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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: 954)

**ANNOUNCEMENT**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**Proposed Articles Amendments**

Reference is made to the circular dated 21 April 2022 issued by the Company, containing among others, the amendment of the business scope specified in the Articles of Association after the Company's Changzhou plant has stopped producing maleic anhydride. In response to the requirements of the State Administration for Market Regulation, the Company is required to further amend the articles in the Articles of Association. The Directors confirm that the actual principal business of the Group will remain unchanged.

The Articles Amendments are as follows (insertions are underlined while deletions are crossed-out):

<b>Original Articles (Note)</b>	<b>Amended Articles</b>
<p><b>Article 12</b>                      The principal business scope of the Company is: dangerous chemicals (according to the operating scope of production licence), food additives (according to the operating scope of production licence), pharmaceutical adjuvants (according to the operating scope of production licence), chemical products (nonhazardous chemicals), pharmaceutical intermediaries, bio-chemical products, active pharmaceutical ingredients (according to the operating scope of production licence), feed additives, additive premixed feeds (according to the operating scope of production licence), nutraceutical products, biological products, new materials, the development, production, processing and sales of the above products. The import and export of all types of goods</p>	<p><b>Article 12</b>                      The principal business scope of the Company is: <del>dangerous chemicals</del> (according to the operating scope of <del>production licence</del>), <del>food additives</del> (according to the operating scope of <del>production licence</del>), <del>pharmaceutical adjuvants</del> (according to the operating scope of <del>production licence</del>), <del>chemical products</del> (nonhazardous chemicals), <del>pharmaceutical intermediaries</del>, <del>bio-chemical products</del>, <del>active pharmaceutical ingredients</del> (according to the operating scope of <del>production licence</del>), <del>feed additives</del>, <del>additive premixed feeds</del> (according to the operating scope of <del>production licence</del>), <del>nutraceutical products</del>, <del>biological products</del>, <del>new materials</del>, the development, production, processing and sales of the above products. The import and export of all types of goods</p>

and techniques by itself or as an agent, other than those restricted from being operated or prohibited from being imported or exported by the State. (Subject to the approval of the Administration for Industry and Commerce; business activities which are subject to approval according to the laws may commence only after obtaining approval from the relevant authorities).

~~and techniques by itself or as an agent, other than those restricted from being operated or prohibited from being imported or exported by the State. (Subject to the approval of the Administration for Industry and Commerce; business activities which are subject to approval according to the laws may commence only after obtaining approval from the relevant authorities).~~

Licensed activities: Production of food; production of food additives; production of health food; production of pharmaceuticals; production of feed additives; production of feeds; production of new chemical substances; sales of food; hazardous chemicals business. (Activities are subject to approval in accordance with the law, only business activities after being approved by the relevant departments can be carried out. The specific business activities are subject to the approval documents or licenses from the relevant departments)

General activities: Manufacturing of basic chemical raw materials (excluding the manufacturing of hazardous chemicals and other licensed chemicals); manufacturing of synthetic materials (excluding hazardous chemicals); manufacturing of new building materials (excluding hazardous chemicals); manufacturing of special chemical products (excluding hazardous chemicals); production of chemical products (excluding licensed chemical products); sales of food additives; sales of health food (pre-packaged); sales of feed additives; sales of feed raw materials; sales of chemical products (excluding licensed chemical products); sales of special chemical products (excluding hazardous chemicals); industrial enzyme preparation research and development; biological feed research and development; biochemical product technology research and development; new material technology research and development; natural scientific research and experimental development; new material technology promotion services; technology promotion services. (Except for the activities that subject to approval in accordance with the law, the business activities shall be carried out autonomously according to the law with the business license)

*Note: As the amendments to Article 12 of the Articles of Association (the "Amendments") passed at the Annual General Meeting on 25 May 2022 did not obtain any required approval or endorsement from or registration with the relevant regulatory authorities in the PRC, therefore, the original article did not contain the Amendments.*

Save for the above amendments, the other articles in the existing Articles of Association will remain unchanged.

**Shareholders should note that the Articles of Association are available only in Chinese. The English translation provided is for reference only. In case of any inconsistency, the Chinese version shall prevail.**

A special resolution in relation to the Articles Amendments will be proposed at the EGM for the approval by the Shareholders. The Articles Amendments are conditional upon obtaining (i) the Shareholders' approval at the EGM; and (ii) any required approval or endorsement from or registration with the relevant regulatory authorities in the PRC.

### **Definitions**

In this announcement, unless the context requires otherwise, the following expressions have the meanings as set out below:

“Articles Amendments”	the proposed amendments to be made to the Articles of Association, details of which set out in this announcement
“Articles of Association”	the articles of association of the Company prevailing from time to time
“Board”	the board of the Directors
“Company”	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 PRC with the H Shares currently listed on the main board of the Stock Exchange (Stock Code: 954)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Tuesday, 20 September 2022 at 10:00 a.m. at Room 54, 5/F, New Henry House, 10 Ice House Street, Central, Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Shareholder(s)”	Shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

The PRC, 29 August 2022

*\*For identification purpose*

*As at the date hereof, Mr. Rui Xin Sheng (Chairman) and Mr. Pan Chun are the executive directors of the Company, Mr. Zeng Xian Biao, Mr. Yu Xiao Ping, Mr. Wang Jian Ping and Ms. Leng Yi Xin are the non-executive directors of the Company, Mr. Zhou Zhi Wei, Mr. Shu Rong Xin and Ms. Cheng Mun Wah are the independent non-executive directors of the Company.*

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