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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)

## **PLACING OF NEW H SHARES UNDER GENERAL MANDATE**

**Placing Agent**



On 8 April 2025 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent has conditionally agreed, as the placing agent of the Company, to procure on a best effort basis to not less than six (6) Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 103,500,000 Placing Shares at the Placing Price of HK\$0.375 per Placing Share.

The maximum Placing Shares of up to 103,500,000 Shares represent (1) approximately 5.10% of the existing issued share capital and approximately 7.77% of the existing issued H Shares of the Company as at the date of this announcement and (2) approximately 4.85% of the issued share capital and approximately 7.21% of the issued H Shares of the Company as enlarged by the allotment and issue of all the Placing Shares.

The Placing Price of HK\$0.375 per Placing Share represents (i) a discount of approximately 13.79% to the closing price of HK\$0.435 per H Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 17.22% to the average of the closing prices per H Share of HK\$0.453 quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Placing Agreement.

The Placing Shares will be issued under the General Mandate granted to the Directors at the AGM, subject to the limit up to 239,400,000 H Shares (representing approximately 20% of the aggregate number of issued H Shares on that date).

Assuming all the Placing Shares are fully placed, the gross proceeds from the Placing will be approximately HK\$38,812,500 and the net proceeds will be approximately HK\$38,300,000 (after deduction of commission and other expenses of the Placing), representing a net issue price of approximately HK\$0.370 per Placing Share.

**Shareholders and potential investors of the Company should note that completion of the Placing is subject to the fulfilment of the conditions set out in the Placing Agreement. The Placing may or may not proceed. Shareholders and potential investors of the Company are therefore urged to exercise caution when dealing in the Shares and other securities of the Company.**

On 8 April 2025 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent pursuant to which the Placing Agent has conditionally agreed, as the placing agent of the Company, to procure on a best effort basis to not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 103,500,000 Placing Shares at the Placing Price of HK\$0.375 per Placing Share. Details of the Placing Agreement are set out below:

## **THE PLACING AGREEMENT**

**Date:** 8 April 2025

**Issuer:** the Company

**Placing Agent:** Zhongtai International Securities Limited

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

The Placing Agent will charge the Company a placing commission of HK\$150,000. The placing commission was negotiated on arm's length basis between the Company and the Placing Agent and determined with reference to, amongst other things, the prevailing commission rate charged by other placing agents, the size of the Placing and the price performance of the H Shares.

The Directors consider that the terms of the Placing, including the placing commission, are fair and reasonable based on the current market conditions and the Placing is in the interests of the Company and the Shareholders as a whole.

### **Placees**

The Placing Shares will be placed to not less than six (6) Placees which will be individual, institutional or professional investor independent of and not connected with the Company, the connected persons of the Company and their respective associates, and who and whose ultimate beneficial owners are Independent Third Parties.

Upon Completion, it is expected that none of the Placees will become a substantial Shareholder. If any of the Placees will become a substantial Shareholder after Completion, further announcement will be made by the Company.

### **Number of Placing Shares**

The maximum Placing Shares of up to 103,500,000 Shares represent (1) approximately 5.10% of the existing issued share capital and approximately 7.77% of the existing issued H Shares of the Company as at the date of this announcement and (2) approximately 4.85% of the issued share capital and approximately 7.21% of the issued H Shares of the Company as enlarged by the allotment and issue of all the Placing Shares. The aggregate nominal value of the maximum of 103,500,000 Placing Shares is RMB10,350,000.

### **Placing Price**

The Placing Price of HK\$0.375 per Placing Share represents (i) a discount of approximately 13.79% to the closing price of HK\$0.435 per H Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 17.22% to the average of the closing prices per H Share of HK\$0.453 quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Placing Agreement.

The Placing Price was determined and negotiated on an arm's length basis between the Company and the Placing Agent with reference to the prevailing market price of the Shares and the recent trading performance of the Shares. The Directors consider that the Placing Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **Ranking of Placing Shares**

The Placing Shares shall rank *pari passu* in all respects among themselves and with the existing issued H Shares as at the date of this announcement.

## **Conditions of the Placing**

Completion of the Placing is conditional upon the satisfaction of the following conditions by not later than the Long Stop Date (or such later date as may be agreed between the Placing Agent and the Company):

1. there shall not have occurred any breach or any event render untrue or inaccurate, any of the representations, warranties or undertakings given by the Company under the Placing Agreement;
2. listing of and permission to deal in all the Placing Shares being granted (subject only to allotment) by the Listing Committee of the Stock Exchange in principle and dealings of the Placing Shares being allowed by the Stock Exchange (and such listing and permission not subsequently being revoked);
3. no relevant government, governmental, quasi-governmental, statutory or regulatory body, court or governmental agency having granted any order or made any decision that would make the Placing void, unenforceable or illegal, or restrict or prohibit the implementation of, or impose any additional material conditions or obligations with respect to the Placing (other than such orders or decisions as would not have a material adverse effect on the legal ability of the Company to proceed with the Placing); and
4. the Placing Agreement not being terminated by the Placing Agent pursuant to the Placing Agreement.

