
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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.



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) GENERAL MANDATE TO ISSUE SHARES AND (2) NOTICE OF ANNUAL GENERAL MEETING

A notice for convening the AGM (as defined in this circular) of Tianjin TEDA Biomedical Engineering Company Limited 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, 17 May 2019, is set out on pages 6 to 10 of this circular.

Whether or not you are able to attend the meeting, you are reminded to complete the form of proxy enclosed with this circular, in accordance with the instructions printed thereon and send the relevant form 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 AGM. Completed and returned form of proxy will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

29 March 2019

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Introduction	3
General Mandate to Issue Shares	4
Annual General Meeting	4
Voting by Poll at the Annual General Meeting	4
Recommendation	5
Notice of Annual General Meeting	6

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 9:30 a.m. on Friday, 17 May 2019 at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, PRC
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“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
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM of the Stock Exchange
“General Mandate”	a general mandate to issue Domestic Shares and H Shares representing up to a limit of 20% of each of the aggregate nominal values of the Domestic Shares and H Shares respectively in issue on the date of passing the relevant resolution

DEFINITIONS

“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\$
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of 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
“Share(s)”	Domestic Shares and H Shares
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Sun Li
Hao Zihui
He Xin

Registered Office:

No. 12 Tai Hua Road,
The 5th Avenue, TEDA,
Tianjin,
PRC

Non-Executive Directors:

Cao Aixin
Li Ximing
Gai Li

Independent Non-Executive Directors:

Li Xudong
Wang Yongkang
Gao Chun

29 March 2019

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATE TO ISSUE SHARES
AND
(2) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the Annual General Meeting, the Company proposes to, among other things, grant the General Mandate to the Directors to allot, issue and otherwise deal with additional Domestic Shares and/or H Shares.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with notice of the Annual General Meeting and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the above-mentioned proposal at the Annual General Meeting.

GENERAL MANDATE TO ISSUE SHARES

To increase flexibility and efficiency in the Company's operation, a special resolution (item no. 5, AGM notice, pages 7 to 9 of this circular) will be proposed to grant the General Mandate to the Directors to allot, issue and otherwise deal with additional Domestic Shares and/or H Shares of the Company up to a limit of 20% of each of the aggregate nominal values of the Domestic Shares and H Shares respectively in issue on the date of passing such resolution.

As at the date of this circular, the issued share capital of the Company comprised 697,500,000 Domestic Shares and 1,197,000,000 H Shares. Subject to the passing of the resolution of the granting of the General Mandate and on the basis that no further Shares will be issued before the Annual General Meeting, the Company will be allowed to issue a maximum of 139,500,000 Domestic Shares and 239,400,000 H Shares under the General Mandate. Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the GEM Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC. The Board has no present plan to issue new Shares pursuant to the General Mandate.

ANNUAL GENERAL MEETING

A notice convening the AGM at which the resolutions mentioned above, among other things, will be proposed is set out on pages 6 to 10 of this circular.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 17.47 of the GEM Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll, except where the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, the chairman of the meeting will demand a poll for every resolution put forward at the AGM pursuant to the Articles of Association.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the special resolution in relation to the proposed grant of the General Mandate is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting as set out in the notice of the Annual General Meeting.

By order of the Board

Tianjin TEDA Biomedical Engineering Company Limited

Sun Li

Chairman

Tianjin, the PRC

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (“AGM”) of 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, 17 May 2019 at 9:30 a.m. to consider, if thought fit, passing the following resolutions:

I ORDINARY RESOLUTIONS

To consider and approve the following resolutions as ordinary resolutions with or without amendments:

1. To consider and, if thought fit, approve the audited consolidated accounts of the Group for the year ended 31 December 2018;
2. To consider and, if thought fit, approve the report of the directors of the Company;
3. To consider and, if thought fit, approve the report of the Supervisory Committee of the Company; and
4. To consider and, if thought fit, approve the proposal of appointing BDO Limited as auditor of the Company for the financial year of 2019 and authorize the Directors of the Company to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

II SPECIAL RESOLUTION

To consider and approve the following resolution as a special resolution with or without amendments:

5. **“THAT:**

- (1) an unconditional and general mandate be granted to the Board to issue, allot and deal in additional shares in the capital of the Company, whether Domestic Shares or H Shares, and to enter into offers and agreements or to grant options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period enter into offers and agreements or to grant options which may require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, issued, allotted and dealt with by the Board pursuant to such mandate shall not exceed (i) 20% of the aggregate nominal amount of Domestic Shares in issue and (ii) 20% of the aggregate nominal amount of H Shares in issue; in each case at the date of this resolution; and
 - (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the People’s Republic of China (“**PRC**”) and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as amended from time to time and only if all necessary approvals from the China Securities Regulatory Commission and or other relevant PRC authorities are obtained;

NOTICE OF ANNUAL GENERAL MEETING

- (2) contingent on the Board resolving the issue of shares pursuant to subparagraph (1) of this resolution, the Board be authorized to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of new shares, including without limitation, the class and number of shares to be issued, the issue price, the period of issue and the number of new shares to be issued to existing shareholders, if any;
 - (b) determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities; and
 - (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to subparagraph (1) of this resolution, to register the increase of the registered capital of the Company with the relevant authorities in the PRC and to make such amendments to the articles of association of the Company as the Board thinks fit so as to reflect the increase in the registered capital of the Company.
- (3) for the purpose of this resolution:

“Domestic Shares” means ordinary shares in the capital of the Company, with a nominal value of RMB0.1 each, which are subscribed for and credited as fully paid up in Renminbi.

“H Shares” means the ordinary shares in the capital of the Company listed in the Stock Exchange, with a nominal value of RMB0.1 each, which are subscribed for and traded in Hong Kong dollars.

NOTICE OF ANNUAL GENERAL MEETING

“Relevant Period” means the period from the passing of this resolution until the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of the 12-month period after the passing of this resolution; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company passed at a general meeting.”

6. To transact any other business.

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

Tianjin, the PRC
29 March 2019

Notes:

1. Any shareholders 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 or 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 proxy form of the holder of the H Shares of the Company and, if such proxy form 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 of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (the “**Company’s Share Registrar**”) not less than 24 hours before the time for holding the meeting or 24 hours before the time appointed for taking the poll.
3. In order to be valid, the proxy form of the holder of the Domestic Shares of the Company and, if such proxy form 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 for holding the meeting or 24 hours before the time appointed for taking the poll.

NOTICE OF ANNUAL GENERAL MEETING

4. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The register of the shareholders of the Company will be closed from 17 April 2018 to 17 May 2019 (both days inclusive), during which no transfer of shares of the Company will be registered. As regards holders of H Shares of the Company and in order to ascertain the entitlement to attendance at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrar not later than 4:30 p.m., 16 April 2019 for registration.
6. Shareholders of the Company who intend to attend the meeting mentioned above should complete and deliver the reply slip for attendance to the Company's Share Registrar or the registered address of the Company by hand, post or fax not later than 26 April 2019.
7. 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) 59816909

As at the date of this announcement, the executive Directors of the Company are Sun Li, Hao Zhihui and He Xin; the non-executive Directors of the Company are Cao Aixin, Li Ximing and Gai Li; the independent non-executive Directors of the Company are Li Xudong, Wang Yongkang and 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 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 remain on the website of the Company at www.bioteda.com.