

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

*This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.*



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)**

**(I) MAJOR TRANSACTION IN RELATION TO  
THE ACQUISITION OF 51% EQUITY INTEREST IN SJKGC;  
(II) ISSUE OF CONSIDERATION SHARES  
UNDER SPECIFIC MANDATE AND  
(III) RESUMPTION OF TRADING**

**THE ACQUISITION**

On 16 April 2016, the Company, the Vendor and SJKGC entered into the Agreement pursuant to which the Company agreed to purchase, and the Vendor agreed to sell the Sale Shares to the Company, at a consideration of US\$27,000,000 (equivalent to approximately HK\$209.45 million), to be satisfied upon Completion by an aggregate amount of US\$6,500,000 (equivalent to approximately HK\$50.42 million) in cash; and the remaining US\$20,500,000 (equivalent to approximately HK\$159.02 million) by the allotment and issue of 100,000,000 Consideration Shares at the Issue Price of HK\$1.60 per Consideration Share by the Company to the Vendor. Upon completion of the Acquisition, the Company shall be interested in 51% of the entire issued share capital of SJKGC, and SJKGC will become an indirect non-wholly owned subsidiary of the Company.

## **IMPLICATIONS UNDER THE GEM LISTING RULES**

As more than one of the applicable percentage ratios are greater than 25% but less than 100%, the Acquisition constitutes a major transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the requirements of reporting, announcement and Shareholders' approval pursuant to the GEM Listing Rules.

## **GENERAL**

The EGM will be held to consider and, if thought fit, approve the ordinary resolutions in respect of the Agreement, the Specific Mandate and the transactions contemplated thereunder.

A circular containing, among other things, further details of the Agreement and the Specific Mandate, together with the notice of Class Meetings and the EGM and other information as required under the GEM Listing Rules is expected to be despatched to the Shareholders on or before 16 May 2016 so as to allow sufficient time for the preparation of the relevant information for inclusion in the circular.

## **SUSPENSION AND RESUMPTION OF TRADING IN THE SHARES**

At the request of the Company, trading in the Shares has been suspended with effect from 9:00 a.m. on Monday, 18 April 2016, pending the publication of this announcement. Application has been made by the Company for the resumption of trading in the Shares with effect from 9:00 a.m. on 25 April 2016.

## **WARNING NOTICE**

**Shareholders and potential investors of the Company should be aware that the Acquisition is subject to the fulfillment of Conditions Precedent, as set out in the subsection headed "Conditions Precedent" of this announcement, being satisfied, and consequently the Acquisition may or may not proceed and the transactions contemplated under the Agreement including the sub-licensing of intellectual property rights related to electroencephalogram to SJKGC may or may not materialize. Accordingly, they are advised to exercise caution when dealing in the securities of the Company and if they are in any doubt about their position, they should consult their professional advisers.**

## **THE AGREEMENT**

On 16 April 2016, the Company, the Vendor and SJKGC entered into the Agreement pursuant to which the Company conditionally agreed to purchase, and the Vendor conditionally agreed to sell the Sale Shares to the Company, at a consideration of US\$27,000,000 (equivalent to approximately HK\$209.45 million) payable by the Company to the Vendor pursuant to the Agreement. Upon completion of the Acquisition, the Company shall be interested in 51% of the entire issued share capital of SJKGC, and SJKGC will become an indirect non-wholly owned subsidiary of the Company.

### **Asset to be acquired**

The Sale Shares, being 5,100,000 ordinary shares of US\$0.0001 each fully paid in the capital of SJKGC, are legally and beneficially owned by the Vendor, representing 51% of the issued share capital of SJKGC. As at the date of this announcement, the Vendor is the sole shareholder of SJKGC.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, as at the date of this announcement, the Vendor and its associates are Independent Third Parties.

### **Consideration**

The Consideration shall be in an aggregate sum of US\$27,000,000 which shall be payable in the following manners upon Completion:

- (i) an amount of US\$6,500,000 (equivalent to approximately HK\$50.42 million) in cash; and
- (ii) the remaining US\$20,500,000 (equivalent to approximately HK\$159.02 million) by the allotment and issue of 100,000,000 Consideration Shares at the Issue Price of HK\$1.60 per Consideration Share to the Vendor.

