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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)

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND MEMBER OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND
NOMINATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of Changmao Biochemical Engineering Company Limited (the “**Company**”) is pleased to announce that **Au Fung Lan** (歐鳳蘭) (“**Ms. Au**”) has been appointed as the independent non-executive Director by the Board as it has been so authorised pursuant to the resolutions passed at the extraordinary general meeting of the Company, the class meeting of the holders of the Domestic Shares and Foreign Shares and the class meeting of the holders of the H Shares held on 16 May 2013 for a term of one year from 20 June 2013 until the conclusion of the next following annual general meeting of the Company to be held in 2014. Ms. Au is an ordinarily resident in Hong Kong. Her appointment is made, in view of the Company’s proposed transfer of listing from the Growth Enterprise Market (“**GEM**”) to the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), in order to comply with the requirements set out under Rule 19A.18(1) of the Rules Governing the Listing of Securities on the Stock Exchange, which requires that at least one of the independent non-executive Directors must be ordinarily resident in Hong Kong

** for identification purposes only*

The biography of Ms. Au is set out below:

Ms. Au, aged 38, has 12 years of experience in investment banking in Hong Kong. Ms. Au holds a bachelor degree of commerce from the University of Toronto in 1997. Ms. Au is currently the executive director of an investment bank in Hong Kong.

Ms. Au has entered into a letter of appointment with the Company. The remuneration payable to Ms. Au is determined by the remuneration committee of the Company, with reference to her expected contribution of expertise on the Company's matters. Ms. Au is entitled to a Director's fee of Rmb60,000 per her term of office. Ms. Au has also been appointed as a member of the audit committee, remuneration committee and nomination committee of the Company effective from 20 June 2013.

As at the date of this announcement, Ms. Au does not have other interests in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) (including interests in shares and short positions) pursuant to Part XV of the SFO.

Ms. Au has no relationship with any Directors, supervisors or the senior management of the Company, or with any substantial shareholders or controlling shareholders of the Company within the meaning of Part XV of the SFO. She does not hold any directorship in any other listed company in the last three years.

There is no other information relating to Ms. Au apart from the above that needs to be disclosed pursuant to any of the requirements set out in Rule 17.50(2) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange.

By order of the Board
Changmao Biochemical Engineering Company Limited*
Rui Xin Sheng
Chairman

Jiangsu Province, the PRC, 20 June 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, Ms. Wei Xin and Ms. Au Fung Lan 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 Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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.

This announcement will remain at www.hkgem.com on the “Latest company announcements” page of the GEM website for at least 7 days from the date of its posting and will also be published on the “Listing Company Information” page of the Stock Exchange’s website at <http://www.hkexnews.hk> and on the Company’s website at www.cmbec.com.hk.