



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 annual general meeting to be held on 16 May 2013

I/We^(Note 1) _____ of _____^(Note 1)

being the registered holder(s) of _____ 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 annual general meeting or _____ of _____^(Note 3)

as my/our proxy to attend and act for me/us at the annual general meeting ("Meeting") (and at any adjournment thereof) to be held at 10:00 a.m. on 16 May 2013 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 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 resolutions as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	For ^(Note 4)	Against ^(Note 4)
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 international independent auditor's report for the year ended 31 December 2012		
2. To approve the final dividend distribution proposal for the year ended 31 December 2012		
3. To approve the appropriation to statutory common reserve for the year ended 31 December 2012		
4. To elect the directors of the fifth session of the board ("Board") of Directors for a term of three years from 18 June 2013 to 17 June 2016, and to authorise the Board to fix their remuneration	For ^(Note 4)	Against ^(Note 4)
(a) To elect Mr. Rui Xin Sheng as the executive Director		
(b) To elect Mr. Pan Chun as the executive Director		
(c) To elect Mr. Zeng Xian Biao as the non-executive Director		
(d) To elect Mr. Yu Xiao Ping as the non-executive Director		
(e) To elect Mr. Wang Jian Ping as the non-executive Director		
(f) To elect Ms. Leng Yi Xin as the non-executive Director		
(g) To elect Prof. Ouyang Ping Kai as the independent non-executive Director		
(h) To elect Prof. Yang Sheng Li as the independent non-executive Director		
(i) To elect Ms. Wei Xin as the independent non-executive Director		
5. To elect the supervisors who are representatives of the shareholders of the Company for the fifth session of the supervisory committee of the Company, for a term of three years from 18 June 2013 to 17 June 2016, and to authorise the Board to fix their remuneration	For ^(Note 4)	Against ^(Note 4)
(a) To elect Ms. Zhou Rui Juan as the supervisor		
(b) To elect Mr. Lu He Xing as the supervisor		
(c) To elect Prof. Jiang Yao Zhong as the independent supervisor		
(d) To elect Mr. Geng Gang as the independent supervisor		
6. (a) To approve the re-appointment of PricewaterhouseCoopers as the international auditor of the Company for the year 2013 and to authorise the Board to fix their remunerations		
(b) To approve the re-appointment of 江蘇公証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 2013 and to authorise the Board to fix their remuneration		
SPECIAL RESOLUTION	For ^(Note 4)	Against ^(Note 4)
1. To approve the resolution regarding granting a general mandate to the Board to exercise the rights to allot and issue shares		

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 annual 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