It is expected that the Cash Consideration will be financed by internal resources and/or through equity and debt financing of the Company. The Consideration was determined after arm's length negotiations between the Company and the Vendor with reference to the profit guarantee provided by the Vendor under the Agreement and the estimated license fee and royalty fee of examination and diagnosis by electroencephalogram as well as revenue or benefit from licensing third parties using the data commodities formed by relevant examination data based on relevant examination and diagnosis, including but not limited to EEG, ECG, blood samples, gene banks and patient medical history. The Company is in the course of engaging a valuer to conduct valuation on the assets and IP Rights of SJKGC.

Based on all the above factors and reasons, the Directors consider that the terms of the Acquisition and the Consideration are fair and reasonable and in the best interest of the Company and the Shareholders as a whole.

### **Conditions Precedent**

Completion is conditional upon:

- (i) Each of the representations and warranties made by the Vendor in the Agreement shall be true and accurate and correct in all material aspects on and as of the Completion Date;
- (ii) all consents and approvals required by the Agreement (whether by its shareholders or from the courts, governmental or regulatory authorities in whatever jurisdictions or otherwise) in connection with Vendor's entering into the Agreement and its performance of the transactions contemplated under the Agreement having been obtained;
- (iii) each of SJKGC and the Vendor having executed and delivered the Shareholder Agreement to the Company;
- (iv) before Completion, there has been no material adverse change in SJKGC's operations, business, assets, liabilities, prospects, financial, contractual, bookkeeping and records, legal or any other situations and conditions, or any events which may lead to such material adverse change;
- (v) the Vendor shall procure SJKGC to obtain all consents and approvals required by the Company (whether by its shareholders or from the courts, governmental or regulatory authorities in whatever jurisdictions or otherwise) in connection with entering into the Agreement and the Shareholder Agreement and the transactions contemplated under the Agreement and the Shareholder Agreement, respectively;
- (vi) the board of directors of the Company, having approved the entering into the Agreement and all the transactions contemplated under the Agreement and other relevant transactions;
- (vii) shareholders of the Company (excluding those who are required under the GEM Listing Rules not to vote in respect of each such matter) having approved all transactions under the Agreement, the granting of the Specific Mandate to issue new H Shares and the amendments of the articles of association of Company (if any);
- (viii) the Listing Committee of the Stock Exchange approved and granted the listing of, and permission to deal in the Consideration Shares on the Stock Exchange;

- (ix) CSRC has approved the issuance of the Consideration Shares;
- (x) the Company shall pay by way of wire transfer the sum of US\$500,000 to an account separately designated by the Vendor within ninety (90) days from the date of the Agreement to be used for SJKGC's working capital.

The Company may at any time waive in writing any of the conditions precedent (i.e. (i) to (v) above) and such waiver may be made subject to such terms and conditions as may be determined by the Company.

Aside from condition (iii) above, which was executed by both the Company, the Vendor and SJKGC on 16 April 2016, none of the conditions precedents above has been fulfilled.

### **Consideration Shares**

The 100,000,000 Consideration Shares represent (i) approximately 6.27% of the total issued Share capital of the Company and (ii) approximately 11.14% of the total issued H Shares as at the date of this announcement; as well as (iii) approximately 5.90% of the total issued share capital of the Company and (iv) approximately 10.03% of the total issued H Shares as enlarged by the allotment and issue of the Consideration Shares (assuming that there is no other change to the share capital of the Company from the date of this announcement and up to Completion).

