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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) GENERAL MANDATE TO ISSUE SHARES**  
**(2) RESIGNATION OF DIRECTOR AND PROPOSED  
APPOINTMENT OF DIRECTOR**  
**(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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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 10:00 a.m. on Friday, 7 June 2024, is set out on pages 11 to 18 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](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.*

22 April 2024

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**CHARACTERISTICS OF 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 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

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*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 10:00 a.m. on Friday, 7 June 2024 at 9th Floor, Block A2, Tianda High-Tech Park, No. 80, The 4th Avenue, TEDA, Tianjin, the 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 with a 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
“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
“H Shares”	the overseas listed foreign invested shares with a 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 dollars
“Administration for Industry and Commence”	Tianjin Administration for Industry and Commerce of the PRC
“associate”	has the meaning ascribed to it in the GEM Listing Rules

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## DEFINITIONS

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“Independent Third Party”	person which 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)
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“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
“Share(s)”	Domestic Shares and H Shares
“Shareholders”	the shareholders of the Company
“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:*

Sun Li  
He Xin

*Registered Office:*

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

*Non-Executive Directors:*

Cao Aixin  
Li Ximing  
Li Xueying

*Independent Non-Executive Directors:*

Wang Yongkang  
Gao Chun

22 April 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATE TO ISSUE SHARES**  
**(2) RESIGNATION OF DIRECTOR AND PROPOSED**  
**APPOINTMENT OF DIRECTOR**  
**(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

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.

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## LETTER FROM THE BOARD

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### (1) GENERAL MANDATE TO ISSUE SHARES

To increase flexibility and efficiency in the Company's operation, a special resolution (item no. 6, AGM notice, pages 12 to 13 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.

### (2) RESIGNATION OF DIRECTOR AND PROPOSED APPOINTMENT OF DIRECTOR

#### Introduction

On 28 March 2024, the Directors announced that the Board has accepted the resignation of Mr. Li Xudong as independent non-executive Director with effect from 28 March 2024. To fill up the vacancy, the Board proposes to appoint Mr. Tu Xiangzhen (涂相珍先生) ("Mr. Tu") as independent non-executive Director for a term commencing on the date of passing the resolution and expiring on 31 December 2025, which is subject to the approval by the Shareholders by way of ordinary resolutions at the AGM.

#### Particulars of the Proposed Director

Tu Xiangzhen, male, aged 66 with on-the-job postgraduate qualification. From September 1981 to October 1989, he served as the accountant and the chief accountant of Shangrao District Grain Bureau of Jiangxi Province. From October 1989 to October 2000, he was the section deputy secretary, the section chief secretary, and the chief officer of the research section of the Shangrao Prefectural Committee Office of Jiangxi Province. From October 2000 to December 2006, he served as the deputy secretary-general, office deputy director, and the director of the office to the deputy secretary-general of the Shangrao Municipal People's Political Consultative Conference. From December 2006 to August 2016, he served as the director of Shangrao Municipal Culture Bureau and the secretary of the Party Leadership Group. In August 2016, he resigned from his leadership positions and became a researcher. He has been retired since August 2018.

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## LETTER FROM THE BOARD

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### **The Emolument of the Proposed Director**

The proposed emolument of Mr. Tu is RMB80,000 per annum during his term of service which will be paid on a pro-rata basis according to the actual tenure of service commencing from the date of appointment. The proposed emolument of Mr. Tu is determined based on prevailing market rate, his scope of work, level of involvement, experience, seniority and the recommendation of the remuneration committee of the Company.

### **Service Agreement of the Proposed Director**

Mr. Tu will enter into a service agreement with the Company after the proposed ordinary resolution regarding his appointment is passed at the AGM. The newly appointed non-executive Director will have a term commencing on the date of approval by Shareholders at the AGM and expiring on 31 December 2025.

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

- (a) 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
- (b) 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 the Securities and Futures Ordinance (“SFO”); and
- (c) 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.



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## LETTER FROM THE BOARD

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### (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Hong Kong Stock Exchange launched an expanded paperless listing regime on 31 December 2023, and the Articles of Association which are inconsistent with the paperless requirements is required to be amended accordingly as soon as possible. The following amendments will be made to the Articles of Association for the purpose of promoting the paperless transformation.