If the conditions are not fulfilled by the Long Stop Date, the obligations and liabilities of the Company under the Placing shall be null and void and the Company shall be released from all rights and obligations pursuant to the Placing except (i) the Company shall remain liable for the payment of all costs and expenses already incurred or to be incurred in consequence of such termination, (ii) any antecedent breach by the parties of any of the obligations and liabilities hereunder (including liabilities arising prior to such termination under the representations and warranties and undertakings) set out in the Placing Agreement and (iii) that the provisions of indemnity as set out in the Placing Agreement shall remain in full force and effect.

## **Completion**

Completion of the Placing shall take place on the Completion Date.

## **Application for listing**

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

## **General Mandate to issue the Placing Shares**

The issue of the Placing Shares is not subject to Shareholders' approval.

The Placing Shares will be issued under the General Mandate granted to the Directors at the AGM, subject to the limit up to 239,400,000 H Shares (representing approximately 20% of the aggregate number of issued H Shares on that date). After taking into account of the issue of the 135,900,000 H Shares by way of placing under the General Mandate as announced by the Company on 19 February 2025, approximately 56.77% of the General Mandate was utilised and only 103,500,000 Shares may be further allotted and issued under the General Mandate.

## **Termination**

If at any time prior to the Completion Date:

- (1) if there has come to the notice of either Party:–
  - (i) that any statement contained in this announcement was, when this announcement was issued, or has become, untrue, incorrect or misleading in any material respect; or
  - (ii) any material breach of the undertakings, warranties and representations set out in the Placing Agreement; or
  - (iii) any material breach of any of the obligations imposed upon the other Party under the Placing Agreement.

- (2) if there develops, occurs, or comes into effect:–
- (i) any event, development or change (whether or not local, national or international) resulting in a material adverse change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the sole and absolute opinion of the Placing Agent would prejudice the success of the Placing; or
  - (ii) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which, in the sole and absolute opinion of the Placing Agent, would prejudice the success of the Placing; or
  - (iii) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or the PRC and if in the sole and absolute opinion of the Placing Agent any such new law or change would materially and adversely affect the business or financial prospects of the Group and/or prejudice the success of the Placing; or
  - (iv) any litigation or claim of material importance of any third party being instigated against any member of the Group, which has or may have a material adverse effect on the business or financial prospects of the Group and which in the sole and absolute opinion of the Placing Agent would materially prejudice the success of the Placing.

then and in any such case, with respect to the Placing, if any of the events set out above occur at any time on or prior to the Completion Date, the Placing Agent may, by giving a written notice to the Company signed by the Placing Agent, at any time prior to the Completion, terminate this Agreement without liability to the other Party and the Placing Agreement shall thereupon cease to have effect, and none of the Parties shall have any rights or claims by reason thereof, save in respect of any antecedent breach of any obligation by them under the Placing Agreement.

## **REASONS FOR THE PLACING AND THE USE OF PROCEEDS**

The Company is an investment holding company. The Group is principally engaged in two industry sectors: on one hand, it is the biological compound fertiliser business, which principally includes a series of biological compound fertiliser products that are used for the facilitation of balanced growth of grains, fruit and vegetables. On the other hand, it is the elderly and health care business, which principally includes the comprehensive layout of elderly care services integrating medical services and elderly care services, and operation and management business.

Assuming all the Placing Shares are fully placed, the gross proceeds from the Placing will be approximately HK\$38,812,500 and the net proceeds will be approximately HK\$38,300,000 (after deduction of commission and other expenses of the Placing), representing a net issue price of approximately HK\$0.370 per Placing Share.

The Directors intend to use the net proceeds for development of the medical health software platform, general working capital for the medical and elderly care health business and potential investment opportunities.

The Directors are of the view that the Placing will enlarge the shareholder base and the capital base of the Company. In addition, the net proceeds of the Placing will strengthen the Group's financial position for future development of the Group. Accordingly, they consider that the Placing is in the interests of the Company and the Shareholders as a whole.

## FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

<b>Date of announcements</b>	<b>Fund-raising activity</b>	<b>Net proceeds</b>	<b>Intended use of proceeds</b>	<b>Actual use of proceeds as at the date of this announcement</b>
16 January 2025, 9 February 2025, 10 February 2025 and 19 February 2025	Issue of 135,900,000 new H Shares to not less than six places at the placing price of HK\$0.375 per placing share pursuant to the Placing Agreements (as defined in the announcements).	Approximately HK\$50.50 million	Used for the acquisition of an artificial intelligence-based medical health software platform, as well as for the subsequent development of the medical health software platform, general working capital for the medical and elderly care health business and potential investment opportunities.	Approximately HK\$14,500,000 was used as part of the payment for the acquisition of an artificial intelligence-based medical health software platform, while the remaining HK\$36,000,000 was unutilised.

Save for the aforesaid, the Company has not conducted any fund raising activity in the past 12 months immediately preceding the date of this announcement.

## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The changes of the shareholding structure of the Company as a result of the Placing (assuming that there are no other changes in the issued share capital of the Company from the date of this announcement up to and immediately after completion of the Placing) are as follows:

Holder of Domestic Shares or H Shares	As a the date of this announcement		Upon completion of the Placing	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
<b><i>Domestic Shares</i></b>				
Tianjin Economic and Technological Development Area State Asset Operation Company	182,500,000	8.99	182,500,000	8.55
Shenzhen Xiangyong Investment Company Limited	180,000,000	8.87	180,000,000	8.44
Guangdong Jiamei Ecological Technology Co., Ltd.	180,000,000	8.87	180,000,000	8.44
Dongguan Lvye Fertilisers Company Limited	120,000,000	5.91	120,000,000	5.62
Other domestic shareholders	35,000,000	1.72	35,000,000	1.64
<b><i>H Shares</i></b>				
Public shareholders	1,332,900,000	65.64	1,332,900,000	62.46
Placees	–	–	103,500,000	4.85
Total	<u>2,030,400,000</u>	<u>100.00</u>	<u>2,133,900,000</u>	<u>100</u>

## GENERAL

Shareholders and potential investors of the Company should note that completion of the Placing is subject to the fulfilment of the conditions set out in the Placing Agreement. The Placing may or may not proceed. Shareholders and potential investors of the Company are therefore urged to exercise caution when dealing in the Shares and other securities of the Company.



## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company held on 7 June 2024
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (excluding Saturday, Sunday or public holiday in Hong Kong) on which commercial banks generally are open for business in Hong Kong
“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)
“Completion”	completion of the placing of the Placing Shares in accordance with the terms and conditions as set out in the Placing Agreement
“Completion Date”	subject to the Conditions having been fulfilled, being 29 April 2025 (or such later time or date as the Company and the Placing Agent shall agree in writing) on which completion of the Placing shall take place
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Domestic Shares”	the domestic invested shares of nominal value of RMB0.10 each in the share capital of the Company, which are subscribed for in RMB

“General Mandate”	the general mandate to issue, allot and deal with additional Domestic Shares/H Shares not to exceed 20% of Domestic Shares in issue and 20% of H Shares in issue of the Company which was granted to the Directors by the Shareholders pursuant to an ordinary resolution passed at the AGM
“Group”	the Company and its subsidiaries
“H Share(s)”	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\$
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	independent third party(ies) who is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and directors, chief executives, controlling Shareholders and substantial Shareholders of the Company or any of its subsidiaries or their respective associates
“Listing Committee”	the listing committee appointed by the Stock Exchange for considering applications for listing and approving the listing of and dealing with securities on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on GEM the Stock Exchange
“Long Stop Date”	being 29 April 2025 or such later date as the parties may agree in writing
“Placee(s)”	an independent professional, institutional and other investors selected and procured by or on behalf of the Placing Agent as contemplated by the Placing Agreement
“Placing”	the placing, on a best effort basis, of up to 103,500,000 Shares pursuant to the terms of the Placing Agreement

“Placing Agent”	Zhongtai International Securities Limited, a corporation which is licensed by the Securities and Futures Commission to carry out and conduct regulated activities Type 1 (dealing in securities) and Type 4 (advising on securities)
“Placing Agreement”	the conditional placing agreement dated 31 March 2025 and entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.375 per Placing Share
“Placing Shares”	up to 103,500,000 H Shares to be placed under the Placing
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Domestic Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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

Tianjin, the PRC  
8 April 2025

*As at the date of this announcement, the executive director 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 Gao Chun, Wang Yongkang and Tu Xiangzhen.*

*This announcement, for which the directors are willing to collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 that the information contained in this announcement is accurate and complete in all material respects and is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for 7 days from the date of its posting, and it will also be published and remain on the website of the Company at [www.bioteda.com](http://www.bioteda.com).*