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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 EXTRAORDINARY 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 the Company on 28 March 2013. Unless the context otherwise requires, capitalised terms used herein shall have the same meaning as defined in the Circular.

The EGM, the Class Meeting of H Shareholders and the Class Meeting of Domestic Shareholders and Foreign Shareholders were held at 11:30 a.m., 11:38 a.m. and 11:45 a.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 EGM, 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 EGM**

As at the date of the EGM, the total number of the Shares in issue was 529,700,000. Prior to the date of the EGM, Shareholders holding 517,095,800 Shares, representing approximately 97.6% of the total number of the Shares in issue as at the date of the EGM, lodged to the Company that they will attend the EGM either in person or by proxy. The actual number of the Shares attending the EGM 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 EGM. The holding of the EGM complies with the Company Law of the PRC and the Articles of Association.

*\* for identification purpose only*

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

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

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

Special resolutions		Number of votes (%)		Total number of vote cast
		For	Against	
1	Resolution 1 stated on the notice of EGM <sup>#</sup>	342,780,000 (100%)	Nil (0%)	342,780,000
2	Resolution 2 stated on the notice of EGM <sup>#</sup>	342,780,000 (100%)	Nil (0%)	342,780,000

<sup>#</sup> The full text of the special resolutions is set out in the notice of the EGM 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 EGM in person or by corporate representative or proxy.

As more than two-thirds of the votes present at the EGM either in person or by proxy was cast in favour of the above resolutions numbered 1 and 2, all the above resolutions were duly passed as special resolutions.

Ordinary resolution		Number of votes (%)		Total number of vote cast
		For	Against	
3	Resolution 3 stated on the notice of EGM <sup>#</sup>	342,780,000 (100%)	Nil (0%)	342,780,000

<sup>#</sup> The full text of the ordinary resolution is set out in the notice of the EGM 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 EGM in person or by corporate representative or proxy.

As more than half of the votes present at the EGM either in person or by proxy was cast in favour of the above resolution numbered 3, the above resolution was duly passed as ordinary resolution.

## 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.

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 resolutions 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 resolutions at the Class Meeting of H Shareholders as set out in Rule 17.47A of the GEM Listing Rules. No H Shareholder has stated his/her/its intention to vote against or to abstain from voting on any of the resolutions at the Class Meeting of H Shareholders.

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

Special resolutions		Number of votes (%)		Total number of vote cast
		For	Against	
1	Resolution 1 stated on the notice of Class Meeting of H Shareholders <sup>#</sup>	12,488,000 (100%)	Nil (0%)	12,488,000
2	Resolution 2 stated on the notice of Class Meeting of H Shareholders <sup>#</sup>	12,488,000 (100%)	Nil (0%)	12,488,000

<sup>#</sup> The full text of the special resolution is set out in the notice of the 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 resolutions numbered 1 and 2, all the above resolutions were duly passed by the H Shareholders.

Ordinary resolution		Number of votes (%)		Total number of vote cast
		For	Against	
3	Resolution 3 stated on the notice of Class Meeting of H Shareholders <sup>#</sup>	12,488,000 (100%)	Nil (0%)	12,488,000

<sup>#</sup> The full text of the ordinary resolution is set out in the notice of the 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 resolution numbered 3, the above resolution was duly passed by the H Shareholders.

### **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.

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 resolutions 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 resolutions 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 his/her/its intention to vote against or to abstain from voting on any of the resolutions at the Class Meeting of Domestic Shareholders and Foreign Shareholders.

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

Special resolutions		Number of votes (%)		Total number of vote cast
		For	Against	
1	Resolution 1 stated on the notice of Class Meeting of Domestic Shareholders and Foreign Shareholders <sup>#</sup>	333,500,000 (100%)	Nil (0%)	333,500,000
2	Resolution 2 stated on the notice of Class Meeting of Domestic Shareholders and Foreign Shareholders <sup>#</sup>	333,500,000 (100%)	Nil (0%)	333,500,000

<sup>#</sup> The full text of the special resolution is set out in the notice of the 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 resolutions numbered 1 and 2, all the above resolutions were duly passed by the Domestic Shareholders and the Foreign Shareholders.

Ordinary resolution		Number of votes (%)		Total number of vote cast
		For	Against	
3	Resolution 3 stated on the notice of Class Meeting of Domestic Shareholders and Foreign Shareholders <sup>#</sup>	333,500,000 (100%)	Nil (0%)	333,500,000

<sup>#</sup> The full text of the ordinary resolution is set out in the notice of the 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 resolution numbered 3, the above resolution was duly passed by the Domestic Shareholders and Foreign Shareholders.

## SCRUTINEER

The poll results of the EGM 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.

By order of the Board

**Changmao Biochemical Engineering Company Limited\***  
**Rui Xin Sheng**  
*Chairman*

Hong Kong, 16 May 2013

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*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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