



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)

Proxy Form for extraordinary general meeting to be held on 21 May 2012

I/We^(Note 1) _____ of _____^(Note 1)
 being the registered holder(s) of^(Note 2) _____ Domestic Share(s)/Foreign Share(s)/H Share(s)⁺,
 each with a nominal value of RMB0.10 in the capital of Changmao Biochemical Engineering Company Limited (the
 “Company”), hereby appoint the Chairman of the extraordinary general meeting or _____^(Note 3)
 of _____
 as my/our proxy to attend and act for me/us at the extraordinary general meeting (the “Meeting”) (and at any adjournment
 thereof) to be held at 11:00 a.m. on 21 May 2012 at United Conference Centre, 10/F United Centre, 95 Queensway,
 Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice of
 the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the
 resolution as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For ^(Note 4)	Against ^(Note 4)
“a) the conditional equity transfer agreement (the “Equity Transfer Agreement”) dated 16 March 2012 entered into between the Company and Kameo Limited (“Kameo”), pursuant to which the Company has conditionally agreed to sell, and Kameo has conditionally agreed to acquire 38.78% of the equity interest in Changzhou Lanling Pharmaceutical Production Co., Ltd., at the consideration of RMB28,115,500, and the transactions contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, ratified and/or confirmed; b) any director of the Company (the “Director(s)”) be and he/she is hereby authorised to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering the all such documents and deeds, to do or authorise the doing of all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement and/or complete all matters in connection with the Equity Transfer Agreement and the transactions contemplated thereunder, as he/she may in his/her absolute discretion consider to be desirable and in the interests of the Company and all of such Director’s acts as aforesaid be and is hereby approved, ratified and confirmed.”		

Date: _____

Signature(s)^(Note 5): _____

Notes:

- Please insert your full name(s) (in Chinese and English) and address(es) (as shown in the register of members) in **BLOCK** letters. The names of all joint registered holders should be stated.
- Please insert the number of shares registered under your name(s). If no number is inserted, this form of proxy will be deemed to relate to all shares in the Company registered under your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, delete the words “the Chairman of the extraordinary general meeting or” and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to cast your vote at his discretion or abstain. Your proxy will also be entitled to vote or abstain at his discretion on any resolutions properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of a director or attorney duly authorised to sign the same.
- Where there are joint holders of a share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders is present at the Meeting personally or by proxy, then one of the joint holders so present whose name stands first on the register of member of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with the power of attorney (if any) or other document of authority (if any) under which it is signed (or a notarially certified copy of that power or attorney or other document of authority) must be delivered and in the case of holders of Domestic Share(s)/Foreign Share(s), to the Company’s principal place of business in Hong Kong at Room 54, 5/F, New Henry House, 10 Ice House Street, Central, Hong Kong, in the case of holders of H Share(s), to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy as indicated above, this form of proxy will be deemed to have been revoked.

⁺ Delete as appropriate

* For identification purpose only