The Issue Price of HK\$1.60 per Consideration Share represents:

- (i) a discount of approximately 5.88% over the closing price of HK\$1.70 per Share, as quoted on the Stock Exchange on 15 April 2016, being last trading day immediately prior to the date of the Agreement;
- (ii) a discount of approximately 7.51% over the average closing price of approximately HK\$1.73 per Share, as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Agreement;
- (iii) a discount of approximately 8.57% to the average closing price of approximately HK\$1.75 per Share, as quoted on the Stock Exchange for the last ten consecutive trading days immediately prior to the date of the Agreement;

- (iv) a discount of approximately 7.51% to the average closing price of HK\$1.73 per Share, as quoted on the Stock Exchange for the last twenty consecutive trading days immediately prior to the date of the Agreement; and
- (v) a premium of approximately 566.67% over the audited consolidated net asset value per Share attributable to the Shareholders of approximately HK\$0.24 as at 31 December 2015, calculated based on the audited consolidated net assets attributable to the Shareholders of approximately HK\$381,877,486 as at 31 December 2015 and the 1,595,000,000 Shares in issue as at the date of the Agreement.

The aggregate nominal value of the Consideration Shares is approximately RMB10 million and on the closing price of HK\$1.70 per Share as quoted on the Stock Exchange on 15 April 2016 (being the last trading day prior to the date of the Agreement), the 100,000,000 Consideration Shares have a total market value of approximately HK\$170,000,000.

The Consideration Shares shall be issued as fully paid and shall rank pari passu in all respects with the H Shares then in issue.

The Issue Price was arrived at on arm's length negotiations between the Company and the Vendor with reference to the average closing price per H Share for the last 10 consecutive trading days immediately prior to the date of the Agreement and the audited net assets value per Share of the Group. In light of the above, the Directors consider that the Issue Price is fair and reasonable.

### **Application for listing**

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in the Consideration Shares.

### **Specific Mandate to issue the Consideration Shares**

The Consideration Shares will be allotted and issued pursuant to the Specific Mandate to be granted by the shareholders of the Company at the EGM.

## **PROFIT GUARANTEE**

It is a term under the Agreement that the Vendor warrants to the Company that SJKGC in each of the three financial years of 2017, 2018 and 2019 (from 1st January to 31st December every year) will have an audited after tax profit of not less than US\$5,390,000.

If the above guarantee is not met, the Vendor irrevocably agrees and guarantees that whilst SJKGC's audited after tax profit is less than US\$5,390,000, the Vendor shall pay, in an appropriate manner, to SJKGC money in the amount equal to US\$5,390,000 minus SJKGC's actual audited after tax profit of that year, and meanwhile the Company will have priority to cash dividends of SJKGC, to ensure and guarantee that the Company can get cash dividends of not less than US\$2,750,000 of that year.

### **Completion**

Unless the parties agreed otherwise, Completion shall take place prior to the earlier of the following: (a) the second anniversary of the incorporation date of the SJKGC, being 8 February 2018; or (b) the completion of a Series A round of equity financing to be conducted by SJKGC, failing which the Vendor is entitled (but not obligated) to terminate the Agreement.

The Completion shall be subject to the conditions thereto being satisfied (or waived by the Company or the Vendor, as the case may be) at or prior to the Completion.

### **Termination**

The Agreement will continue in full force and effect until terminated by written agreement of all of the Parties.

## EFFECTS ON SHAREHOLDING STRUCTURE

The table below sets out the changes to the shareholding structure of the Company as a result of completion of the Agreement and issue of Consideration Shares:

Holders of Domestic Shares or H Shares	As at the date of this announcement		Upon completion of the Agreement and issue of Consideration Shares	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
<i>Domestic Shares</i>				
Tianjin TEDA International Incubator	182,500,000	11.44	182,500,000	10.77
Gu Hanqing	14,000,000	0.88	14,000,000	0.83
Xie Kehua	9,000,000	0.56	9,000,000	0.53
Guangzhou Wenguang Media Company Limited	12,000,000	0.75	12,000,000	0.71
Beijing Zhongxing Wuhuan Building Materials Company Limited	10,000,000	0.63	10,000,000	0.59
Shenzhen Xiangyong Investment Company Limited	180,000,000	11.29	180,000,000	10.62
Shandong Zhinong Fertilizers Company Limited	170,000,000	10.66	170,000,000	10.03
Dongguan Lvye Fertilizers Company Limited	120,000,000	7.52	120,000,000	7.08
<i>H shares</i>				
Public Shareholders	897,500,000	56.27	897,500,000	52.95
Vendor	–	–	100,000,000	5.90
Total	<u>1,595,000,000</u>	<u>100.00</u>	<u>1,695,000,000</u>	<u>100.00</u>

