

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 CLASS MEETING OF HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that the class meeting of holders of H shares (“H Shares Class Meeting”) of Changmao Biochemical Engineering Company Limited* (“Company”) will be held at 10:30 a.m. (or as soon as the class meeting of holders of Domestic Shares and Foreign Shares to be convened on the same date and at the same place at 10:00 a.m. shall conclude or adjourn) 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

* *For identification purpose only*

- 1.6. Target subscribers
 - 1.7. Underwriting method
 - 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 price stabilisation 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;
 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; and
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.

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 Class Meeting of Holders of H Shares (the “**Class Meeting**”). In order to qualify for attendance at the Class Meeting, 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 Class Meeting 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 Class Meeting.
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 at the Company’s H Share registrar not less than 24 hours before the time appointed for the holding of the Class Meeting. 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 at the Company’s H Share registrar.
4. Shareholders and their proxies attending the Class Meeting shall be responsible for their own travelling and accommodation expenses.
5. 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
6. 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 Class Meeting 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.