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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of the holders of foreign invested shares (“**H Shares**”) of nominal value of RMB0.10 each and the holders of domestic invested shares (“**Domestic Shares**”) of nominal value 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 Monday, 19 September 2022 at 9:30 a.m. to consider and, if thought fit, pass the following resolutions:

SPECIAL RESOLUTIONS

1. “**THAT**

- (a) the H shares subscription agreements dated 18 June 2022 (the “**H Shares Subscription Agreements**”) entered into between the Company and Bright Fortune Enterprises Development Limited, Hong Kong Kayui Investment Holdings Limited and Chiu Kwok Shing, Vincent (collectively, the “**H Shares Subscribers**”) in relation to the subscription of not more than 200,000,000 new H shares of RMB0.10 each (the “**Subscription H Shares**”) in the share capital of the Company by the H Shares Subscribers, a copy of each of the H Shares Subscription Agreements is produced to the meeting as marked “A” and signed by the Chairman of the meeting for the purpose of identification, and all the transactions contemplated under the H Shares Subscription Agreements be and is hereby approved, confirmed and ratified; and that the board of directors of the Company (the “**Board**”) be and is hereby authorized to make changes or amendments to the H Shares Subscription Agreements as it may in its absolute discretion think fit;

- (b) the Board be and is hereby granted a specific mandate to allot and issue any of the Subscription H Shares pursuant to the H Shares Subscription Agreements (the “**H Shares Specific Mandate**”); and authorized to register the increase in registered capital in accordance with the actual increase of capital in relation to the issue of any of the Subscription H Shares with the relevant authorities and to make all necessary filings with the relevant PRC, Hong Kong and/or other authorities; and
- (c) the Board be and is hereby authorized to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the H Shares Subscription Agreements and issue of Subscription H Shares under the H Shares Specific Mandate; and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder.”

2. “**THAT**

- (a) the domestic shares subscription agreements dated 18 June 2022 (the “**Domestic Shares Subscription Agreements**”) entered into between the Company and 17 subscribers (collectively, the “**Domestic Shares Subscribers**”) in relation to the subscription of not more than 2,800,000,000 new domestic shares of RMB0.10 each (the “**Subscription Domestic Shares**”) in the share capital of the Company by the Domestic Shares Subscribers, a copy of each of the Domestic Shares Subscription Agreements is produced to the meeting as marked “B” and signed by the Chairman of the meeting for the purpose of identification, and all the transactions contemplated under the Domestic Shares Subscription Agreements be and is hereby approved, confirmed and ratified, and that the Board be and is hereby authorized to make changes or amendments to the Domestic Shares Subscription Agreement as it may in its absolute discretion think fit;
- (b) the Board be and is hereby granted a specific mandate to allot and issue any of the Subscription Domestic Shares pursuant to the Domestic Shares Subscription Agreements (the “**Domestic Shares Specific Mandate**”); and authorized to register the increase in registered capital in accordance with the actual increase of capital in relation to the issue of any of the Subscription Domestic Shares with the relevant authorities and to make all necessary filings with the relevant PRC, Hong Kong and/or other authorities; and
- (c) the Board be and is hereby authorized to implement and take all steps and to do any and all acts and things as may be necessary or desirable to give effect to and/or to complete the Domestic Shares Subscription Agreements and the issue of any of the Subscription Domestic Shares under the Domestic Shares Specific Mandate; and to sign and execute any other documents or to do any other matters incidental thereto and/or as contemplated thereunder.”

3. “**THAT**

- (a) Article 12 of the articles of association (the “**Articles**”) of the Company be amended as follows:

“The scope of business of the Company includes: the development of medical researches and tests; sales of Category II medical devices; sales of Category I medical devices; manufacturing of Category I medical devices; research and development of biological organic fertilizers; research and development of compound micro-organism fertilizers; research and development of technology for bio-chemical products; sales of fertilizers; sales of agricultural machineries; sales of agricultural films; sales of feeds for fisheries and livestock industries; crop straw treatment and processing and utilization services; technology service, technology development, technology exchanges, technology transfer, technology promotion; elderly care service; nursing institution service (excluding medical service); health consultation service (excluding diagnose service); housekeeping service; conference and exhibition service; corporate image planning; advertisement preparation; advertisement publication (not radio station or television station broadcast or periodicals publishing entities); advertisement design and agency. (Other than those which are subject to approval in accordance with the law, operating activities can be commenced with business licence); crop seeds operation (operations subject to approval in accordance with the law can only carry out operating activities after being approved by relevant departments, and the specific operations are subject to the approval or licenses of the relevant departments).”

- (b) Article 20 of the Articles be amended as follows:

“The Company initiated the establishment and issued a total of 4,894,500,000 ordinary shares after several times of capital increase, including 3,497,500,000 Domestic Shares, representing 71.46% of the Company’s total issuable ordinary shares, and 1,397,000,000 overseas listed foreign shares, representing 28.54% of the Company’s total issuable ordinary shares.

The share capital structure of the Company is as follows: 4,894,500,000 ordinary shares, in which 3,497,500,000 shares are Domestic Shares, of which (1) 14,000,000 shares are held by the promoter, Gu Hanqing, (2) 9,000,000 shares are held by the promoter, Xie Kehua. 3,474,500,000 shares held by the other Domestic Shares holders. 1,397,000,000 shares held by overseas listed foreign shareholders.”

(c) the Board be and is hereby authorized to make such adjustments or other amendments to the Articles of the Company as it considers necessary or otherwise appropriate in connection with the amendments or as may be required by the relevant regulatory authorities, and to file the amended Articles of the Company with the relevant PRC authorities for approval, endorsement and/or registration as appropriate, and to do or authorise doing all such acts, matters and things as it may in its absolute discretion consider necessary, expedient or desirable to give effect to and implement the amendments.”

4. To transact any other business.

Yours faithfully
For and on behalf of the Board of
Tianjin TEDA Biomedical Engineering Company Limited
Sun Li
Chairman

Tianjin, the PRC

4 August 2022

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/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 H Shares 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (the “Company’s H Share Registrar”) not less than 24 hours before the time for holding the meeting or any adjourned meeting.
3. In order to be valid, the proxy form of the holder of Domestic Shares 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 any adjourned meeting.
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 Saturday, 20 August 2022 to Monday, 19 September 2022 (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 attendance at 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 Friday, 19 August 2022 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 Company's Registered Office (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 Tuesday, 30 August 2022. Further details are set out in the reply slip and explanation thereto.
7. Completion and delivery of the proxy form 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 extraordinary general meeting, and in such event, the proxy form shall be deemed to be revoked.
8. The address of the Company's Registered Office 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

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 Li Xueying; 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 GEM 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 <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.