## INFORMATION OF THE GROUP

The Group is currently engaged in two sectors: (i) biological compound fertilizer products, including series of biological compound fertilizer products under the brand of “Fulilong” used for the promotion of balanced growth of grains, fruit and vegetables, and (ii) health care products, including series of health care products under the brand of “Alpha”, covering diabetic health care products with the function of regulating the blood sugar level and sugar-free products beneficial to the health of human body. Biological compound fertilizer and health care sectors that the Group is engaged in are the sunrise industries encouraged by the country which have a good prospect for development.



## **INFORMATION ON THE VENDOR**

The Vendor was incorporated on 7 October 2015 in Seychelles with G3 Data Solutions LLC being its sole shareholder. The Vendor has been granted the exclusive worldwide license by Kosivana Holdings Limited (a Cyprus corporation) to use certain proprietary intellectual property in relation to quantitative electroencephalogram data collection, analysis and subsequently for establishing the associated medical data bank.

## **INFORMATION ON SJKGC**

SJKGC was incorporated on 8 February 2016 in the Cayman Islands. As at the date of this announcement, the Vendor is the sole shareholder of SJKGC.

Based on the Agreement, SJKGC shall be primarily engaged in the provision of electroencephalogram analysis relating to diagnostics and related technical support and training services to clinical institutions in the Licensed Areas by utilizing the IP Rights to be sub-licensed by the Vendor including but not limited to the followings:

**(a) U.S. Patent Application Docket No. BTC.102PTXPOCT which was filed on 8 April 2013**

This is the patent that integrates EEG recording and magnetic stimulation technology. It is the first time to use multi array EEG acquisition that is immune to the strong magnetic field cause by magnetic stimulation, which allows clinician to receive treatment diagnostic information in real-time (ie MD can decide whether the suspected diagnosis is accurate during the magnetic stimulation by observing the EEG response to the magnetic stimulation).

**(b) U.S. Patent Application Docket No. BTC.101PTXPOCT which was filed on 6 April 2012**

This patent is based on Pavlovian conditioning theory to treat patients who have responded to magnetic stimulation by using similar sound and frequency to the magnetic treatment protocol. The patient's response (especially the EEG response) will help the MDs differentiate the diseases nature, either psychological or organic.

**(c) U.S. Patent Application Docket No. BTC.103PTX which was filed on 8 April 2013 and issued on 12 April 2016**

This patent summarizes the new understanding of mathematical relationship among multiple organs in the body. It has been demonstrated arrhythmia or irregular movement of other organs may result in brain and mental disorder. Magnetic stimulation set according to individual's specific frequency in the heart or intestine movement can effectively resynchronize the brain activity and subsequently normalize brain disorders. The effectiveness of the treatment will help MDs to identify the source of the brain or mental disorder.

**(d) U.S. Patent Application Docket No. KHL.104 which was filed on 10 March 2016**

Pain signal is processed at various stages along the neuronal pathway. Nerve endings and peripheral nerves are the first stages to receive and evaluate the severity of harmful stimulation. Central nervous system (spinal cord and brain) further integrates and interprets the signal. The output of the process will result more compensatory reaction such as avoidance or muscle spasm. The degrees of reaction may reflect how the pain information is perceived. With this technology MDs will gain diagnostic knowledge of the condition of the central or peripheral nerve system.

**(e) U.S. Patent Application Docket No. KHL.105 which was filed on 31 March 2016**

This patent summarizes technology to make objective diagnosis of mental disorders using EEG and other biometric measurements. With this technology we will be able to develop multiple EEG measurements with advance statistical process and accordance with contemporary neuropsychiatric diagnosis.

