



**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 class meeting of H Shareholders to be held on 16 May 2013**

I/We<sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_<sup>(Note 1)</sup> being the registered holder(s) of \_\_\_\_\_<sup>(Note 2)</sup> 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 class meeting of H Shareholders or \_\_\_\_\_<sup>(Note 3)</sup> of \_\_\_\_\_ as my/our proxy to attend and act for me/us at the class meeting of H Shareholders ("Meeting") (and at any adjournment thereof) to be at 11:45 a.m. (or as soon as the extraordinary general meeting of the Company to be convened at the same date and place at 11:30 a.m. shall conclude or adjourn) 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.

SPECIAL RESOLUTIONS	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
<p>1. "THAT</p> <p>(a) conditional upon the conditions (as set out in the section headed "Conditions of the Transfer of Listing" in the Circular), the proposed transfer of listing (the "Transfer of Listing") of the H Shares from the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") to the main board (the "Main Board") of the Stock Exchange, be and is hereby approved, in all aspects;</p> <p>(b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to effect and implement the Transfer of Listing, including but not limited to:</p> <p>(i) determining the timetable thereof;</p> <p>(ii) making any applications, submissions and reports to the Stock Exchange and (if applicable) China Securities Regulatory Commission for the Transfer of Listing;</p> <p>(iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and</p> <p>(iv) executing (with or without amendments) all other documents, submitting for approval or filing any such or related documents, taking all other steps and action as the Board in its opinion considers necessary, desirable or expedient to implement the Transfer of Listing and the transactions contemplated thereunder."</p>		
<p>2. "THAT</p> <p>(a) subject to the passing of the special resolution no.1 above and the approval from the relevant government authorities (if any) and conditional upon the completion of the Transfer of Listing, the amended articles of the Company incorporating the Articles Amendments (as defined in the Circular) be and are hereby adopted as the articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company and be effective after the date of completion of the Transfer of Listing and the listing of and commencement of dealing in H Shares on the Main Board, and that the Board be and is hereby authorised to make further amendments to the same in accordance with the relevant laws and regulations of the PRC and Hong Kong, the Main Board Listing Rules and other requirements of the relevant regulatory authorities; and</p> <p>(b) the Board be and is hereby authorised to do all such acts or things and to take all such steps and to execute any documents (and where applicable, to affix the seal of the Company) as it considers necessary, desirable or expedient to give effect to the Articles Amendments, including but not limited to seeking approval for the amended articles of association of the Company and registering and filing the same with the relevant government authorities of the PRC and Hong Kong, and making further amendments as any governmental authority of the PRC may require."</p>		
ORDINARY RESOLUTION	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
<p>3. "THAT</p> <p>the Board be and is hereby authorised to (a) appoint a person qualified under the PRC laws and regulations, the GEM Listing Rules (if applicable) and Main Board Listing Rules (if applicable) to be a director to fill a casual vacancy on or as an addition to the Board, and the term of office of any director so appointed shall expire at the conclusion of the next following annual general meeting of the Company; (b) fix the remuneration of any director so appointed."</p>		

Date: \_\_\_\_\_

Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

**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 class meeting of H Shareholders 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 to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, 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.

\* For identification purpose only