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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 herein or this announcement misleading.



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)

**PROPOSED TRANSFER OF LISTING FROM THE GROWTH
ENTERPRISE MARKET TO THE MAIN BOARD OF THE STOCK
EXCHANGE OF HONG KONG LIMITED**

The Board announces that on 6 March 2013, it approved, among other things, the Transfer of Listing, which shall be subject to approvals from the Shareholders and the Stock Exchange. The EGM and the Class Meetings will be convened for the Shareholders to consider and, if thought fit, approve, among other things, the Transfer of Listing and the Articles Amendments.

The Directors considers that the Transfer of Listing will enhance the trading liquidity of the H Shares and promote the Company's corporate profile and recognition from public investors.

A circular containing, among other things, details of the Transfer of Listing and the Articles Amendments and the notices of the EGM and the Class Meetings will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

Shareholders and potential investors of the Company should note that the Transfer of Listing is subject to, among other things, the approval from the Shareholders in the EGM and the Class Meetings and the Stock Exchange, and may or may not proceed. Accordingly, the Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance.

**For identification purpose*

PROPOSED TRANSFER OF LISTING

The Board announces that on 6 March 2013, it approved the Transfer of Listing, which shall be subject to approvals from the Shareholders and the Stock Exchange. The EGM and the Class Meetings will be convened for the Shareholders to consider and, if thought fit, approve, among other things, the Transfer of Listing and the Articles Amendments.

Conditions

The Transfer of Listing shall become effective upon the fulfillment of the following conditions:

- (i) the Company's having fulfilled all the applicable requirements for listing on the Main Board as stipulated in the Main Board Listing Rules and the relevant rules and regulations in Hong Kong and the PRC;
- (ii) the Company having obtained approval of the Transfer of Listing and Articles Amendments from the Shareholders at the EGM and the Class Meetings;
- (iii) the Company having obtained the necessary approvals and/or consents (if any) in respect of the Articles Amendments from the relevant PRC government authorities;
- (iv) the granting of the approval by the Listing Committee for the listing of and permission to deal in the existing H Shares on the Main Board; and
- (v) all other necessary approvals and/or consents (if any) in respect of the Transfer of Listing and the Articles Amendments having been obtained.

The Company shall submit a written report in respect of the Transfer of Listing to the CSRC within 15 working days upon listing of and commencement of dealings in the H Shares on the Main Board.

REASONS FOR AND BENEFITS OF THE TRANSFER OF LISTING

The Group is principally engaged in the production and sale of organic acids.

The Directors consider that the Transfer of Listing will enhance the trading liquidity of the H Shares and promote the Company's corporate profile and recognition from public investors. Therefore, the Directors are of the view that the Transfer of Listing will be beneficial to the future growth, financing flexibility and business development of the Group.

A special resolution in relation to the Transfer of Listing will be proposed at the EGM and the Class Meetings respectively for approval.

The Transfer of Listing will not involve any issue of new Shares by the Company. The Board does not contemplate any material change in the nature of the business activities of the Group following the Transfer of Listing.

PROPOSED ARTICLES AMENDMENTS

In view of the Transfer of Listing, certain amendments shall be made to the Articles of Association to comply with the Main Board Listing Rules and other relevant regulations in Hong Kong and the PRC.

The Articles Amendments are conditional on, among others, the completion of the Transfer of Listing and the approval from the Shareholders. The Articles Amendments shall become effective upon listing of and commencement of dealings in H Shares on the Main Board.

A special resolution in relation to the Articles Amendments will be proposed at the EGM and the Class Meetings respectively for approval.

GENERAL

A circular containing, among other things, details of the Transfer of Listing and the Articles Amendments and the notices of the EGM and the Class Meetings will be despatched to the Shareholders as soon as practicable in accordance with the GEM Listing Rules.

Shareholders and potential investors of the Company should note that the Transfer of Listing is subject to, among others, the approval from the Shareholders in the EGM and the Class Meetings and the Stock Exchange, and may or may not proceed. Accordingly, the Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance.

Further announcement(s) will be made to keep the Shareholders and potential investors informed on the progress of the proposed Transfer of Listing.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions have the meanings as set out below:

“Articles Amendments”	necessary amendments to be made to the Articles of Association to comply with the Main Board Listing Rules upon completion of the Transfer of Listing
“Articles of Association”	the articles of association of the Company prevailing from time to time
“Board”	the board of the Directors
“Class Meetings”	collectively, the Class Meeting of Domestic Shareholders and Foreign Shareholders and the Class Meeting of H Shareholders
“Class Meeting of Domestic Shareholders and Foreign Shareholders”	the general meeting to be convened for Domestic Shareholders and Foreign Shareholders to consider, and if thought fit, approve the Transfer of Listing and the Articles Amendments
“Class Meeting of H shareholders”	the general meeting to be convened for H Shareholders to consider, and if thought fit, approve the Transfer of Listing and the Articles Amendments

“Company”	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 PRC with the H Shares currently listed on the GEM (stock code: 8208)
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) with a par value of RMB0.10 each in the capital of the Company which is(are) subscribed for in RMB by PRC citizens and/or entities
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Transfer of Listing and the Articles Amendments
“Foreign Share(s)”	ordinary share(s) with a par value of RMB0.10 each in the capital of the Company which is(are) subscribed for in a currency other than RMB by non-PRC citizens and/or entities
“Foreign Shareholder(s)”	holder(s) of Foreign Share(s)
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“H Share(s)”	ordinary share(s) in the capital of the Company which is(are) subscribed for and traded in HK\$ and listed on the GEM
“H Shareholder(s)”	holder(s) of H Share(s)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange which is responsible for the Main Board listing matters

**For identification purpose*

“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of the GEM (excluding the options market) which continues to be operated by the Stock Exchange parallel with the GEM. For the avoidance of doubt, the Main Board excludes the GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Share(s)”	collectively, Domestic Share(s), H Share(s) and Foreign Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the proposed transfer of listing of the H Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC

By Order of the Board
Changmao Biochemical Engineering Company Limited*
Rui Xin Sheng
Chairman

Jiangsu Province, The PRC, 6 March 2013

As at the date of this announcement, 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 will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and will also be posted on the website of the Company at www.cmbec.com.hk.

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