#### (3.1) Original Text of Article 67:

Notice of a shareholders' general meeting of the Company shall be served on each shareholder, whether or not entitled to vote thereat, by personal delivery or prepaid mail to the shareholder at his address, as shown in the register of shareholders. For holders of domestic invested shares, notices of the shareholders' general meetings may be given by public announcement.

The public announcement referred to in the preceding paragraph shall be published in one or more newspapers approved by the securities regulatory authority under the State Council on any day from forty-five (45) to fifty (50) days prior to the meeting. Once the announcement has been published, all holders of domestic invested shares shall be deemed to have received the notice of the relevant meeting.

Proposed Amendments:

For Shareholders of domestic shares and H shares, notice of the shareholders' general meeting shall be made by way of an announcement. The public announcement referred to in the preceding paragraph shall be published on the website of HKEx no later than forty-five (45) to fifty (50) days prior to the meeting. All Shareholders of domestic shares and H shares shall be deemed to have received the notice of the relevant shareholders' meeting upon the publication of the announcement.

#### (3.2) Original Text of Article 147:

The financial reports of the Company shall be available at the Company's office for inspection by the shareholders from the 20th days before the annual general meeting. Every shareholder shall have the right to receive the financial reports mentioned herein. Copies of the above reports and its summary report shall be delivered or posted to the registered address of each shareholder of H Shares for at least 21 days before the date of convening the shareholders' general meetings.

Proposed Amendments:

For the Shareholders of H shares and domestic shares, the financial report of the Company shall be notified by means of an announcement published on the website of HKEx. All Shareholders of domestic shares and H shares shall be deemed to have received the financial report of the Company upon the announcement of the financial report.

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## LETTER FROM THE BOARD

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### **(3.3) Original Text of Article 171:**

Where a notice is deposited under the preceding article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contained a statement under paragraph 2 of the preceding article, a copy of the notice shall be available at the Company for shareholders' inspection. It shall also be sent to every shareholder of H shares by post with prepaid postage at the registered address appear in the register of member as the addresses of the addressee.

#### Proposed Amendments:

Where a notice is deposited under the preceding article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contained a statement under paragraph 2 of the preceding article, a copy of the notice shall be available at the Company for Shareholders' inspection. The Company shall notify every Shareholder of H shares by means of an announcement published on the website of HKEx.

### **(3.4) Original Text of Article 176:**

In the event of the merger or spin-off of the Company, a plan shall be proposed by the board of directors of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association before processing the relevant examining and approving formalities as required by law. Shareholders who oppose the plan of merger or spin-off of the Company shall have the right to request that the Company or the shareholders who consent to such plan purchase their shares at a fair price. A special document of the Company's resolution on the merger or spin-off shall be prepared for inspection by the shareholders. For shareholders of H shares, the aforesaid document shall also be delivered by post.

#### Proposed Amendments:

In the event of the merger or spin-off of the Company, a plan shall be proposed by the board of directors of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association before processing the relevant examining and approving formalities as required by law. Shareholders who oppose the plan of merger or spin-off of the Company shall have the right to request that the Company or the Shareholders who consent to such plan purchase their shares at a fair price.

A special document of the Company's resolution on the merger or spin-off shall be published on the website of HKEx.

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## LETTER FROM THE BOARD

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### **(3.5) Original Text of Article 192:**

Save as otherwise provided in the Articles, any notice, material or written statement to the shareholders of H shares shall be delivered by hand or by post to every shareholders of H shares at the registered address (including the address outside Hong Kong). Notice to the shareholders of H shares shall be sent from Hong Kong as soon as practicable. Appendix 3-7(3) of the GEM Listing Rules

Notices of the Company to the shareholders of domestic shares shall be published by way of an announcement in one or several newspapers designated by securities regulatory authorities of the State and all shareholders of the domestic shares shall be deemed to have received the notice upon the publication of the announcement.

Proposed Amendments:

Notices or material issued by the Company to Shareholders of H shares shall be published by the way of an announcement on the website of HKEx, and all Shareholders of H shares shall be deemed to have received such notice upon the publication of the announcement.

Appendix 3-7(3) of the GEM Listing Rules

Notices of the Company to the Shareholders of domestic shares shall be published by way of an announcement on the website of HKEx and all Shareholders of domestic shares shall be deemed to have received the notice upon the publication of the announcement.

