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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.

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.
- (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.”

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.

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.

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.

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.
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.