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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 THE ANNUAL GENERAL MEETING,
THE CLASS MEETING OF H SHAREHOLDERS
AND
THE CLASS MEETING OF DOMESTIC SHAREHOLDERS AND
FOREIGN SHAREHOLDERS
HELD ON 16 MAY 2013**

Reference is made to the circular (the “**Circular**”) issued by Changmao Biochemical Engineering Company Limited on 19 March 2013. Unless the context otherwise requires, capitalised terms used herein shall have the same meaning as defined in the Circular.

The AGM, the Class Meeting of H Shareholders and the Class Meeting of Domestic Shareholders and Foreign Shareholders were held at 10:00 a.m., 10:20 a.m. and 10:30a.m. respectively on Thursday, 16 May 2013 at United Conference Centre, 10/F United Centre, 95 Queensway, Admiralty, Hong Kong.

A poll was demanded by the chairman of each of the AGM ,the Class Meeting of H Shareholders and the Class Meeting of Domestic Shareholders and Foreign Shareholders respectively for voting on all proposed resolutions.

I. POLL RESULTS OF THE AGM

As at the date of the AGM, the total number of the Shares in issue was 529,700,000. Prior to the date of the AGM, Shareholders holding 333,500,000 Shares, representing approximately 63% of the total number of the Shares in issue as at the date of the AGM, lodged to the Company that they will attend the AGM either in person or by proxy. The actual number of the Shares attending the AGM either in person or by proxy was 517,095,400, representing approximately 97.6% of the total number of the Shares in issue as at the date of the AGM. The holding of the AGM complies with the Company Law of the PRC and the articles of association of the Company.

**For identification purpose*

No Shareholder was required to abstain from voting in respect of the resolutions at the AGM. As such, there were a total of 529,700,000 Shares entitling the Shareholders to attend and vote on the resolutions at the AGM.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules. No Shareholder has stated that his/her/its intention to vote against or to abstain from voting on any of the resolutions at the AGM.

The poll results in respect of the resolutions proposed at the AGM are as follows:

Ordinary resolutions		Number of votes (%)		Total number of vote cast
		For	Against	
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	342,780,000 (100%)	Nil (0%)	342,780,000
2	To approve the final dividend distribution proposal for the year ended 31 December 2012 (Note)	342,780,000 (100%)	Nil (0%)	342,780,000
3	To approve the appropriation to statutory common reserve for the year ended 31 December 2012	342,780,000 (100%)	Nil (0%)	342,780,000
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	Number of votes (%)		Total number of vote cast
		For	Against	
(a)	To elect Mr. Rui Xin Sheng as the executive Director	342,780,000 (100%)	Nil (0%)	342,780,000
(b)	To elect Mr. Pan Chun as the executive Director	342,780,000 (100%)	Nil (0%)	342,780,000
(c)	To elect Mr. Zeng Xian Biao as the non-executive Director	342,780,000 (100%)	Nil (0%)	342,780,000
(d)	To elect Mr. Yu Xiao Ping as the non-executive Director	342,780,000 (100%)	Nil (0%)	342,780,000
(e)	To elect Mr. Wang Jian Ping as the non-executive Director	342,780,000 (100%)	Nil (0%)	342,780,000
(f)	To elect Ms. Leng Yi Xin as the non-executive Director	342,780,000 (100%)	Nil (0%)	342,780,000

Ordinary resolutions		Number of votes (%)		Total number of vote cast
		For	Against	
(g)	To elect Prof. Ouyang Ping Kai as the independent non-executive Director	342,780,000 (100%)	Nil (0%)	342,780,000
(h)	To elect Prof. Yang Sheng Li as the independent non-executive Director	342,780,000 (100%)	Nil (0%)	342,780,000
(i)	To elect Ms. Wei Xin as the independent non-executive Director	342,780,000 (100%)	Nil (0%)	342,780,000
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	Number of votes (%)		Total number of vote cast
		For	Against	
(a)	To elect Ms. Zhou Rui Juan as the supervisor	342,780,000 (100%)	Nil (0%)	342,780,000
(b)	To elect Mr. Lu He Xing as the supervisor,	342,780,000 (100%)	Nil (0%)	342,780,000
(c)	To elect Prof. Jiang Yao Zhong as the independent supervisor	342,780,000 (100%)	Nil (0%)	342,780,000
(d)	To elect Mr. Geng Gang as the independent supervisor	342,780,000 (100%)	Nil (0%)	342,780,000
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 its remuneration	342,780,000 (100%)	Nil (0%)	342,780,000
6(b)	To approve the re-appointment of 江蘇公證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 its remuneration	342,780,000 (100%)	Nil (0%)	342,780,000

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

As more than half of the votes present at the AGM either in person or by proxy was cast in favour of the above ordinary resolutions numbered 1 to 6, all the above resolutions were duly passed as ordinary resolutions.

