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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Changmao Biochemical Engineering Company Limited* (the “**Company**”) will 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 following resolution to be proposed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- 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

* For identification purpose only

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."

By order of the board of the Directors
Changmao Biochemical Engineering Company Limited*
Rui Xin Sheng
Chairman

Jiangsu Province, the PRC, 3 April 2012

Notes:

- (1) Holders of the H shares of the Company (the "**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. Holders of the shares of the Company 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 Meeting. In order to qualify for attendance and voting at the Meeting, 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.
- (2) Shareholders who intend to attend the Meeting should complete and lodge the accompanying reply slip and return it, in the case of holders of the domestic shares of the Company (the "**Domestic Shares**") and the foreign shares of the Company (the "**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 on or before 30 April 2012. The 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 Meeting.
- (3) Every shareholder who has the right to attend and vote at the Meeting 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 Meeting.
- (4) 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 Meeting. 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

* *For identification purpose only*

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.

- (5) Shareholders and their proxies attending the Meeting shall be responsible for their own travelling and accommodation expenses.
- (6) The address of Computershare Hong Kong Investor Services Limited is:
17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong
Tel No. (852) 2862 8628
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, Mr. Zeng Xian Biao, Mr. Yu Xiao Ping, Mr. Wang Jian Ping and Ms. Leng Yi Xin are the non-executive Directors, Prof. Ouyang Ping Kai, Prof. Yang Sheng Li and Ms. Wei Xin are the independent nonexecutive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market ("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 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 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.