## **FINANCIAL INFORMATION OF SJKGC**

According to the information and knowledge of the Company, as of 31 March 2016, the total assets of SJKGC amounted to US\$1,000, the net profit was US\$0 and the total revenue was US\$0.

## **REASONS FOR AND BENEFITS OF ENTERING INTO OF THE SALE AND PURCHASE**

As mentioned in the Annual Report 2015 of the Company, the Company intends to take the strategic opportunity that the development and model of traditional medical and pharmaceutical system in the medical and healthcare industry will be accelerated and transformed during the 13th Five Year Plan period and fully leverage on the advantages of the capital market in Hong Kong to secure mature medical and healthcare projects based on "Internet+", Big Data and artificial intelligence, with promising market prospect and leading international technology, in the high-end medical devices and diagnosis and treat fields by mergers and acquisitions, strive to exploit late-mover advantage and foster new sources of profit growth, aiming to achieve the Company's upgrade in strategy and innovation.

According to the Agreement in relation to SJKGC entered into by the Vendor and the Company, the Vendor has made a commitment that SJKGC is entitled to use the technology related to electroencephalogram analysis and diagnosis within the Licensed Areas. Within the Licensed Areas, SJKGC is licensed irrevocably, specifically and exclusively to provide analysis service of Electroencephalogram examination and diagnosis to third parties such as medical institutions etc., and to charge license fee and royalty fee. The relevant technology is developed based on research related to hermodynamics, electromagnetic physics and the human brain metabolism, signal processing etc., and part of it has been approved by FDA in the United States, and has applied for the detection and subsequent treatment of autism, depression, drug addiction, severe insomnia and war syndrome and other brain disorders respectively in the United States, Mexico and other countries. Within the Licensed Areas, SJKGC shall irrevocably, specifically and exclusively have right to use relevant information formed by examination and diagnosis, including but not limited to EEG, ECG, blood samples, gene banks and patient medical history etc., and SJKGC can produce different data commodities with relevant examination data based on needs by applying proprietary Neuro Ref analysis to compiling conclusions report information for licensing third parties to use and receive revenue.

Since SJKGC will be a licensee of the IP Rights related to Electroencephalogram, the Company may diversify and expand into providing high-end medical services in relation to Electroencephalogram. In addition, the Vendor will also remain a shareholder in SJKGC which allows the SJKGC to utilize its expertise and experience in providing Electroencephalogram related services.

In light of the above, the Directors are of the view that the Acquisition and the terms of the Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE GEM LISTING RULES**

As more than one of the applicable percentage ratios are greater than 25% but less than 100%, the Acquisition constitutes a major transaction of the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the requirements of reporting, announcement and Shareholders' approval pursuant to the GEM Listing Rules.

## **GENERAL**

The EGM will be held to consider and, if thought fit, approve the ordinary resolutions in respect of the Agreement and the transactions contemplated thereunder, including but not limited to the Acquisition and the Specific Mandate. A circular containing, among other things, further details of the Acquisition and the Specific Mandate, together with the notice of Class Meetings and the EGM and other information as required under the GEM Listing Rules is expected to be despatched to the Shareholders on or before 16 May 2016 so as to allow sufficient time for the preparation of the relevant information for inclusion in the circular.

## **SUSPENSION AND RESUMPTION OF TRADING IN THE SHARES**

At the request of the Company, trading in the Shares has been suspended with effect from 9:00 a.m. on 18 April 2016, pending the publication of this announcement. Application has been made by the Company for the resumption of trading in the Shares with effect from 9:00 a.m. on 25 April 2016.