Special resolution		Number of votes (%)		Total number of vote cast
		For	Against	
1	To approve the resolution regarding granting a general mandate to the Board to exercise the rights to allot and issue new shares #	342,780,000 (100%)	Nil (0%)	342,780,000

The full text of special resolution1 is set out in the notice of AGM contained in the Circular.

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

As more than two-thirds of the votes present at the AGM either in person or by proxy was cast in favour of the above special resolution 1, the above resolution was duly passed as a special resolution.

Note:

- (1) The final dividend distribution proposal for the year ended 31 December 2012 is to distribute a final dividend (“Final Dividend”) of Rmb 0.028 (inclusive of tax) per Share in cash. The Final Dividend will be payable on 31 July 2013 to the holders of Domestic Shares, Foreign Shares and H Shares whose names appear on the register of member of the Company at 4:30 p.m. on 28 May 2013.
- (2) In accordance with the requirements in the Articles of Associations of the Company, dividends shall be declared and denominated in Renminbi; dividends payable on H Shares shall be paid in Hong Kong dollars (“HKD”) at an exchange rate which is equal to the average of the People’s Bank of China closing Renminbi-Hong Kong dollar conversion rates on each of the five business days immediately preceding the date of approving the dividend. With respect to the Final Dividend, the average of the People’s Bank of China closing Renminbi-Hong Kong dollar conversion rates on each of the five business days immediately preceding the date of the AGM, which is 16 May 2013, is HKD1 to Rmb0.799212, therefore the Final Dividend to holders of H Shares of the Company will be HKD0.035035 (inclusive of tax) per Share.
- (3) According to the Law on Corporate Income Tax of the PRC and the relevant implementing rules which came into effect on 1 January 2008, the Company is required to withhold corporate income tax before distributing the final dividend to non-resident enterprise shareholders as appearing on the H Share register of members of the Company on their behalves. Please refer to the paragraph headed “DIVIDEND” on the annual results announcement issued by the Company on 6 March 2013.

II. POLL RESULTS OF THE CLASS MEETING OF H SHAREHOLDERS

As at the date of the Class Meeting of H Shareholders, the total number of the H Shares in issue was 183,700,000. Prior to the date of the Class Meeting of H Shareholders, H Shareholders holding 183,595,800 H Shares, representing approximately 99.9% of the total number of the H Shares in issue as at the date of the Class Meeting of H Shareholders, lodged to the Company that they will attend the Class Meeting of H Shareholders either in person or by proxy. The actual number of the H Shares attending the Class Meeting of H Shareholders either in person or by proxy was 183,595,400, representing approximately 99.9% of the total number of the H Shares in issue as at the date of the Class Meeting of H Shareholders. The holding of the Class Meeting of H Shareholders complies with the Company Law of the PRC and the articles of association of the Company.

No H shareholder was required to abstain from voting in respect of the resolutions at the Class Meeting of H Shareholders. As such, there were a total of 183,700,000 H Shares entitling the H Shareholders to attend and vote on the resolution at the Class Meeting of H Shareholders.

There were no H Shares entitling the H Shareholders to attend and abstain from voting in favour of the resolution at the Class Meeting of H Shareholders as set out in Rule 17.47A of the GEM Listing Rules. No H Shareholder has stated that his/her/its intention to vote against or to abstain from voting on any of the resolution at the Class Meeting of H Shareholders.

The poll results in respect of the resolution proposed at the Class Meeting of H Shareholders are as follows:

Special resolution		Number of votes (%)		Total number of vote cast
		For	Against	
1	To approve the resolution regarding granting a general mandate to the Board to exercise the rights to allot and issue new shares [#]	9,280,000 (100%)	Nil (0%)	9,280,000

[#] The full text of special resolution 1 is set out in the notice of Class Meeting of H Shareholders contained in the Circular.

