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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)

**NOTICE OF THE CLASS MEETING OF DOMESTIC SHAREHOLDERS AND  
FOREIGN SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that a class meeting of the domestic shareholders and foreign shareholders (the “Class Meeting of Domestic Shareholders and Foreign Shareholders”) of 常茂生物化學工程股份有限公司 (Changmao Biochemical Engineering Company Limited\*) (the “Company”) will be held on Thursday, 16 May 2013 at 12:00 p.m. (or as soon as the Class Meeting of H Shareholders to be convened at the same date and place at 11:45 a.m. shall conclude or adjourn) at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions set out below. Unless the context otherwise requires, the terms defined in the circular of the Company dated 28 March 2013 (the “Circular”) shall have the same meaning herein.

**SPECIAL RESOLUTIONS**

1. **“THAT**

- (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;
- (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:
  - (i) determining the timetable thereof;

\* For identification purpose only

- (ii) making any applications, submissions and reports to the Stock Exchange and (if applicable) China Securities Regulatory Commission for the Transfer of Listing;
- (iii) entering into any documents/agreements (including but not limited to any agreements for the engagement of the financial or legal advisers); and
- (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.”

2. **“THAT**

- (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
- (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.”

## ORDINARY RESOLUTION

### 3. “THAT

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.”

Yours faithfully,  
By order of the Board  
**Changmao Biochemical Engineering Company Limited\***  
**Rui Xin Sheng**  
*Chairman*

Jiangsu Province, the PRC  
28 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.*

#### *Notes:*

1. A member of the Company (“Member”) entitled to attend and vote at the Class Meeting of Domestic Shareholders and Foreign Shareholders is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the Class Meeting of Domestic Shareholders and Foreign Shareholders is enclosed herewith. In the case of joint holders of any Share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the Class Meeting of Domestic Shareholders and Foreign Shareholders, and this notice shall be deemed to be given to all joint holders of such Share.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s principle place of business in Hong Kong at Room 54, 5/F, New Henry House, 10 Ice House Street, Central, Hong Kong, not later than 24 hours before the time appointed for holding the Class Meeting of Domestic Shareholders and Foreign Shareholders or the time appointed for passing the resolutions or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Class Meeting of Domestic Shareholders and Foreign Shareholders and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. The register of Members will be closed from 16 April 2013 to 16 May 2013, both days inclusive, during which period no transfer of shares of the Company will be effected. Domestic Shareholders and Foreign Shareholders of the Company whose names appear on the register of Members on 16 April 2013 will be entitled to attend the Class Meeting of Domestic Shareholders and Foreign Shareholders.
4. Whether or not Domestic Shareholders and Foreign Shareholders of the Company intend to attend to the Class Meeting of Domestic Shareholders and Foreign Shareholders, they are requested to complete the enclosed reply slip for the Class Meeting of Domestic Shareholders and Foreign Shareholders and return it, by hand or by post, to the Company's principle place of business in Hong Kong at Room 54, 5/F, New Henry House, 10 Ice House Street, Central, Hong Kong on or before 25 April 2013. Completion and return of the reply slip do not affect the right of a Domestic Shareholder or a Foreign Shareholder to attend the Class Meeting of Domestic Shareholders and Foreign Shareholders.
5. Domestic Shareholders and Foreign Shareholders of the Company or their proxies attending the Class Meeting of Domestic Shareholders and Foreign Shareholders shall produce their identification documents.

*This notice, 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 notice 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 document misleading.*

*This notice will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This notice will also be posted on the Company's website at [www.cmbec.com.hk](http://www.cmbec.com.hk).*