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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)**

**INSIDE INFORMATION  
MEMORANDUM OF UNDERSTANDING  
IN RELATION TO POSSIBLE STRATEGIC COOPERATION**

This announcement is made by Tianjin TEDA Biomedical Engineering Company Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On 15 April 2016 after trading hours, the Company and Donghai International Financial Holdings Company Limited\* (東海國際金融控股有限公司) (“**DIFH**”) entered into the memorandum of understanding headed the “Cooperation Memorandum on the Establishment of Merger and Acquisition Fund of TEDA Donghai Biomedicine\*” (《關於成立泰達東海生物醫藥併購基金的合作備忘錄》) (the “**Memorandum**”) in order to facilitate the strategic enhancement of the Company.

The material terms of the Memorandum are set out as follows:

**OVERVIEW OF THE INTENDED INVESTMENT FUND**

The Company and DIFH intend to jointly establish TEDA Donghai Biomedicine Merger and Acquisition Fund Management Company Limited\* (泰達東海生物醫藥併購基金管理有限公司) (“**TEDA Donghai**”) in the Cayman Islands. TEDA Donghai is to be owned as to 51% by the Company and 49% by DIFH. The Company and DIFH will recruit limited partners (the “**LP**”) according to various projects.

The total amount of fund raise is temporarily set at one billion Hong Kong dollars. Various project funds will be established for investment according to the requirements under different projects, and appropriate exit channels will be sought after the investment period. The fund will invest in the investment targets related to the principal business activities in line with the transformation of the Company across the globe. In the future, the fund intends to invest in those areas such as advanced medical machinery, bio-medicine, and diagnosis models, and to identify medical and healthcare projects in the market with promising prospects and advanced international technologies based on “Internet+”, big data, artificial intelligence technologies and bio-medicine.

## **INFORMATION ON DIFH**

DIFH with a capital of HK\$300 million is a wholly-owned subsidiary established in the Hong Kong Special Administration Region (“**Hong Kong**”) of the People’s Republic of China (the “**PRC**”) by Donghai Securities Company Limited\* (東海證券股份有限公司), which is one of the large-scale integrated securities firms in the PRC with over 60 sales offices, and dozens of strategic cooperation partners in the finance industry, including large-scale state-owned banks and insurance companies. DIFH intends to commence operations such as dealing in securities, dealing in futures, and assets management in Hong Kong.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, DIFH and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules).

## **TERMINATION OF THE MEMORANDUM**

The Memorandum can be terminated by giving a written notice of 30 days in advance by either the Company or DIFH.

## **GENERAL TERMS**

The Memorandum is not intended to be legally binding.

The Board wishes to emphasise that the proposed transaction may or may not proceed and that the Company has not entered into any binding agreement in relation to the proposed transaction as at the date of this announcement.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company. The Company will make further announcement in respect of the proposed transaction as and when appropriate in accordance with the GEM Listing Rules.

By order of the Board  
**Tianjin TEDA Biomedical Engineering Company Limited**  
**Sun Li**  
*Chairman*

Tianjin, the People’s Republic of China  
15 April 2016

*As at the date of this announcement, the executive Directors of the Company are Sun Li, Hao Zhihui and Wang Shuxin; the non-executive Directors of the Company are Feng Enqing, Chen Yingzhong and Ou Linfeng; the independent non-executive Directors of the Company are Guan Tong, Wu Chen and Peter K. S. Chan.*

*This announcement, for which the directors are willing to 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 that the information contained in this announcement is accurate and complete in all material respects and is 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 at the “Latest Company Announcements” page on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven (7) days from the date of its posting, and it will also be published and remain on the website of the Company at [www.bioteda.com](http://www.bioteda.com).*

*\* for identification purpose only*