



**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)**

**FORM OF PROXY FOR AN EXTRAORDINARY GENERAL MEETING  
(OR ANY ADJOURNMENT THEREOF)**

I/We <sup>(Note 1)</sup>, \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> domestic invested shares (“**Domestic Shares**”)/H shares (“**H Shares**”) (as shown in the register of members) of nominal value of RMB0.10 each in the issued share capital of the Tianjin TEDA Biomedical Engineering Company Limited (the “**Company**”), **HEREBY APPOINT** the Chairman of the Extraordinary General Meeting (the “**EGM**”) <sup>(Note 3)</sup>,

or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to act for me/us and on my/our behalf at the EGM (or at any adjournment thereof) of the Company 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 (the “**PRC**”) on Friday, 30 December 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/Our proxy will also be entitled to vote on any matter properly put to the EGM in such manner as he/she thinks fit.

Please make a mark in the appropriate boxes below to indicate how you wish your vote(s) to be cast on a poll <sup>(Note 4)</sup>.

RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
(a)	To approve the ordinary resolution relating to the re-election of Ms. Sun Li as an executive director of the Company		
(b)	To approve the ordinary resolution relating to the re-election of Mr. He Xin as an executive director of the Company		
(c)	To approve the ordinary resolution relating to the re-election of Mr. Cao Aixin as a non-executive director of the Company		
(d)	To approve the ordinary resolution relating to the re-election of Ms. Li Xueying as a non-executive director of the Company		
(e)	To approve the ordinary resolution relating to the re-election of Mr. Li Ximing as a non-executive director of the Company		
(f)	To approve the ordinary resolution relating to the re-election of Mr. Li Xudong as an independent non-executive director of the Company		
(g)	To approve the ordinary resolution relating to the re-election of Mr. Wang Yongkang as an independent non-executive director of the Company		
(h)	To approve the ordinary resolution relating to the re-election of Ms. Gao Chun as an independent non-executive director of the Company		
(i)	To approve the ordinary resolution relating to the re-election of Ms. Yang Chunyan as a supervisor of the Company		
(j)	To approve the ordinary resolution relating to the re-election of Ms. Liu Jinyu as a supervisor of the Company		
(k)	To approve the ordinary resolution relating to the re-election of Mr. Liang Weitao as an independent supervisor of the Company		
(l)	To approve the ordinary resolution relating to the re-election of Mr. Zhao Zhiyou as an independent supervisor of the Company		
(m)	To approve the ordinary resolution – the Board be authorized to negotiate and determine the remuneration and the terms and conditions of, and to sign the service contract with each of the proposed Directors and Supervisors on behalf of the Company		

	<b>RESOLUTIONS</b>	<b>FOR</b> <small>(Note 4)</small>	<b>AGAINST</b> <small>(Note 4)</small>
(n)	<p>To approve the special resolution –</p> <p>THAT Article 20 to the Articles of Association of the Company be amended as the followings upon having obtained the approval of the Shareholders of the Company and the fulfilment of filing requirements with the Administration of Industry and Commerce:</p> <p>The Company initiated the establishment and issued a total of 1,894,500,000 ordinary shares after several times of capital increase, including 697,500,000 Domestic Shares, representing 36.82% of the Company’s total issuable ordinary shares, and 1,197,000,000 overseas listed foreign shares, representing 63.18% of the Company’s total issuable ordinary shares.</p> <p>The share capital structure of the Company is as follows: 1,894,500,000 ordinary shares, in which 697,500,000 shares are Domestic Shares, of which (1) 14,000,000 shares are held by the promoter, Gu Hanqing, (2) 9,000,000 shares are held by the promoter, Xie Kehua. 674,500,000 shares held by the other Domestic Shares holders. 1,197,000,000 shares held by shareholders of overseas listed foreign shares.</p>		
(o)	<p>To approve the special resolution –</p> <p>THAT Article 12 to the Articles of Association of the Company be amended as the followings upon having obtained the approval of the Shareholders of the Company and the fulfilment of filing requirements with the Administration of Industry and Commerce:</p> <p>The scope of business of the Company shall be in accordance with the approval issued by the company registration authority of the People’s Republic of China.</p> <p>General items: the development of medical researches and tests; sales of Category II medical devices; sales of Category I medical devices; manufacturing of Category I medical devices; research and development of biological organic fertilizers; research and development of compound micro-organism fertilizers; research and development of technology for bio-chemical products; sales of fertilizers; sales of agricultural machineries; sales of agricultural films; sales of feeds for fisheries and livestock industries; crop straw treatment and processing and utilization services; technology service, technology development, technology exchanges, technology transfer, technology promotion; elderly care service; nursing institution service (excluding medical service); health consultation service (excluding diagnose service); housekeeping service; conference and exhibition service; corporate image planning; advertisement preparation; advertisement publication; advertisement design and agency; sale of food (only pre-packaged food); sale of food through online channels (only pre-packaged food); sale of pre-packaged foods, dairy products, powdered infant formula, special medical formula food. (Other than those which are subject to approval in accordance with the law, operating activities can be commenced with business licence)</p> <p>Licensed items: crop seeds operation (operations subject to approval in accordance with the law can only carry out operating activities after being approved by relevant departments, and the specific operations are subject to the approval or licenses of the relevant departments) (Not allowed to invest in the areas prohibited from foreign investment in the Negative List for Admission of Foreign Investment)</p>		

Signature (Note 5): \_\_\_\_\_

Date: \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number and class of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares registered in your name(s).
3. If any proxy other than the Chairman of the EGM is preferred, please strike out the words “the Chairman of the Extraordinary General Meeting, or” and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: If you wish to vote for a resolution, tick the box marked “FOR”. If you wish to vote against a resolution, tick the box marked “AGAINST”. If no direction is given, your proxy may vote or abstain from voting as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM of the holders of the Shares.**
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the name.
6. In order to be valid, the proxy form of the holder of the H Shares and, if such proxy form is signed by a person under a power of attorney or other authority on your behalf, 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 not less than 24 hours before the time for holding the EGM (or the adjourned meeting thereof) or 24 hours before the time appointed for taking the poll.
7. In order to be valid, the proxy form of the holder of the Domestic Shares 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 at No. 12 Tai Hua Road, The 5th Avenue, TEDA, Tianjin, the PRC, not less than 24 hours before the time for holding the EGM (or the adjourned meeting thereof) or 24 hours before the time appointed for taking the poll.
8. In the case of joint registered holders of any Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
9. The proxy need not be a member of the Company but must attend the EGM in person to represent you.
10. Completion and return of this form will not preclude you from attending and voting at the EGM if you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.
11. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**