
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.



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) CHANGE OF AUDITORS
(2) CHANGE OF INDEPENDENT SUPERVISOR
(3) NOTICE OF SGM

A notice (as defined in this circular) for convening the SGM 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 on Tuesday, 8 February 2022 at 10:00 a.m., is set out on pages 8 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 SGM. Completed and returned form of proxy will not preclude you from attending and voting in person at the SGM or at any adjourned meeting should you so wish.

Reminder in relation to pandemic prevention and control: In view of the continuing risks of the COVID-19 outbreak, the Company will closely monitor the epidemic conditions and take appropriate precautionary measures in accordance with the relevant requirements on the epidemic prevention and control in Tianjin, the People's Republic of China. The Company particularly reminds its shareholders and participants who intend to attend the SGM to continue to pay attention to the latest development of the epidemic, adopt proper personal prevention measures and comply with the requirements on the epidemic prevention and control (including the relevant requirements on the epidemic prevention and control in Tianjin, the People's Republic of China) for their health and safety.

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.

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

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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 of the Company, as amended, modified or otherwise supplemented from time to time
“associate”	has the meaning ascribed to it in the GEM Listing Rules
“Audit Committee”	the audit committee of the Company
“BDO”	BDO Limited
“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”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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

DEFINITIONS

“Independent Third Party”	person who is/are not connected with any of the directors, supervisors, chief executive officers, promoters, substantial shareholders or management shareholders (both as defined in the GEM Listing Rules) of the Company and of its subsidiaries and their respective associates (as defined in the GEM Listing Rules) and is/are not a connected person (as defined in the GEM Listing Rules)
“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
“Special General Meeting” or “SGM”	the special general meeting of the Company to be held at 10:00 a.m. on Tuesday, 8 February 2022 at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent.

LETTER FROM THE BOARD



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:

Sun Li
Hao Zhihui
He Xin

Registered Office:

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

Non-Executive Directors:

Cao Aixin
Li Ximing
Li Xueying

Independent Non-Executive Directors:

Li Xudong
Wang Yongkang
Gao Chun

24 December 2021

To the Shareholders

Dear Sir or Madam,

(1) CHANGE OF AUDITORS
(2) CHANGE OF INDEPENDENT SUPERVISOR
(3) NOTICE OF SGM

INTRODUCTION

At the forthcoming SGM, resolutions will be proposed to seek the Shareholders' approval for the following matters: (i) the change of auditors; and (ii) the change of Independent Supervisor. The purpose of this circular is to provide you with notice of the SGM 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 proposals at the SGM.

LETTER FROM THE BOARD

(1) CHANGE OF AUDITORS

The Board announces that BDO has tendered its resignation as the auditor of the Company with effect from 17 December 2021 as BDO and the Company could not reach a consensus on the audit fee for the year ending 31 December 2021. Save for the aforesaid, BDO confirmed that there are no other matters in its view that need to be brought to the attention of the holders of securities of the Company in relation to its resignation.

The Board and the Audit Committee also confirmed that, save for the audit fee for the year ending 31 December 2021, there is no disagreement or pending issue between the Company and BDO and there is no other matter in respect of the resignation of BDO as the auditor of the Company that needs to be brought to the attention of the holders of securities of the Company.

The Board further confirmed that no audit work has been carried out by BDO on the consolidated financial statements of the Group for the year ending 31 December 2021. It is therefore expected that the change of auditors will not have any significant impact on the annual audit and the release of annual results of the Company for the year ending 31 December 2021.

The Board, has resolved, on the recommendation of the Audit Committee, to suggest the appointment of Fan, Chan & Co. Limited as the new auditor of the Company with effect from 20 December 2021 to fill the casual vacancy following the resignation of BDO and to hold office until the conclusion of the next annual general meeting of the Company.

Pursuant to the Articles of Association, the appointment of a new auditor of the Company is subject to the approval of the shareholders of the Company at SGM.

(2) CHANGE OF INDEPENDENT SUPERVISOR

Ms. Feng Ling (“**Ms. Feng**”), an independent supervisor of the Company, has tendered a written notice to resign from her position as an independent supervisor of the Company as she could no longer afford to devote sufficient time to the business of the Company due to her busy commitments in other matters.

Ms. Feng confirmed that she has no disagreement with the Board and the Supervisory Committee, and there is no other matter that needs to be brought to the attention of the Shareholders or the Stock Exchange in relation to her resignation.

LETTER FROM THE BOARD

Pursuant to the Articles of Association and the nomination of the Supervisory Committee, Mr. Zhao Zhiyou (趙志友) (“**Mr. Zhao**”) is proposed to be a candidate for the independent supervisor of the seventh session of the Supervisory Committee. Mr. Zhao’s term shall commence on the date of approval at the SGM and end upon the conclusion of the seventh session of the Supervisory Committee.

