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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 Tuesday, 24 June 2025 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 2024;
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; and
4. To consider and, if thought fit, approve the proposal of appointing Fan, Chan & Co. Limited as the auditor of the Company for the financial year of 2025 and authorize the Directors of the Company to fix its remuneration;

## II SPECIAL RESOLUTIONS

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

5. “**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.”

6. “**THAT**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing articles of association (the “**Articles**”) of the Company, the details of which are set forth in the Appendix to the circular of the Company dated 8 May 2025 (the “**Circular**”), be and are hereby approved;
- (b) the articles of association of the Company (incorporating the Proposed Amendments) (the “**New Articles**”) in the form of the document marked “A” and produced to this meeting and for the purpose of identification initialed by the chairman of the meeting, be and are hereby approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the Articles upon the fulfillment of the filing requirements with the Tianjin Administration for Industry and Commerce of the PRC; and
- (c) any one director, secretary or registered office provider of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the PRC and Hong Kong.”

7. To transact any other business.

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

Tianjin, the PRC  
8 May 2025

*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 24 May 2025 to 24 June 2025 (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., 23 May 2025 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 4 June 2025.
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 is Sun Li; the non-executive Directors of the Company are He Xin, Li Ximing and Li Xueying; the independent non-executive Directors of the Company are Wang Yongkang, Gao Chun and Tu Xiangzhen.*

*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).*