### **WARNING NOTICE**

**Shareholders and potential investors of the Company should be aware that the Acquisition is subject to the fulfillment of Conditions Precedent, as set out in the subsection headed “Conditions Precedent” of this announcement, being satisfied, and consequently the Acquisition may or may not proceed and the transactions contemplated under the Agreement including the sub-licensing of intellectual property rights related to electroencephalogram to SJKGC may or may not materialize. Accordingly, they are advised to exercise caution when dealing in the securities of the Company and if they are in any doubt about their position, they should consult their professional advisers.**

### **DEFINITIONS**

In this announcement, unless the context otherwise requires, capitalised terms used herein shall have the following meaning:

“Acquisition”	The acquisition of the Sale Shares by the Company from the Vendor pursuant to the Agreement;
“Agreement”	the agreement dated 16th April 2016 entered into between the Company, the Vendor and the SJKGC in relation to the Acquisition;
“Board”	means the board of directors as constituted from time to time;
“Business Day”	a day (other than a Saturday or Sunday) on which banks are generally open for business in Hong Kong;
“Cash Consideration”	an amount of US\$6,500,000 in cash payable by the Company to the Vendor pursuant to the Agreement;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;

“Class Meetings”	separate meetings of the holders of H Shares and Domestic Shares to be convened to consider and, if thought fit, approve, among other things, the Acquisition Agreement and the transaction contemplated thereunder and the Specific Mandate;
“Company”	Tianjin TEDA Biomedical Engineering Company Limited, a joint stock company incorporated in the PRC with limited liability (stock code: 8189);
“Completion”	the completion of the Acquisition pursuant to the Agreement;
“Completion Date”	the date of completion of the Acquisition pursuant to the Agreement;
“Consideration”	being the total consideration of US\$27,000,000 (equivalent to approximately HK\$209.45 million) to be paid by the Company pursuant to the Agreement;
“Consideration Shares”	the 100,000,000 new H Shares to be issued by the Company to the Vendor as part of the consideration;
“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;
“Directors”	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”	an extraordinary general meeting of the Company to be held and convened to consider and, if though fit, to approve, among other things, the Agreement and the transactions contemplated thereunder, and the grant of the Specific Mandate for the allotment and issue of the Consideration Shares;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

“H Shares”	H shares of nominal value of RMB0.10 each in the share capital of the Company, which can be traded in Hong Kong Dollars on the Growth Enterprises market of the Stock Exchange after issue;
“Independent Third Parties”	a party and, if applicable, the ultimate beneficial owner of the party who is not fallen into the definition of connected persons of the Company under Chapter 20 of the GEM Listing Rules and independent of the connected persons of the Company and their associates (as defined in the GEM Listing Rules);
“IP Rights”	Patents and all intellectual property rights including but not limited to database, related technology, skills, information and training materials for electroencephalogram analysis and associated diagnostics
“Issue Price”	HK\$1.60 per Consideration Share;
“Laws”	all laws, regulations, codes, rules, guidelines, notices, circulars, orders, judgments, decrees or rulings of any court, government, governmental authorities or regulatory authorities;
“Licensed Areas”	the PRC, Japan and Korea;
“Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprises Market published by the Stock Exchange;
“PRC”	the People’s Republic of China (for the purpose of the definition of Licensed Areas, including Hong Kong and the Macau Special Administrative Region but excluding Taiwan);
“Sale Shares”	51% of the entire issued shares of SJKGC to be sold by the Vendor to the Company pursuant to the Agreement;
“SFC”	the Securities and Futures Commission of Hong Kong;

“Share(s)”	ordinary share(s) of the Company;
“Shareholder(s)”	holder(s) of Share(s), holder(s) of Domestic Shares and holder(s) of H Shares;
“Shareholder Agreement”	the shareholders’ agreement of SJKGC entered into between the Vendor, the Company and SJKGC on 16 April 2016;
“SJKGC”	SJK Greater China Ltd., an exempted company limited by shares incorporated in Cayman Islands (registration number: 308468);
“Specific Mandate”	the specific mandate for the allotment and issue of the Consideration Shares to be sought from the shareholders of the Company at the EGM;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Vendor”	Shu Ju Ku Inc., a company incorporated in the Seychelles (registration number: 173301);
“RMB”	Renminbi, the lawful currency of the PRC; and
“US\$”	United States dollars, the lawful currency of the United States of America;

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

Tianjin, the PRC  
24 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).*