
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)

(Stock Code: 8189)

(1) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice for convening the EGM (as defined in this circular) of Tianjin TEDA Biomedical Engineering Company Limited to be held at Room 503-2, Block A, Peking University Science Park, No. 127-1 Zhongguancun North Street, Haidian District, Beijing, the People's Republic of China at 10:00 a.m., on Thursday, 24 September 2026, is set out on pages 9 to 11 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 EGM. Completed and returned form of proxy will not preclude you from attending and voting in person at the EGM 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.

7 September 2026

**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, unless the context otherwise requires, the following expressions shall have the following meanings:

“EGM”	the extraordinary general meeting of the Company to be held at Room 503-2, Block A, Peking University Science Park, No. 127-1 Zhongguancun North Street, Haidian District, Beijing, the PRC on Thursday, 24 September 2026 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company, as amended, revised or otherwise supplemented from time to time
“Board”	the board of directors of the Company
“the Company”	Tianjin TEDA Biomedical Engineering Company Limited, a joint stock company incorporated in the PRC, the H shares of which are listed and traded on GEM (Stock Code: 8189)
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Administration for Industry and Commerce”	the Tianjin Administration for Industry and Commerce of the PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People's Republic of China, which for the purpose of this circular excludes Hong Kong, the Macao Special Administrative Region and Taiwan
“Shares”	the domestic shares and the H shares
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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)

(Stock Code: 8189)

Executive Directors:

Ms. Sun Li

Mr. Yang Zeng

Non-executive Directors:

Mr. He Xin

Dr. Li Ximing

Mr. Wang Lei

Mr. Xia Alan Zhe

Registered Office:

No. 12 Taihua Road,

5th Avenue,

Tianjin Economic-Technological
Development Area (TEDA),

Tianjin,

the PRC

Independent Non-executive Directors:

Ms. Gao Chun

Mr. Tu Xiangzhen

Mr. Chen Jiang

LETTER FROM THE BOARD

Dear Sirs,

(1) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

The purpose of this circular is to provide you with the notice of the EGM and all reasonably required information to enable you to make an informed decision on whether to vote for or against the above proposals at the EGM.

(1) PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

On 17 February 2023, the China Securities Regulatory Commission (the “CSRC”) promulgated the Trial Administrative Measures for the Overseas Issuance and Listing of Securities by Domestic Enterprises (CSRC Announcement No. 43 of 2023), article 6 of which expressly provides that “a domestic enterprise conducting overseas issuance and listing shall, in accordance with the Company Law of the People's Republic of China, the Accounting Law of the People's Republic of China and other laws, administrative regulations and relevant state provisions, formulate its articles of association, improve its internal control systems, and regulate its corporate governance and financial and accounting practices.” The Company Law of the People's Republic of China was revised and adopted on 29 December 2023 and has come into effect since 1 July 2024.

The Board hereby proposes:

- (a) in accordance with the newly promulgated Trial Administrative Measures for the Overseas Issuance and Listing of Securities by Domestic Enterprises and Articles 152 and 153 of the Company Law of the People's Republic of China, the following clauses be added to the Articles of Association of the Company.

“The Articles of Association authorise the Board to resolve, within three years, to issue shares not exceeding 50% of the issued shares. However, where capital contribution is made with non-monetary property, a resolution of the shareholders' meeting shall be required. Where the issue of shares resolved by the Board pursuant to the preceding paragraph results in any change to the registered capital or the number of issued shares of the Company, no further vote at a shareholders' meeting shall be required for the amendment of such particulars as recorded in the Articles of Association. Where the Articles of Association authorise the Board to resolve to issue new shares, the resolution of the Board shall be passed by more than two-thirds of all directors. In exercising this authorisation, the Board shall comply with the securities regulatory rules of the place where the shares of the Company are listed.”

LETTER FROM THE BOARD

- (b) any one director of the Company be and is hereby authorised 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 authorise 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.

(2) EXTRAORDINARY GENERAL MEETING

An extraordinary general meeting of the Company will be convened to consider and, if thought fit, approve the resolution as set out above. The notice convening the EGM is set out on pages 9 to 11 of this circular.

VOTING BY POLL AT THE EXTRAORDINARY 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 EGM 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.

RECOMMENDATION

The Directors consider that the proposed resolution is fair and reasonable and is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favor of the relevant resolutions to be proposed at the EGM as set out in the notice of the EGM.

LETTER FROM THE BOARD

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

Tianjin, the PRC
7 September 2026

NOTICE OF EXTRAORDINARY GENERAL MEETING

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



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)

(Stock Code: 8189)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Tianjin TEDA Biomedical Engineering Company Limited (the “Company”) will be held at Room 503-2, Block A, Peking University Science Park, No. 127-1 Zhongguancun North Street, Haidian District, Beijing, the PRC on Thursday, 24 September 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

To consider and approve the following resolution as a special resolution (whether or not amended):

1. “THAT:

(a) subject to the approval of the shareholders of the Company and the fulfilment of the filing requirements with the Administration for Industry and Commerce, the following clauses be added to the Articles of Association of the Company:

“The Articles of Association authorise the Board to resolve, within three years, to issue shares not exceeding 50% of the issued shares. However, where capital contribution is made with non-monetary property, a resolution of the shareholders' meeting shall be required. Where the issue of shares resolved by the Board pursuant to the preceding paragraph results in any change to the registered capital or the number of issued shares of the Company, no further vote at a shareholders' meeting shall be required for the amendment of such particulars as recorded in the Articles of Association. Where the Articles of Association authorise the Board to resolve to issue new shares, the resolution of the Board shall be passed by more than two-thirds of all directors. In exercising this authorisation, the Board shall comply with the securities regulatory rules of the place where the shares of the Company are listed.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

(b) any one director of the Company be and is hereby authorised 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 authorise 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.

2. To transact any other business.

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

Tianjin, the PRC
7 September 2026

Notes:

1. Any shareholder 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 21 September 2026 to 24 September 2026 (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., 18 September 2026 for registration.

6. The registered address and contact details of the Company are set out as follows:

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

Fax: (8622) 5981 6909.

As at the date of this notice, the executive directors of the Company are Ms. Sun Li and Mr. Yang Zeng; the non-executive directors of the Company are Mr. He Xin, Dr. Li Ximing, Mr. Wang Lei and Mr. Xia Alan Zhe; the independent non-executive directors of the Company are Ms. Gao Chun, Mr. Tu Xiangzhen and Mr. Chen Jiang.

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.