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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 18 MAY 2023
AND
FURTHER INFORMATION
IN RELATION TO THE DISTRIBUTION OF FINAL DIVIDEND
FOR THE YEAR ENDED 31 DECEMBER 2022**

Reference is made to the circular (the “**Circular**”) issued by Changmao Biochemical Engineering Company Limited on 13 April 2023. Unless the context otherwise requires, capitalised terms used herein shall have the same meaning as defined in the Circular.

The AGM was held at 10:00a.m. on Thursday, 18 May 2023 at Capital Conference Services Limited, Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong. All Directors attended the AGM in person or by electronic means.

A poll was demanded by the chairman of the AGM for voting on all proposed resolutions.

POLL RESULTS OF THE AGM

As at the date of the AGM, the total number of the Shares in issue was 529,700,000. The actual number of the Shares attending the AGM either in person or by proxy was 516,899,300.

**For identification purpose only*

No Shareholder was required under the Listing Rules to abstain from voting in respect of the resolutions at the AGM. There were a total of 529,700,000 Shares entitling the Shareholders to attend and vote on the resolutions at the AGM.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder has stated that his/her/its intention to vote against or to abstain from voting on any of the resolutions at the AGM.

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

Ordinary resolutions		Number of votes (%)		Total number of vote cast
		For	Against	
1	To consider and approve the audited consolidated financial statements of the Company, together with the report of the Directors, the report of the Supervisory Committee and the international independent auditor's report for the year ended 31 December 2022	340,968,000 (100%)	Nil (0%)	340,968,000
2	To consider and approve the 2022 Working Report of the Board of Directors	340,968,000 (100%)	Nil (0%)	340,968,000
3	To consider and approve the 2022 Working Report of the Board of Supervisors	340,968,000 (100%)	Nil (0%)	340,968,000
4	To consider and approve the final dividend distribution proposal for the year ended 31 December 2022 (Please refer to the paragraphs headed "FURTHER INFORMATION IN RELATION TO THE DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2022" below).	340,968,000 (100%)	Nil (0%)	340,968,000
5(a)	To consider and approve the re-appointment of PricewaterhouseCoopers as the international auditor of the Company and to authorise the Board to fix its remunerations.	340,968,000 (100%)	Nil (0%)	340,968,000
5(b)	To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the domestic auditor of the Company and to authorise the Board to fix its remunerations.	340,968,000 (100%)	Nil (0%)	340,968,000

Note: The percentages of votes are based on the total number of Shares held by the Shareholders who voted at the AGM in person or by proxy.

As more than half of the votes were cast in favour of each of the above ordinary resolutions, all the above resolutions were duly passed as ordinary resolutions.

Special resolution		Number of votes (%)		Total number of vote cast
		For	Against	
1	To consider and approve the resolution regarding granting a general mandate to the Board to exercise the rights to allot and issue new shares of the Company [#]	340,968,000 (100%)	Nil (0%)	340,968,000

[#] The full text of the special resolution is set out in the notice of AGM contained in the circular issued by the Company dated 13 April 2023.

Note: The percentages of votes are based on the total number of Shares held by the Shareholders who voted at the AGM in person or by proxy.

As more than two-thirds of the votes were cast in favour of the above special resolution, the above resolution was duly passed as a special resolution.

FURTHER INFORMATION IN RELATION TO THE DISTRIBUTION OF FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2022

- (1) The final dividend distribution proposal for the year ended 31 December 2022 is to distribute a final dividend (“Final Dividend”) of Rmb0.077 (inclusive of tax) per Share in cash. The Final Dividend will be payable on 18 July 2023 to the holders of Domestic Shares, Foreign Shares and H Shares whose names appear on the register of member of the Company at 4:30 p.m. on 29 May 2023.
- (2) In accordance with the requirements in the Articles of Associations of the Company, dividends shall be declared and denominated in Renminbi; dividends payable on H Shares shall be paid in Hong Kong dollars (“HKD”) at an exchange rate which is equal to the average of the People’s Bank of China closing Renminbi-Hong Kong dollar conversion rates on each of the five business days immediately preceding the date of approving the dividend. With respect to the Final Dividend, the average of the People’s Bank of China closing Renminbi-Hong Kong dollar conversion rates on each of the five business days immediately preceding the date of the AGM, which is 18 May 2023, is RMB1 to HKD1.12765506 therefore the Final Dividend to holders of H Shares of the Company will be HKD0.086829 (inclusive of tax) per Share.
- (3) According to the Law on Corporate Income Tax of the People’s Republic of China and the relevant implementing rules which came into effect on 1 January 2008, the Company is required to withhold corporate income tax at the rate of 10% before distributing the final dividend to non-resident enterprise shareholders as appearing on the H Share register of members of the Company on their behalves. Any shares registered in the name of the non-individual registered shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups and organisations will be treated as being held by non-resident enterprise shareholders and therefore will be subject to the withholding of the corporate income tax.

Investors and potential investors in the H shares of the Company are recommended to consult their professional tax advisors if they are in any doubt of the withholding tax on the above final dividend, and the Company does not accept responsibility for any effect of the withholding tax may have on any person.

SCRUTINEER

The poll results of the AGM 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

The PRC 18 May 2023

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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, Mr. Zhou Zhi Wei, Mr. Shu Rong Xin and Ms. Cheng Mun Wah are the independent non-executive Directors.