### **(3.6) Deletion of Article 193.**

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders at the AGM by way of special resolutions and the fulfilment of the filing requirements with the Administration of Industry and Commerce.

The Hong Kong Stock Exchange issued the amendments to the GEM Listing Rules in December 2023 to amend the publish deadlines of interim and annual reports. The Company decided to amend the content of the Articles of Association of the Company which is inconsistent with the latest requirements so as to comply with the GEM Listing Rules.

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## **LETTER FROM THE BOARD**

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### **(3.7) Original Text of Article 150:**

The Company shall publish two financial reports in each accounting year, i.e. the interim financial reports published within 60 days after the end of the first six months of the accounting year, and the annual financial reports published within 120 days after the end of the accounting year.

Proposed Amendments:

The Company shall publish two financial reports in each accounting year, i.e. the interim financial reports published within 3 months after the end of the first six months of the accounting year, and the annual financial reports published within 4 months after the end of the accounting year.

### **(4) ANNUAL GENERAL MEETING**

A notice convening the AGM at which the resolutions mentioned above, among other things, will be proposed by the Company is set out on pages 11 to 18 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.

### **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.

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## LETTER FROM THE BOARD

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### 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 AGM as set out in the notice of the AGM.

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

Tianjin, the PRC

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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 2024 at 10:00 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 2023;
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;
4. To consider and, if thought fit, approve the proposal of appointing Fan, Chan & Co. Limited as auditor of the Company for the financial year of 2024 and authorize the Directors of the Company to fix their remuneration; and
5. To consider and, if thought fit, approve the appointment of Mr. Tu Xiangzhen (涂相珍先生) as the independent non-executive Director of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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### II SPECIAL RESOLUTIONS

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

6. **“THAT:**

- (1) an unconditional and general mandate be granted to the Board to issue, allot and deal in additional shares in the share 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 of the Company in issue and (ii) 20% of the aggregate nominal amount of H Shares of the Company in issue; in each case at the date of passing this resolution; and
  - (c) the Board shall only exercise its power as mentioned above in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited and only if approvals from the China Securities Regulatory Commission and/or other relevant PRC authorities are obtained.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (2) contingent on the Board resolving the issue of shares pursuant to sub-paragraph (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 by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of the 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 share capital of the Company, with a nominal value of RMB0.1 each, which are subscribed for and credited as fully paid up in Renminbi by PRC natural persons and/or entities incorporated in the PRC.

“H Shares” means the overseas listed foreign invested shares with a nominal value of RMB0.1 each in the ordinary share capital of the Company, which are held and traded in Hong Kong dollars.

“Relevant Period” means the period from the date of passing 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 granted by this resolution is revoked or varied by a special resolution of the shareholders of the Company to be passed at a general meeting.”



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## NOTICE OF ANNUAL GENERAL MEETING

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7. **“THAT**

The Articles of Association be amended as the followings upon having obtained the approval of the Shareholders of the Company and the fulfilment of the filing requirements with the Administration of Industry and Commerce:

7.1 Original Text of Article 67:

Notice of a shareholders’ general meeting of the Company shall be served on each shareholder, whether or not entitled to vote thereat, by personal delivery or prepaid mail to the shareholder at his address, as shown in the register of shareholders. For holders of domestic invested shares, notices of the shareholders’ general meetings may be given by public announcement.

The public announcement referred to in the preceding paragraph shall be published in one or more newspapers approved by the securities regulatory authority under the State Council on any day from forty-five (45) to fifty (50) days prior to the meeting. Once the announcement has been published, all holders of domestic invested shares shall be deemed to have received the notice of the relevant meeting.

Proposed Amendments:

For Shareholders of domestic shares and H shares, notice of the shareholders’ general meeting shall be made by way of an announcement. The public announcement referred to in the preceding paragraph shall be published on the website of HKEx no later than forty-five (45) to fifty (50) days prior to the meeting. All Shareholders of domestic shares and H shares shall be deemed to have received the notice of the relevant shareholders’ meeting upon the publication of the announcement.

7.2 Original Text of Article 147:

The financial reports of the Company shall be available at the Company’s office for inspection by the shareholders from the 20th days before the annual general meeting. Every shareholder shall have the right to receive the financial reports mentioned herein. Copies of the above reports and its summary report shall be delivered or posted to the registered address of each shareholder of H Shares for at least 21 days before the date of convening the shareholders’ general meetings.

