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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 EXTRAORDINARY GENERAL MEETING HELD ON 21 MAY 2012

Reference is made to the circular (the "Circular") of Changmao Biochemical Engineering Company Limited* dated 3 April 2012 in relation to, among others, the Disposal. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

An EGM of the Company was held at 11:00 a.m. on Monday, 21 May 2012 at United Conference Centre, 10/F United Centre, 95 Queensway, Admiralty, Hong Kong for the purpose of considering and, if though fit, approving the Equity Transfer Agreement and the transactions contemplated thereunder.

A poll was demanded by the chairman of the EGM for voting on the proposed resolution.

POLL RESULTS OF THE EGM

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

**For identification purpose*

As Mr. Yu and Mr. Rui (both are Directors) are deemed to be interested in the Disposal, Jomo Limited (a corporation controlled by Mr. Yu and his spouse), 常州新生生化科技開發有限公司 (Changzhou Xinsheng Bio-Technology Development Co., Ltd.*, an enterprise wholly owned by Mr. Rui and his spouse) and Hong Kong Xinsheng Pioneer Investment Company Limited (a corporation controlled by Mr. Rui and his spouse) are required to and actually did abstain from voting at the EGM on the resolution to approve the Equity Transfer Agreement and the transactions contemplated thereunder. As such, there were a total of 326,200,000 Shares entitling the Shareholders to attend and vote for or against the resolution at the EGM.

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

The poll results in respect of the resolution proposed at the EGM are as follows:

Ordinary resolution	Number of votes (%)		Total number of vote cast
	For	Against	
<p>“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;</p> <p>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.”</p>	130,000,000 (100%)	Nil (0%)	130,000,000

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

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

**For identification purpose*

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.

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, 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 non-executive Directors.

This announcement, for which the Directors 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, 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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