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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)

PROPOSED ADOPTION OF THE 2025 SHARE AWARD SCHEME

The Board of Directors (the “**Board**”) of the Company is pleased to announce that on 25 April 2025 (after trading hours), the Board resolved to propose the adoption of the 2025 share award scheme (the “**Scheme**”) in compliance with the amended Chapter 23 of the GEM Listing Rules which came into effect on 1 January 2023. The Scheme is subject to approval by the shareholders of the Company (the “**Shareholders**”) at a general meeting to be convened.

As of the date of this announcement, the Company has no other share scheme which remains valid and subsisting.

The key terms of the Scheme are summarised in the appendix to this announcement. Further details will be included in the circular to be despatched to the Shareholders in due course. The circular is subject to the review of the Stock Exchange and is expected to be despatched after such approval is obtained.

REASONS FOR PROPOSED ADOPTION OF THE SCHEME

The Scheme is proposed to (i) recognise the contributions made by certain selected participants by providing them with an opportunity to acquire a proprietary interest in the Company; (ii) encourage and retain such individuals for the continual operation and development of the Group; (iii) provide additional incentives for the selected participants to achieve performance goals; (iv) attract suitable personnel for the future development of the Group; and (v) align the interests of the selected participants with those of the Shareholders through ownership of Shares.

The Board believes that the Scheme will serve as a flexible and effective incentive tool to reward and retain key talents and contributors, and will motivate them to work towards enhancing the value of the Company and the long-term sustainable growth of the Group.

CONDITIONS PRECEDENT

The adoption of the Scheme is conditional upon the fulfillment of the following conditions: (a) the passing of an ordinary resolution in relation to the Scheme by the Shareholders at the general meeting; and (b) the GEM Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any Shares which may be issued in respect of all Share Awards to be granted under the Scheme.

GEM LISTING RULES IMPLICATIONS

The Scheme constitutes a share scheme under Chapter 23 of the GEM Listing Rules. In accordance with the GEM Listing Rules, a share scheme involving the grant of new shares must be approved by Shareholders in a general meeting. Accordingly, the Scheme will be subject to the approval of the Shareholders.

Application will be made to the GEM Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued in respect of Share Awards to be granted under the Scheme.

GENERAL

A circular containing, among other things, (i) details of the proposed adoption of the Scheme; and (ii) a notice convening the general meeting will be despatched to the Shareholders in due course after the Stock Exchange has completed its review.

The proposed adoption of the Scheme is subject to the approval of the Shareholders. Shareholders and potential investors are advised to exercise caution when dealing with the Company's securities.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors of the Company
“Company”	Tianjin TEDA Biomedical Engineering Company Limited
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Listing Rules on GEM of the Stock Exchange
“Scheme”	the 2025 share award scheme proposed to be adopted by the Company
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Award”	any award granted under the Scheme, which may involve the issue of new Shares to an Eligible Participant subject to vesting and other conditions specified under the Scheme
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

APPENDIX – SUMMARY OF THE KEY TERMS OF THE SCHEME

1. Purpose of the Scheme

The purpose of the Scheme is to incentivise and retain Eligible Participants (as defined below) by providing them with an opportunity to obtain an ownership interest in the Company, thereby aligning their interests with those of the Shareholders and contributing to the long-term development of the Group.

2. Eligible Participants

Eligible Participants include:

- (i) any employees of the Company and its subsidiaries as determined by the Board from time to time; and
- (ii) non-employee participants who, in the opinion of the Board, have contributed or will contribute to the long-term growth and development of the Group, including but not limited to consultants, business partners, or other service providers having strategic value.

The Board shall ensure that all such non-employee participants meet the requirements of “eligible participants” under Chapter 23 of the GEM Listing Rules and shall maintain proper records justifying such selection.

For the avoidance of doubt, no Share Awards shall be granted to any Director, substantial Shareholder or connected person of the Company unless in compliance with the requirements under Chapter 20 and Rule 23.04A of the GEM Listing Rules.

3. Additional GEM Listing Rules Compliance

The Company will take all reasonable steps to ensure that the implementation of the Share Awards Scheme shall not constitute any connected transaction under Chapter 20 of the GEM Listing Rules.

Where a Share Award is proposed to be granted to a Director, substantial Shareholder or any of their associates, or where the Board reasonably considers such grant may constitute a connected transaction, the Company will strictly comply with the relevant provisions under Rules 20.13 and 23.04A of the GEM Listing Rules, including but not limited to:

- (i) obtaining an approval of all the independent non-executive Directors;
- (ii) an appointment of an independent financial adviser (if applicable); and
- (iii) obtaining an approval of the independent Shareholders at a general meeting.

4. Share Source and Structure

The Share Awards to be granted under the Scheme shall be satisfied by newly issued Shares only, subject to the Company's approval in general meeting.

The Company does not intend to satisfy the Share Awards by repurchasing Shares, transferring Shares held by controlling shareholder or trust holding arrangement. No employee benefit trust or nominee holding structure will be adopted.

5. Maximum Scheme Limit

The total number of Shares which may be issued pursuant to the Scheme shall not exceed 10% of the issued share capital of the Company as at the date of the approval of the Scheme by the Shareholders.

6. Individual Limit

The number of Shares issued and to be issued in respect of all awards granted to any individual Eligible Participant under the Scheme within any consecutive 12-month period shall not exceed 1% of the issued share capital of the Company.

7. Duration and Administration

The Scheme shall be valid for a term of 10 years from the date of approval by the Shareholders and shall be subject to the administration and execution of the Board.

8. Grant of Share Awards

The Board may, from time to time and at its absolute discretion, grant Share Awards to any Eligible Participant. The Company will not make any prior commitment to any individual before the formal grant is approved by the Board and subject to the Listing Rules.

9. Vesting Period and Transfer Restrictions

Shares granted under the Scheme shall not vest earlier than 12 months from the date of grant, unless otherwise permitted under the GEM Listing Rules. The vesting conditions, such as term of service, performance and cooperation objectives shall be determined by the Board at its discretion, taking into account the nature of the Participant.

Unvested Shares shall not be transferred, pledged or otherwise disposed of.

10. Lapse and Cancellation

Share Awards will lapse in accordance with the rules of the Scheme, including where an Eligible Participant leaves the Group or fails to meet applicable vesting conditions. The Board may also cancel Share Awards that have not vested.

11. Rights Prior to Vesting

Notwithstanding that the Share Awards have not vested, unless otherwise determined by the Board, from the date of grant, a grantee shall be entitled to voting rights and dividend rights in respect of the Shares awarded to him/her under the Scheme.

12. Adjustments

In the event of any capitalisation issue, rights issue, share consolidation, subdivision or reduction of the share capital of the Company, the number of Shares granted under the Scheme may be adjusted in accordance with the Scheme rules and subject to the GEM Listing Rules.

13. Termination

The Scheme may be terminated by an ordinary resolution of the Shareholders or by a resolution of the Board. Upon termination, no further Share Awards may be granted, but the provisions of the Scheme shall remain in force in respect of outstanding Share Awards.

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

Tianjin, the PRC
25 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 www.hkgem.com on the “Latest Company Announcements” page for seven (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.