FROM THE GROWTH
ENTERPRISE MARKET TO THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

The Board announces that on 8 May 2014, it approved, among other things, the Transfer of Listing, which shall be subject to approvals from the Shareholders and the Stock Exchange. The EGM and the Class Meetings will be convened for the Shareholders to consider and, if thought fit, approve, among other things, the Transfer of Listing and the Articles Amendments.

The Directors considers that the Transfer of Listing will enhance the trading liquidity of the H Shares and promote the Company's corporate profile and recognition from public investors.

A circular containing, among other things, details of the Transfer of Listing and the Articles Amendments and the notices of the EGM and the Class Meetings will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

Shareholders and potential investors of the Company should note that the Transfer of Listing is subject to, among other things, the approval from the Shareholders in the EGM and the Class Meetings and the Stock Exchange, and may or may not proceed. Accordingly, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and Part XIVA of the SFO.

PROPOSED TRANSFER OF LISTING

The Board announces that on 8 May 2014, it approved the Transfer of Listing, which shall be subject to approvals from the Shareholders and the Stock Exchange. The EGM and the Class Meetings will be convened for the Shareholders to consider and, if thought fit, approve, among other things, the Transfer of Listing and the Articles Amendments.

Conditions

The Transfer of Listing shall become effective upon the fulfillment of the following conditions:

- (i) the Company's having fulfilled all the applicable requirements for listing on the Main Board as stipulated in the Main Board Listing Rules and the relevant rules and regulations in Hong Kong and the PRC;
- (ii) the Company having obtained approval of the Transfer of Listing and Articles Amendments from the Shareholders at the EGM and the Class Meetings;
- (iii) the Company having obtained the necessary approvals and/or consents (if any) in respect of the Articles Amendments from the relevant PRC government authorities;
- (iv) the granting of the approval by the Listing Committee for the listing of and permission to deal in the existing H Shares on the Main Board; and
- (v) all other necessary approvals and/or consents (if any) in respect of the Transfer of Listing and the Articles Amendments having been obtained.

The Company shall submit a written report in respect of the Transfer of Listing to the CSRC within 15 working days upon listing of and commencement of dealings in the H Shares on the Main Board.

REASONS FOR AND BENEFITS OF THE TRANSFER OF LISTING

The Company has been listed on GEM since 18 June 2002. At present, the Group is principally engaged in the research and development, production and sales of biological compound fertilizer products and health care products.

The Directors consider that the Transfer of Listing will enhance the trading liquidity of the H Shares and promote the Company's corporate profile and recognition from public investors. Therefore, the Directors are of the view that the Transfer of Listing will be beneficial to the future growth, financing flexibility and business development of the Group.

A special resolution in relation to the Transfer of Listing will be proposed at the EGM and the Class Meetings respectively for approval.

The Transfer of Listing will not involve any issue of new Shares by the Company. The Board does not contemplate any material change in the nature of the business activities of the Group following the Transfer of Listing.

PROPOSED ARTICLES AMENDMENTS

In view of the Transfer of Listing, certain amendments shall be made to the Articles of Association to comply with the Main Board Listing Rules and other relevant regulations in Hong Kong and the PRC.

The Articles Amendments are conditional on, among others, the completion of the Transfer of Listing and the approval from the Shareholders. The Articles Amendments shall become effective upon the listing of and commencement of dealings in H Shares on the Main Board.

A special resolution in relation to the Articles Amendments will be proposed at the EGM and the Class Meetings respectively for approval.

GENERAL

A circular containing, among other things, details of the Transfer of Listing and the Articles Amendments and the notices of the EGM and the Class Meetings will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

Shareholders and potential investors of the Company should note that the Transfer of Listing is subject to, among other things, the approval from the Shareholders in the EGM and the Class Meetings and the Stock Exchange, and may or may not proceed. Accordingly, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and Part XIVA of the SFO.

Further announcement(s) will be made to keep the Shareholders and potential investors of the Company informed on the progress of the proposed Transfer of Listing.

DEFINITIONS

“Articles Amendments”	the proposed amendments made to the Articles of Association to comply with the relevant requirements of the Main Board Listing Rules which will become effective upon the date of listing of and commencement of dealing in H Shares on the Main Board
“Articles of Association”	the Articles of Association of the Company
“Board”	the board of Directors
“Class Meetings”	the respective class meetings of the holders of H Shares and holders of Domestic Shares to be convened and held for the purposes of approving, among other things, the Transfer of Listing and the Articles Amendments, including any adjournment in respect thereof

“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)
“CSRC”	中國證券監督管理委員會(China Securities Regulatory Commission), the regulatory body responsible for the supervision and regulation of the PRC national securities market
“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 for the purposes of approving, among other things, the Transfer of Listing and the Articles Amendments, including any adjournment in respect thereof
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, modified or supplemented from time to time
“Group”	collectively, 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 Administrative Region of the People’s Republic of China
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange which is responsible for the Main Board listing matters

“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which continues to be operated by the Stock Exchange in parallel with GEM, and for the avoidance of doubt, it does not include GEM for the purpose hereof
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or supplemented from time to time
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified or supplemented from time to time
“Share(s)”	Domestic Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“Transfer of Listing”	the proposed transfer of listing of the H Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC

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

Tianjin, the PRC
8 May 2014

As at the date of this announcement, the Board comprises of two executive Directors, being Mr. Wang Shuxin and Mr. Hao Zhihui; three non-executive Directors, being Mr. Feng Enqing, Mr. Xie Guangbei and Mr. Ou Linfeng and three independent non-executive Directors, being Mr. Guan Tong, Mr. Wu Chen and Mr. Peter K. S. Chan.

This announcement, for which the directors of the Company 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 Company. The directors of the Company, 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 announcement misleading.

The announcement will remain on the GEM website at <http://www.hkgem.com> at the “Latest Company Announcements” page for 7 days from the date of its posting. This announcement will also be published and remains on the website of the Company at www.bioteda.com.