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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“EGM”) of Changmao Biochemical Engineering Company Limited* (“Company”) will be held at 9:30 a.m. on Friday, 5 May 2023 at Capital Conference Services Limited, Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the proposal on the plan for application for the initial public offering and listing of ordinary shares denominated in RMB (A shares) of the Company on the Growth Enterprise Market of the Shenzhen Stock Exchange:
 - 1.1. Types of shares to be issued
 - 1.2. Par value of shares to be issued
 - 1.3. Pricing method
 - 1.4. Offering method
 - 1.5. Offer size
 - 1.6. Target subscribers
 - 1.7. Underwriting method

* *For identification purpose only*

1.8. Listing Venue

1.9. Time of Offering

1.10. Offering expenses

1.11. Conversion to a joint stock limited company with shares offered and listed both domestically and overseas

1.12. Validity of resolution

2. To consider and approve the proposal on the authorisation to the board of directors of the Company and its authorised person(s) to deal with matters related to the initial public offering and listing of ordinary shares denominated in RMB (A shares) of the Company on the Growth Enterprise Market of the Shenzhen Stock Exchange;
3. To consider and approve the proposal on the projects to be financed by the proceeds of the initial public offering of ordinary shares denominated in RMB (A shares) of the Company and their feasibility;
4. To consider and approve the proposal on the plan for stabilisation of the price of A shares for the three years after the initial public offering and listing of ordinary shares denominated in RMB (A shares) of the Company on the Growth Enterprise Market of the Shenzhen Stock Exchange;
5. To consider and approve the proposal on the profit distribution policy and shareholder dividend plan for the three years after the initial public offering and listing of ordinary shares denominated in RMB (A shares) of the Company on the Growth Enterprise Market of the Shenzhen Stock Exchange;
6. To consider and approve the proposal on the remedial measures regarding the dilution of immediate returns due to initial public offering of ordinary shares denominated in RMB (A shares);
7. To consider and approve the proposal on the relevant undertakings and restrictive measures for the initial public offering and listing of ordinary shares denominated in RMB (A shares) of the Company on the Growth Enterprise Market of the Shenzhen Stock Exchange;

8. To consider and approve the proposal on the undertaking of the directors, senior management and the controlling shareholders and actual controllers of the Company for the earnest performance of the remedial measures regarding the dilution of immediate returns due to initial public offering and listing of ordinary shares denominated in RMB (A shares) of the Company on the Growth Enterprise Market of the Shenzhen Stock Exchange;
9. To consider and approve the proposal on the arrangement with regard to the retained profits rolled forward prior to the initial public offering and listing of ordinary shares denominated in RMB (A shares) on the Growth Enterprise Market of the Shenzhen Stock Exchange;
10. To consider and approve the proposal on amendments to the articles of association of the company and proposed adoption of the articles of association of the Company applicable after the initial public offering and listing of ordinary shares denominated in RMB (A shares) on the Growth Enterprise Market of the Shenzhen Stock Exchange;
11. To consider and approve the proposal on adoption of the rules of procedure for the general meeting of the Company applicable after the initial public offering and listing of ordinary shares denominated in RMB (A shares) on the Growth Enterprise Market of the Shenzhen Stock Exchange;
12. To consider and approve the proposal on adoption of the rules of procedure for the board of directors of the Company applicable after the initial public offering and listing of ordinary shares denominated in RMB (A shares) on the Growth Enterprise Market of the Shenzhen Stock Exchange;
13. To consider and approve the proposal on adoption to the rules of procedure for the supervisory committee of the Company applicable after the initial public offering and listing of ordinary shares denominated in RMB (A shares) on the Growth Enterprise Market of the Shenzhen Stock Exchange;

ORDINARY RESOLUTIONS

14. To consider and approve the proposal on the formulation of the management policy for proceeds raised applicable after the initial public offering and listing of ordinary shares denominated in RMB (A shares) of the Company on the Growth Enterprise Market of the Shenzhen Stock Exchange;
15. To consider and approve the proposal on formulation of the management policy for related party transactions of the Company applicable after the initial public offering and listing of ordinary shares denominated in RMB (A shares) on the Growth Enterprise Market of the Shenzhen Stock Exchange;
16. To consider and approve the proposal on formulation of the management policy for external investments of the Company applicable after the initial public offering and listing of ordinary shares denominated in RMB (A shares) on the Growth Enterprise Market of the Shenzhen Stock Exchange; and
17. To consider and approve the proposal on formulation of the management policy for external guarantees of the Company applicable after the initial public offering and listing of ordinary shares denominated in RMB (A shares) on the Growth Enterprise Market of the Shenzhen Stock Exchange.

By order of the Board
Rui Xin Sheng
Chairman

The PRC, 18 April 2023

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.

Notes:

1. Holders of H Shares are advised that the register of members of the Company will close from 3 May 2023 to 5 May 2023 (both days inclusive), during which time no transfer of H Shares will be effected and registered. Shareholders whose names appear on the register of members of the Company at the close of business on 2 May 2023 are entitled to attend the EGM. In order to qualify for attendance at the EGM, instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's share registrar and transfer office for H Shares, Computershare Hong Kong Investor Services Limited, by 4:30 p.m. on 2 May 2023.
2. Every shareholder who has the right to attend and vote at the EGM is entitled to appoint one or more proxies, whether or not they are shareholders of the Company, to attend and vote on his behalf at the EGM.
3. A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall be deposited, in the case of holders of Domestic Shares and Foreign Shares, at the Company's principal place of business in Hong Kong; in the case of holders of H Shares, at the Company's H Share registrar not less than 24 hours before the time appointed for the holding of the EGM. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy, in the case of holders of Domestic Shares and Foreign Shares, at the Company's principal place of business in Hong Kong; in the case of holders of H Shares, at the Company's H Share registrar.
4. Shareholders and their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.
5. According to the Article 63 of the Articles of Association of the Company, when the Company convenes a shareholders' extraordinary general meeting, shareholder(s) holding 3% or more of the total shares carrying voting rights of the Company are entitled to propose new matters in writing to be considered and the Company shall include in the agenda of that meeting those matters contained in the proposal which are within the scope of the duties of the general meeting provided that the proposal is delivered to the Company 10 working days prior to the date of the EGM.
6. The address of Computershare Hong Kong Investor Services Limited is:
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Tel No.: (852) 2862 8555
Fax No.: (852) 2865 0990

The address of the Company's principal place of business in Hong Kong is:
Room 54, 5th Floor, New Henry House, 10 Ice House Street, Central, Hong Kong
Tel No.: (852) 2525 2242
Fax No.: (852) 2525 6994
7. If tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by super typhoons or a black rainstorm warning is in effect at any time after 7:00 am on the EGM date, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.