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常茂生物化學工程股份有限公司  
**Changmao Biochemical Engineering Company Limited\***  
*(a joint stock limited company incorporated in the People's Republic of China)*  
(Stock code: 8208)

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
CLOSURE OF BOOK**

**NOTICE IS HEREBY GIVEN** that the 2011 annual general meeting (“AGM”) of Changmao Biochemical Engineering Company Limited (the “Company”) will be held at 10:30 a.m. on Monday, 21 May 2012 at United Conference Centre 10/F United Centre, 95 Queensway, Admiralty, Hong Kong for the following purposes:

As ordinary resolution:

1. To receive the audited consolidated financial statements of the Company, together with the report of the Directors, the report of the Supervisory Committee and the report of the international independent auditor for the year ended 31 December 2011;
2. To consider and approve the final dividend distribution proposal for the year ended 31 December 2011;
3. To consider and approve the appropriation to statutory common reserve for the year ended 31 December 2011;
4. To consider the re-appointment of 江蘇公証會計師事務所有限公司 (Jiangsu Gongzheng Certified Public Accountants Co., Ltd.) as the People's Republic of China (“PRC”) auditor of the Company for the year 2012 and PricewaterhouseCoopers as the international auditor of the Company for the year 2012 and to authorise the Board to fix their remunerations;
5. To transact any other business.

\* For identification purpose

As special resolution:

1. To consider and pass the following resolution as a special resolution:

- (a) “**THAT** subject to the limitations imposed by (c) and (d) below and in accordance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”), the Company Law of the PRC, and other applicable laws and regulations (in each case as amended from time to time), a general unconditional mandate be and is hereby granted to the board of directors to exercise once or more during the “Relevant Period” (as defined below) all the powers of the Company to allot and issue new shares on such terms and conditions the board of directors may determine and that, in the exercise of their powers to allot and issue shares, the authority of the board of directors shall include (without limitation):
- (i) the determination of the class and number of the shares to be allotted;
  - (ii) the determination of the issue price of the new shares;
  - (iii) the determination of the opening and closing dates of the issue of new shares;
  - (iv) the determination of the class and number of new shares (if any) to be issued to the existing shareholders;
  - (v) to make or grant offers, agreements and options which might require the exercise of such powers; and
  - (vi) in the case of an offer or issue of shares to the shareholders of the Company, excluding shareholders who are residents outside the PRC or the Hong Kong Special Administrative Region, on account of prohibitions or requirements under overseas laws or regulations or for some other reasons which the board of directors consider expedient;
- (b) upon the exercise of the powers granted under paragraph (a), the board of directors of the Company may during the “Relevant Period” make or grant offers, agreements and options which might require the shares relating to the exercise of the authority there under being allotted and issued after the expiry of the “Relevant Period”;

- (c) the aggregate amount of the Foreign Shares, Domestic Shares and/or overseas listed foreign shares (“H Shares”) to be allotted or conditionally or unconditionally agreed to be allotted (whether pursuant to the exercise of options or otherwise) by the board of directors of the Company pursuant to the authority granted under paragraph (a) above (excluding any shares which may be allotted upon the conversion of the common reserve (公積金) into capital in accordance with the Company Law of the PRC or the Articles of Association of the Company) shall not exceed twenty per cent (20%) of the amount of the Foreign Shares, Domestic Shares and/or H Shares of the Company separately in issue as at the date of passing of this Resolution;
- (d) the board of directors of the Company in exercising the powers granted under paragraph (a) above shall (i) comply with the Company Law of the PRC, other applicable laws and regulations of the PRC, and the GEM Listing Rules (in each case, as amended from time to time) and (ii) be subject to the approvals of the China Securities Regulatory Commission and relevant authorities of the PRC;
- (e) for the purposes of this Resolution: “Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the date on which the powers granted by this Resolution is revoked or varied by a special resolution of the Company in general meeting;
- (f) the board of directors shall, subject to the relevant approvals of the relevant authorities and the exercise of the power granted under paragraph (a) above in accordance with the Company Law and other applicable laws and regulations of the PRC, increase the Company’s registered capital corresponding to the relevant number of shares allotted upon the exercise of the powers granted under paragraph (a) of this Resolution, provided that the registered capital of the Company shall not exceed 120% of the amount of registered capital of the Company as at the date of passing of this Resolution;
- (g) the board of directors be and they are hereby authorised to amend, as they may deem appropriate and necessary, relevant articles of the Articles of Association of the Company to reflect the change in the share capital structure of the Company in the event of an exercise of the powers granted under paragraph (a) to allot and issue new shares.” (see Note 6 below)

