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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 21 MAY 2012

The 2011 Annual General Meeting (the "AGM") of Changmao Biochemical Engineering Company Limited (the "Company") was held at 10:30 a.m. on Monday, 21 May 2012 at United Conference Centre, 10/F United Centre, 95 Queensway, Admiralty, Hong Kong.

A poll was demanded by the chairman of the AGM for voting on all proposed resolutions.

POLL RESULTS OF THE AGM

As at the date of the AGM, the total number of the shares of the Company (the "Shares") in issue was 529,700,000 Shares. Prior to the date of the AGM, holders of Shares ("Shareholders") holding 517,099,800 Shares, representing approximately 98% of the total number of the Shares in issue as at the date of the AGM, lodged to the Company that they will attend the AGM either in person or by proxy. The actual number of the Shares attending the AGM either in person or by proxy was 333,500,000 Shares, representing approximately 63% of the total number of the Shares in issue as at the date of the AGM, which complies with the Company Law of the People's Republic of China and the articles of association of the Company.

No shareholder was required to abstain from voting in respect of the resolutions at the AGM. As such, there were a total of 529,700,000 Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM. No Shareholder has stated that his/her/its intention to vote against the resolution at the AGM.

**For identification purpose*

The poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary resolutions		Number of votes (%)		Total number of vote cast
		For	Against	
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	333,500,000 (100%)	Nil (0%)	333,500,000
2	To approve the final dividend distribution proposal for the year ended 31 December 2011 (Note)	333,500,000 (100%)	Nil (0%)	333,500,000
3	To approve the appropriation to statutory common reserve for the year ended 31 December 2011	333,500,000 (100%)	Nil (0%)	333,500,000
4(a)	To approve the re-appointment of 江蘇公證會計師事務所有限公司 (Jiangsu Gongzheng Certified Public Accountants Co., Ltd.) as the People's Republic of China auditor of the Company for the year 2012 and to authorise the Board to fix its remuneration	333,500,000 (100%)	Nil (0%)	333,500,000
4(b)	To approve the re-appointment of PricewaterhouseCoopers as the international auditor of the Company for the year 2012 and to authorise the Board to fix its remuneration	333,500,000 (100%)	Nil (0%)	333,500,000

Note: The percentages of votes are based on the total number of Shares held by the Shareholders who voted at the AGM in person or by corporate representative or proxy.

As more than half of the votes present at the AGM either in person or by proxy was cast in favour of the above ordinary resolutions, all the ordinary resolutions proposed at the AGM were duly passed.

Special resolution		Number of votes (%)		Total number of vote cast
		For	Against	
1	To approve the resolution regarding granting a general mandate to the Board to exercise the rights to allot and issue new shares	333,500,000 (100%)	Nil (0%)	333,500,000

Note: The percentages of votes are based on the total number of Shares held by the Shareholders who voted at the AGM in person or by corporate representative or proxy.

As more than two-thirds of the votes present at the AGM either in person or by proxy was cast in favour of the above special resolution 1, the special resolution proposed at the AGM was duly passed.

SCRUTINEER

The poll results were scrutinised by Cheng & Cheng Limited, Certified Public Accountants, whose work was limited to certain procedures requested by the Company to agree the poll results summary to voting papers collected and provided by the Company. The work performed by Cheng & Cheng Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

Note:

- (1) The final dividend distribution proposal for the year ended 31 December 2011 is to distribute a final dividend (“Final Dividend”) of Rmb 0.024 (inclusive of tax) per Share in cash. The Final Dividend will be payable on 31 July 2012 to the holders of Domestic Shares, Foreign Shares and H Shares whose names appear on the register of member of the Company at 4:30 p.m. on 31 May 2012.
- (2) In accordance with the requirements in the Articles of Associations of the Company, dividends shall be declared and denominated in Renminbi; dividends payable on H Shares shall be paid in Hong Kong dollars (“HKD”) at an exchange rate which is equal to the average of the People’s Bank of China closing Renminbi-Hong Kong dollar conversion rates on each of the five business days immediately preceding the date of approving the dividend. With respect to the Final Dividend, the average of the People’s Bank of China closing Renminbi-Hong Kong dollar conversion rates on each of the five business days immediately preceding the date of the Annual General Meeting, which is 21 May 2012, is HKD1 to Rmb0.813118, therefore the Final Dividend to holders of H Shares of the Company will be HKD0.029516 (inclusive of tax) per Share.
- (3) According to the Law on Corporate Income Tax of the People’s Republic of China and the relevant implementing rules which came into effect on 1 January 2008, the Company is required to withhold corporate income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders as appearing on the H Share register of members of the Company on their behalves. Any shares registered in the name of the non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the corporate income tax.

By order of the Board

Changmao Biochemical Engineering Company Limited*
Rui Xin Sheng
Chairman

Hong Kong, 21 May 2012

**For identification purpose*

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 Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange 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.

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