

*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.*



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)**

**(1) RESIGNATION OF DIRECTORS  
AND  
(2) PROPOSED APPOINTMENT OF DIRECTORS**

**(1) RESIGNATION OF DIRECTORS**

The Company announced that the Board has accepted the resignation of Mr. Chen Yingzhong, a non-executive Director with effect from 27 September 2017.

The Company announced that the Board has accepted the resignation of Mr. Duan Zhongpeng, an independent non-executive Director with effect from 27 September 2017. Mr. Duan also ceased to act as the chairman of the remuneration committee, a member of the audit committee and a member of the nomination committee of the Company with effect from 27 September 2017.

**(2) PROPOSED APPOINTMENT OF DIRECTORS**

The Board proposed to appoint (i) Mr. Cao Aixin as a non-executive Director, and (ii) Mr. Wang Yongkang as an independent non-executive Director, the chairman of the remuneration committee, a member of the audit committee and a member of the nomination committee of the Company for a term commencing on the date of approval by the Shareholders and expiring on 31 December 2019.

Such proposed appointments are subject to the approval of the Shareholders at the EGM by way of ordinary resolutions. A circular, containing the details of the relevant resolutions, and the notice of the EGM will be despatched to the Shareholders as soon as practicable.

## **(1) RESIGNATION OF DIRECTORS**

Mr. Chen Yingzhong (“**Mr. Chen**”) tendered a written notice to resign as a non-executive Director of the Company due to his busy schedule in other business which makes him no longer possible to spend sufficient time on the business of the Company.

Mr. Chen has confirmed that he has no disagreement with the Board and there are no other matters that should be brought to the attention of the Shareholders or the Stock Exchange in relation to his resignation.

Mr. Duan Zhongpeng (“**Mr. Duan**”) tendered a written notice to resign as an independent non-executive Director of the Company due to his busy schedule and increasing commitments in other business which make him no longer possible to spend sufficient time on the business of the Company. Mr. Duan also ceased to act as the chairman of the remuneration committee, a member of the audit committee and a member of the nomination committee of the Company with effect from 27 September 2017.

Mr. Duan has confirmed that he has no disagreement with the Board and there are no other matters that should be brought to the attention of the Shareholders or the Stock Exchange in relation to his resignation.

The Board would like to express its sincere gratitude to Mr. Chen and Mr. Duan for their valuable contributions to the Company during their tenure of service.

## **(2) PROPOSED APPOINTMENT OF DIRECTORS**

Due to the resignation of Mr. Chen and Mr. Duan as aforesaid, the Board proposes to appoint (i) Mr. Cao Aixin (“**Mr. Cao**”) as a non-executive Director, and (ii) Mr. Wang Yongkang (“**Mr. Wang**”) as an independent non-executive Director, the chairman of the remuneration committee, a member of the audit committee and a member of the nomination committee of the Company for a term commencing on the date of approval by the Shareholders at the EGM and expiring on 31 December 2019.

## **PARTICULARS OF THE PROPOSED DIRECTORS**

### **General Information**

Mr. Cao Aixin (“**Mr. Cao**”), aged 54, has over 20 years of experience in sales and management and has been extremely familiar with the business and operations of the Group. Mr. Cao joined Guangdong Fulilong Compound Fertilisers Co., Ltd. (“**Guangdong Fulilong**”) as a regional marketing manager in October 1997. He subsequently served as the general marketing manager of Guangdong Fulilong from 2001 to 2005, the deputy general manager of Guangdong Fulilong from 2006 to 2009 and has been appointed as the chairman of Guangdong Fulilong since 2010, during which he has accumulated extensive experience in business operation and marketing.

Mr. Wang Yongkang (“**Mr. Wang**”), aged 48, obtained his bachelor’s degree of Law in administrative management from China University of Political Science and Law in 1993 and his master’s degree of Law in economic law from Capital University of Economics and Business in 1999. After postgraduate studies, Mr. Wang worked at Gaopeng & Partners (高朋律師事務所) from 1999 to January 2002. From February 2001 to March 2003, he worked at Grandall Legal Group (Beijing) (國浩律師集團(北京)事務所) as a partner. In April 2003, he co-founded Broad & Ken Partners (博金律師事務所) where he has been working till now. Mr. Wang served as the independent director of Zhengzhou Coal Industry & Electric Power Co., Ltd. (鄭州煤電股份有限公司) (600121) from 2007 to 2013.

### **(i) The Emolument of the Directors**

The proposed emolument of Mr. Cao is RMB40,000 per annum during his term of service which will be paid in proportion to the actual length of service starting from the date of appointment.

The proposed emolument of Mr. Wang is RMB80,000 per annum during his term of service which will be paid in proportion to the actual length of service starting from the date of appointment.

The proposed emolument of Mr. Cao and Mr. Wang 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.

**(ii) Service Agreement of the proposed Directors**

Mr. Cao will enter into a service agreement with the Company after the proposed ordinary resolutions regarding his appointment being passed at the EGM. The newly appointed non-executive Director will be for a term commencing on the date of approval by Shareholders at the EGM and expiring on 31 December 2019.

Mr. Wang will enter into a service agreement with the Company after the proposed ordinary resolutions regarding his appointment being passed at the EGM. The newly appointed independent non-executive Director will be for a term commencing on the date of approval by Shareholders at the EGM and expiring on 31 December 2019.

Save as disclosed above, Mr. Cao and Mr. Wang do not hold any other position with the Company or other members of the Group nor do they have any relationship with any other directors, supervisor, 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 above, Mr. Cao and Mr. Wang do not hold any shares, underlying shares or debentures of the Company and its associated corporations which are required to be disclosed under Part XV of the SFO.

In addition, Mr. Cao and Mr. Wang do not hold any position in other companies listed on the Stock Exchange or any other securities market for the last three years and do not have any other major appointments or professional qualifications.

The Board is not aware of any other matter which has to be brought to the attention of holders of securities of the Company in respect of the proposed change of Directors nor is there any other information required to be disclosed pursuant to the requirements as set out in Rule 17.50(2) of the GEM Listing Rules.

## **EXTRAORDINARY GENERAL MEETING**

According to the Articles of Association of the Company, the proposed appointments of Mr. Cao and Mr. Wang are subject to the approval by the Shareholders by way of ordinary resolutions at EGM.

Notice for convening the EGM containing details of the relevant resolutions together with a circular setting out the details of the proposed appointments will be dispatched to the Shareholders as soon as practicable.

## **DEFINITIONS**

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

“Articles of Associations”	the articles of association adopted by the Company as amended from time to time
“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)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Tianjin, the PRC

27 September 2017

*As at the date of this announcement, the executive Directors of the Company are Sun Li, Hao Zhihui and Liu Renmu; the non-executive Directors of the Company are Feng Enqing, Li Ximing; the independent non-executive Directors of the Company are Li Xudong, Gao Chun.*

*This announcement, for which the directors are willing to 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, 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.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for 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).*