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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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.

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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)**

**(1) RESIGNATION OF DIRECTOR**  
**(2) PROPOSED APPOINTMENT OF DIRECTOR**  
**AND**  
**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A Notice for convening the EGM (as defined in this circular) 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, 16 November 2018, are set out on page 7 to 9 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 17M 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 holding of the EGM. Completed and returned forms of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish.

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.

28 September 2018

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## **CHARACTERISTICS OF THE GEM (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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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.

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## DEFINITIONS

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*In this circular, the following words and expressions shall have the following meanings unless the context indicates otherwise:*

“Articles of Association”	the articles of association adopted by the Company on 25 May 2002 (as amended from time to time)
“associate”	has the meaning as defined in the GEM Listing Rules
“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 whose H Shares 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 for the purpose of approving the proposed appointment of Directors
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“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\$

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China, but for the purpose of this circular, 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)”	the shareholder(s) of the Company
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Ms. Sun Li (*Chairman and Chief Executive Officer*)

Mr. Hao Zhihui (*Vice-Chairman*)

*Non-executive Directors:*

Mr. Cao Aixin

Mr. Li Ximing

*Independent non-executive Directors:*

Mr. Li Xudong

Mr. Wang Yongkang

Ms. Gao Chun

*Registered Office:*

No. 12 Tai Hua Road

The 5th Avenue

TEDA

Tianjin PRC

28 September 2018

*To the Shareholders*

Dear Sir or Madam,

**(1) RESIGNATION OF DIRECTOR  
(2) PROPOSED APPOINTMENT OF DIRECTOR  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

On 20 September 2018, the Directors announced that the Board has accepted the resignation of Mr. Liu Renmu, an executive Director from 20 September 2018. To fill up the vacancy, the Board proposes to appoint Mr. He Xin (“Mr. He”) as an executive Director for a term from date of approval by the Shareholders by way of ordinary resolutions at the EGM and expiring on 31 December 2019.

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## LETTER FROM THE BOARD

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Notice for convening the EGM containing details of the relevant resolutions will be dispatched to the Shareholders as soon as practicable.

The purpose of this circular is to provide you with further information in relation to the details of the proposed appointment of Director. Subject to the approval of the Shareholders by way of ordinary resolutions at the EGM, the proposed Director will be appointed for a term commencing from the date of passing the resolutions and expiring on 31 December 2019.

### **Particulars of the Proposed Director**

He Xin (何昕), male, aged 48, postgraduate, graduated from Beijing Jiaotong University majoring in Mechanical Engineering. From July 1992 to June 1994, he served as a business manager of the export department of China Railway Import and Export Company\* under the Ministry of Railway (鐵道部中鐵進出口公司). From June 1994 to May 2005, he worked as a secretary of the administrative department of Shenzhen Golden Century Development Company Limited\* (深圳金世紀發展有限公司). From May 2005 to September 2009, he served as an investment manager of the international department of China Merchants Securities Company Limited. From September 2010 to March 2014, he held a position as a vice president of Beijing Yingguxinye Investment Co., Ltd. From March 2014 to August 2016, he held positions as a director and a general manager of Ningxia Yinggu Industry Company Limited (寧夏盈谷實業股份有限公司). From August 2016 to present, he has been serving as a general manager of Beijing Yingguxinye Investment Co., Ltd.

### ***The Emoluments of the Proposed Director***

The proposed emolument of Mr. He 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. He is 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.

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## LETTER FROM THE BOARD

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### **Service Agreement of the proposed Director**

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

Save as disclosed in this circular, Mr. He does not:

1. hold any other position with the Company or other members of the Group nor does he has 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); and
2. 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; and
3. have held any position in other companies listed on GEM or the Stock Exchange or any other securities market for the last three years and does not have any other major appointments or professional qualifications.

In addition, 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 changes 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 appointment of Mr. He as an executive Director is subject to the approval by the Shareholders by way of ordinary resolutions at EGM.

The EGM will be convened for the purpose of approving the proposed appointment of the executive Director. Any vote of Shareholders at EGM must be taken by poll.

Notice of the EGM to be held at 9:30 a.m. on Friday, 16 November 2018 at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the People's Republic of China, is set out on pages 7 to 9 of this circular.

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## LETTER FROM THE BOARD

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The reply slip 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 slip and form 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 17M 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 slip, on or before Friday, 26 October 2018 and the proxy forms no later than 24 hours before the time appointed for holding the meeting. Completion and return of the relevant form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meetings should you so wish.

### GENERAL

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 circular misleading.

This circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text prevails.

### RECOMMENDATION

The Directors consider that the proposed resolutions are fair and reasonable and 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

**Tianjin TEDA Biomedical Engineering Company Limited**

**Sun Li**

*Chairman*

Tianjin, the PRC



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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泰 达

天津泰达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 IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of the holders of domestic invested shares (“Domestic Shares”) of RMB0.10 each and the holders of foreign invested shares (“H Shares”) 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, 16 November 2018 at 9:30 a.m. to consider and, if thought fit, pass the following resolutions:

1. to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution:

“**THAT** Mr. He be and is hereby appointed as an executive director for an initial term commencing from the date of passing this resolution and expiring on 31 December 2019 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. to consider and, if thought fit, pass with or without modifications, the following resolution as an ordinary resolution:

“**THAT** any director of the Company is and hereby authorized to negotiate the remuneration and the terms and conditions of, and to sign the service contract with the proposed director 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 GEM of The Stock Exchange of Hong Kong Limited.”

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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3. to transact other business.

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

Tianjin, the PRC  
28 September 2018

*Notes:*

1. Any shareholder 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 form of proxy of the holders of H Shares of the Company and, if such form of proxy 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 (the "Company's H Share Registrar") of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the meeting or any adjourned meeting or 24 hours before the time appointed for taking the poll.
3. In order to be valid, the form of proxy of the holders of Domestic Shares and, if such form of proxy 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 appointed for holding the meeting or any adjourned meeting or 24 hours before the time appointed for taking the poll.
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 Tuesday, 16 October 2018 to Friday, 16 November 2018 (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 attend 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 Monday, 15 October 2018 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, 26 October 2018. Further details are set out in the reply slip and explanation thereto.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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7. Completion and delivery of the form of proxy 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 the EGM, and in such event, the form of proxy shall be deemed to be revoked.

8. The registered address of the Company 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