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

As more than two-thirds of the votes present at the Class Meeting of H Shareholders either in person or by proxy was cast in favour of the above special resolution 1, the above resolution was duly passed as a special resolution.

III. POLL RESULTS OF THE CLASS MEETING OF DOMESTIC SHAREHOLDERS AND FOREIGN SHAREHOLDERS

As at the date of the Class Meeting of Domestic Shareholders and Foreign Shareholders, the total number of the Domestic Shares and Foreign Shares in issue was 346,000,000. Prior to the date of the Class Meeting of Domestic Shareholders and Foreign Shareholders, Domestic Shareholders and Foreign Shareholders holding 333,500,000 Domestic Shares and Foreign Shares, representing approximately 96.4% of the total number of the Domestic Shares and Foreign Shares in issue as at the date of the Class Meeting of Domestic Shareholders and Foreign Shareholders, lodged to the Company that they will attend the Class Meeting of Domestic Shareholders and Foreign Shareholders either in person or by proxy. The actual number of the Domestic Shares and Foreign Shares attending the Class Meeting of Domestic Shareholders and Foreign Shareholders either in person or by proxy was 333,500,000, representing approximately 96.4% of the total number of the Domestic Shares and Foreign Shares in issue as at the date of the Class Meeting of Domestic Shareholders and Foreign Shareholders. The holding of the Class Meeting of Domestic Shareholders and Foreign Shareholders complies with the Company Law of the PRC and the articles of association of the Company.

No Domestic Shareholder or Foreign Shareholder was required to abstain from voting in respect of the resolutions at the Class Meeting of Domestic Shareholders and Foreign Shareholders. As such, there were a total of 346,000,000 Domestic Shares and Foreign Shares entitling the Domestic Shareholders and Foreign Shareholders to attend and vote on the resolution at the Class Meeting of Domestic Shareholders and Foreign Shareholders.

There were no Domestic Shares or Foreign Shares entitling the Domestic Shareholders and Foreign Shareholders to attend and abstain from voting in favour of the resolution at the Class Meeting of Domestic Shareholders and Foreign Shareholders as set out in Rule 17.47A of the GEM Listing Rules. No Domestic Shareholder or Foreign Shareholder has stated that his/her/its intention to vote against or to abstain from voting on any of the resolution at the Class Meeting of Domestic Shareholders and Foreign Shareholders.

The poll results in respect of the resolution proposed at the Class Meeting of Domestic Shareholders and Foreign Shareholders are as follows:

Special resolution		Number of votes (%)		Total number of vote cast
		For	Against	
1	To approve the resolution regarding granting a general mandate to the Board to exercise the rights to allot and issue new shares [#]	333,500,000 (100%)	Nil (0%)	333,500,000

[#] The full text of special resolution 1 is set out in the notice of Class Meeting of Domestic Shareholders and Foreign Shareholders contained in the Circular.

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

As more than two-thirds of the votes present at the Class Meeting of Domestic Shareholders and Foreign Shareholders either in person or by proxy was cast in favour of the above special resolution 1, the above resolution was duly passed as a special resolution.

SCRUTINEER

The poll results of the AGM and the Class Meetings 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.

REAPPOINTMENT OF SUPERVISOR REPRESENTING THE EMPLOYEES OF THE COMPANY

The Company is pleased to announce that Mr. Zhang Jun Peng (張俊朋) (“Mr. Zhang”) is reappointed by the labour union of the Company as a supervisor representing the employees of the Company for a term of three years from 18 June 2013 to 17 June 2016. Mr. Zhang will enter into a service contract with the Company for the period from 18 June 2013 to 17 June 2016.

The remunerations payable to Mr. Zhang is determined by the Remuneration Committee, with reference to his contribution of time, effort and expertise on the Company’s matters. Mr. Zhang is entitled to (in addition to his remuneration in respect of his office with the Company which shall not, in any event, exceed Rmb250,000 per annum) an annual Supervisor’s fee (on the basis of 12 calendar month per year) of Rmb6,000 for the calendar year 2013, subject to adjustment of not more than 10% per annum for each of the subsequent calendar years.

For other information of Mr. Zhang, please refer to the announcement made by the Company on 27 March 2013, which are still applicable on the date of this announcement.

By order of the Board

Changmao Biochemical Engineering Company Limited*
Rui Xin Sheng
Chairman

Hong Kong, 16 May 2013

**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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