DETAILS OF MR. ZHAO AS CANDIDATE FOR INDEPENDENT SUPERVISOR

(1) General information

Mr. Zhao, who was born in May 1982, is a Chinese national with a bachelor’s degree. He served as an accountant and finance manager at the financial department of Wuhan Iron and Steel Construction Group Limited Electricity Company* (武漢鋼鐵建工集團有限責任公司電氣分公司) and Wugang Group International Economic and Trading Company Limited* (武鋼集團國際經濟貿易有限公司) from August 2004 to January 2017. He served as a foreign exchange business manager in Hubei Daye Non-ferrous Metal Company Limited* (湖北大冶有色金屬 有限責任公司) from January 2017 to January 2018. He was a finance officer at the offshore business department of Zhejiang Fuye Group Co., Ltd* (浙江富冶集團有限公司) from April 2018 to October 2018. He has been serving as a deputy financial controller in Beijing Yingguxinye Investment Co., Ltd* (北京盈谷信暉投資有限公司) from October 2018 to June 2020. He has been the financial controller of Xinjiang Changyuan Yinggu Coal Sales Company Limited* (新疆昌源盈谷煤炭銷售有限公司) from June 2020 to August 2021. He has been a director at Ningxia Yinggu Industry Company Limited* (寧夏盈谷實業股份有限公司), a company listed on the National Equities Exchange and Quotations System (stock code: 830855), since May 2021.

(2) Emolument of Independent Supervisor

Subject to the election of Mr. Zhao as an independent supervisor of the Company at the SGM, the Supervisory Committee is authorised to fix his remuneration at RMB30,000 per annum before tax.

The proposed emolument of Mr. Zhao is determined on the basis of, among others, the prevailing market rates, the experience and qualifications of Mr. Zhao and the recommendation of the Supervisory Committee.

(3) Service agreement of the proposed Independent Supervisor

Mr. Zhao shall enter into a service agreement with the Company after the proposed ordinary resolution regarding his appointment as an independent supervisor of the Company is passed at the SGM. The newly appointed independent supervisor shall have a term commencing on the date of approval at the SGM and ending upon the conclusion of the seventh session of the Supervisory Committee.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Zhao confirmed that he (i) does not hold any position with the Company or other members of the Group; (ii) does not have any relationship with any director, supervisor, senior management, substantial shareholder or controlling shareholder of the Company or any of its associates (as defined in the GEM Listing Rules); (iii) does 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iv) does not hold any position in other companies listed on the Stock Exchange or any other securities market for the last three years nor have any other material appointments or professional qualifications.

The Board is not aware of any other matter which needs to be brought to the attention of holders of securities of the Company in respect of the proposed change of independent supervisor of the Company 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.

The proposed appointment of Mr. Zhao as an independent supervisor of the Company is subject to the approval of the Shareholders at the SGM by way of ordinary resolutions.

(3) SGM

A notice convening the SGM at which the resolutions mentioned above, among other things, will be proposed is set out on pages 8 to 10 of this circular.

VOTING BY POLL AT THE SGM

Pursuant to Rule 17.47 of the GEM Listing Rules, any vote 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 SGM pursuant to the Articles of Association.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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.

RECOMMENDATION

The Directors consider that the proposed resolutions are fair and reasonable, and are in the interest of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM as set out in the notice of the SGM.

By order of the Board

Tianjin TEDA Biomedical Engineering Company Limited

Sun Li

Chairman

Tianjin, the PRC

NOTICE OF SGM

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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 SGM

NOTICE IS HEREBY GIVEN THAT an special general meeting (“**SGM**”) 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 Tuesday, 8 February 2022 at 10:00 a.m. to consider, if thought fit, passing the following resolutions:

I ORDINARY RESOLUTION

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

1. To appoint Fan, Chan & Co. Limited as the auditor of the Company to fill the casual vacancy following the resignation of BDO Limited and to hold office until the conclusion of the next annual general meeting and to authorise the board of directors of the Company to fix their remuneration.

NOTICE OF SGM

2. To appoint Mr. Zhao as an independent supervisor of the Company for a term commencing from the date of passing this resolution until the expiration of the seventh session of the Supervisory Committee; to authorise the directors of the Company to negotiate the relevant remuneration and terms and conditions and to enter into a service contract with Mr. Zhao 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 GEM Listing Rules of The Stock Exchange of Hong Kong Limited.

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

Tianjin, the PRC
24 December 2021

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 shareholder 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 appointed 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 shareholder 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 appointed for holding the 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. 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 8 January 2022 to 8 February 2022 (both days inclusive), during which no transfer of shares will be registered. As regards shareholders 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., 7 January 2022 for registration.

NOTICE OF SGM

6. Shareholders of the Company who intend to attend the meeting mentioned above should notify in writing for attendance to the Company by hand, post or fax not later than 18 January 2022.
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) 5981 6909

As at the date of this notice, 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 notice 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 notice will also be published and remain on the website of the Company at www.bioteda.com.