By order of the Board  
**Rui Xin Sheng**  
*Chairman*

*Notes:*

1. The Company will also convene an extraordinary general meeting (the “EGM”) on 21 May 2012 for the purpose of considering and, if thought fit, approving the conditional equity transfer agreement entered into by the Company and Kameo Limited on 16 March 2012 and the transactions contemplated thereunder. For details, please refer to the announcement issued by the Company dated 16 March 2012. A notice convening the EGM will be published in due course.
2. Holders of H Shares are advised that the register of members of the Company will close from 20 April 2012 to 21 May 2012 (both days inclusive), during which time no transfer of H Shares will be effected and registered. Shareholders whose names appear on the register of members of the Company at the close of business on 19 April 2012 are entitled to attend the AGM and the EGM. In order to qualify for attendance at the AGM and the EGM, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company’s share registrar and transfer office for H shares, Computershare Hong Kong Investor Services Limited, by 4:30 p.m. on 19 April 2012.
3. Shareholders who intend to attend the AGM should complete and lodge the reply slip and return it on or before 30 April 2012. The completed reply slip may be delivered by hand, by post or by fax, in the case of holders of Domestic Shares and Foreign Shares, to the Company’s principal place of business in Hong Kong; in the case of holders of H Shares, to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited. Completion and return of the reply slip do not affect the right of a shareholder to attend the AGM.
4. Every shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether or not they are shareholders of the Company, to attend and vote on his behalf at the AGM.
5. A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person’s seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited, in the case of holders of Domestic Shares and Foreign Shares, at the Company’s principal place of business in Hong Kong; in the case of holders of H Shares, at the Company’s H share registrar not less than 24 hours before the time appointed for the holding of the AGM. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy, in the case of holders of Domestic Shares and Foreign Shares, at the Company’s principal place of business in Hong Kong; in the case of holders of H Shares, at the Company’s H share registrar.
6. The purpose of having special resolution number 1 is to grant a general power to the Board to allot and issue new shares subject to applicable laws, regulations and rules.
7. Shareholders and their proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.
8. According to the Article 63 of the Articles of Association of the Company, when the Company convenes a shareholders’ annual general meeting, shareholder(s) holding 5% or more of the total shares carrying voting rights of the Company are entitled to propose new matters in writing to be considered, and the Company shall include in the agenda of that meeting those matters contained in the proposal which are within the scope of the duties of the general meeting provided that the proposal is delivered to the Company within 30 days from the issue of the notice of the meeting.

9. The address of Computershare Hong Kong Investor Services Limited is:  
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong  
Tel No.: (852) 2862 8555  
Fax No.: (852) 2865 0990

The address of the Company's principal place of business in Hong Kong is:  
Room 54, 5th Floor, New Henry House, 10 Ice House Street, Central, Hong Kong  
Tel No.: (852) 2525 2242  
Fax No.: (852) 2525 6994

*As at the date hereof, Mr. Rui Xin Sheng (Chairman) and Mr. Pan Chun are the executive directors of the Company, Mr. Zeng Xian Biao, Mr. Yu Xiao Ping, Mr. Wang Jian Ping and Ms. Leng Yi Xin are the non-executive directors of the Company, Prof. Ouyang Ping Kai, Prof. Yang Sheng Li and Ms. Wei Xin are the independent non-executive directors of the Company.*

*This announcement, for which the directors of the Company 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 of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement 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 in this announcement misleading.*

*This announcement will remain at [www.hkgem.com](http://www.hkgem.com) on the "Latest company announcements" page of the GEM website for at least 7 days from the date of its posting and on the Company's website at [www.cmbec.com.hk](http://www.cmbec.com.hk).*