Proposed Amendments:

For the Shareholders of H shares and domestic shares, the financial report of the Company shall be notified by means of an announcement published on the website of HKEx. All Shareholders of domestic shares and H shares shall be deemed to have received the financial report of the Company upon the announcement of the financial report.

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## NOTICE OF ANNUAL GENERAL MEETING

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### 7.3 Original Text of Article 171:

Where a notice is deposited under the preceding article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contained a statement under paragraph 2 of the preceding article, a copy of the notice shall be available at the Company for shareholders' inspection. It shall also be sent to every shareholder of H shares by post with prepaid postage at the registered address appear in the register of member as the addresses of the addressee.

#### Proposed Amendments:

Where a notice is deposited under the preceding article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contained a statement under paragraph 2 of the preceding article, a copy of the notice shall be available at the Company for Shareholders' inspection. The Company shall notify every Shareholder of H shares by means of an announcement published on the website of HKEx.

### 7.4 Original Text of Article 176:

In the event of the merger or spin-off of the Company, a plan shall be proposed by the board of directors of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association before processing the relevant examining and approving formalities as required by law. Shareholders who oppose the plan of merger or spin-off of the Company shall have the right to request that the Company or the shareholders who consent to such plan purchase their shares at a fair price. A special document of the Company's resolution on the merger or spin-off shall be prepared for inspection by the shareholders. For shareholders of H shares, the aforesaid document shall also be delivered by post.

#### Proposed Amendments:

In the event of the merger or spin-off of the Company, a plan shall be proposed by the board of directors of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association before processing the relevant examining and approving formalities as required by law. Shareholders who oppose the plan of merger or spin-off of the Company shall have the right to request that the Company or the Shareholders who consent to such plan purchase their shares at a fair price.

A special document of the Company's resolution on the merger or spin-off shall be published on the website of HKEx.

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## NOTICE OF ANNUAL GENERAL MEETING

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### 7.5 Original Text of Article 192:

Save as otherwise provided in the Articles, any notice, material or written statement to the shareholders of H shares shall be delivered by hand or by post to every shareholders of H shares at the registered address (including the address outside Hong Kong). Notice to the shareholders of H shares shall be sent from Hong Kong as soon as practicable. Appendix 3-7(3) of the GEM Listing Rules

Notices of the Company to the shareholders of domestic shares shall be published by way of an announcement in one or several newspapers designated by the securities regulatory authorities of the State and all shareholders of the domestic shares shall be deemed to have received the notice upon the publication of the announcement.

### Proposed Amendments:

Notices or material issued by the Company to Shareholders of H shares shall be published by the way of an announcement on the website of HKEx, and all Shareholders of H shares shall be deemed to have received such notice upon the publication of the announcement.

### Appendix 3-7(3) of the GEM Listing Rules

Notices of the Company to the Shareholders of domestic shares shall be published by way of an announcement on the website of HKEx and all Shareholders of domestic shares shall be deemed to have received the notice upon the publication of the announcement.

### 7.6 Deletion of Article 193.

### 7.7 Original Text of Article 150:

The Company shall publish two financial reports in each accounting year, i.e. the interim financial reports published within 60 days after the end of the first six months of the accounting year, and the annual financial reports published within 120 days after the end of the accounting year.

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## NOTICE OF ANNUAL GENERAL MEETING

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Proposed Amendments:

The Company shall publish two financial reports in each accounting year, i.e. the interim financial reports published within 3 months after the end of the first six months of the accounting year, and the annual financial reports published within 4 months after the end of the accounting year.

- 7.8 The Board be and is hereby authorized to make such amendments or other revisions to the Articles of Association of the Company as it may consider necessary or appropriate for the purposes of the amendments or as may be required by the relevant regulatory authorities and to submit the amended Articles of Association of the Company to the relevant authorities in the PRC for approval, endorsement and/or registration, as appropriate, and to do or authorize all such acts, matters and things as it may, in its absolute discretion, consider necessary, desirable or appropriate to give effect to and implement the amendments.

8. To transact any other business.

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

Tianjin, the PRC  
22 April 2024

*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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 7 May 2024 to 7 June 2024 (both days inclusive), during which no transfer of shares 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., 6 May 2024 for registration.
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 17 May 2024.
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 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 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](http://www.bioteda.com).*