



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)

**Proxy Form for annual general meeting to be held on 28 May 2024**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_ <sup>(Note 1)</sup>  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ Domestic Share(s)/Foreign Share(s)/  
H Share(s)+, each with a nominal value of RMB0.10 in the capital of Changmao Biochemical Engineering Company Limited\* (the  
"Company"), hereby appoint the Chairman of the annual general meeting or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the annual general meeting ("AGM") (and at any adjournment thereof) to be held at  
10:00 a.m. on 28 May 2024 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 resolutions as set out in the notice of AGM and at such  
AGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated  
and, if no such indication is given, as my/our proxy thinks fit.

<b>ORDINARY RESOLUTIONS</b>	<b>For</b> <sup>(Note 4)</sup>	<b>Against</b> <sup>(Note 4)</sup>
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 2023		
2. To consider and approve the 2023 Working Report of the Board of Directors		
3. To consider and approve the 2023 Working Report of the Supervisory Committee		
4. To consider and approve the re-appointment of PricewaterhouseCoopers as the international auditor of the Company until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration		
5. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP as the domestic auditor of the Company until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration		
<b>SPECIAL RESOLUTIONS</b>	<b>For</b> <sup>(Note 4)</sup>	<b>Against</b> <sup>(Note 4)</sup>
6. 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		
7. <b>"THAT</b> (a) subject to the required approval or endorsement from or registration with the relevant regulatory authorities in the PRC, the amendments to the Articles of Association of the Company (details of which are set out in the paragraph headed "3. AMENDMENTS TO THE ARTICLES OF ASSOCIATION" in the circular of the Company dated 19 April 2024) (the "Articles Amendments") be and are hereby approved and confirmed; and the amended Articles of Association of the Company be and is hereby approved and adopted; (b) the Board be and is hereby authorised to execute all such documents and do all such other acts and things as it may, in its absolute discretion, consider necessary, desirable or expedient to effect the Articles Amendments and any of the foregoing."		

Date: \_\_\_\_\_

Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

**Notes:**

- Please insert your full name(s) (in Chinese and English) and address(es) (as shown in the register of members) in **BLOCK** letters. The names of all joint registered holders should be stated.
- Please insert the number of shares registered under your name(s). If no number is inserted, this form of proxy will be deemed to relate to all shares in the Company registered under your name(s).
- If any proxy other than the Chairman of the AGM is preferred, delete the words "the Chairman of the annual general meeting or" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. A proxy does not need to be a member of the Company but must attend the AGM to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to cast your vote at his discretion or abstain. Your proxy will also be entitled to vote or abstain at his discretion on any resolutions properly put to the AGM other than those referred to in the notice convening the AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of a director or attorney duly authorised to sign the same.
- Where there are joint holders of a share, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders is present at the AGM personally or by proxy, then one of the joint holders so present whose name stands first on the register of member of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with the power of attorney (if any) or other document of authority (if any) under which it is signed (or a notarially certified copy of that power or attorney or other document of authority) must be delivered and in the case of holders of Domestic Share(s)/Foreign Share(s), to the Company's principal place of business in Hong Kong at Room 54, 5/F, New Henry House, 10 Ice House Street, Central, Hong Kong, in the case of holders of H Share(s), to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting at the AGM if you so wish. In the event that you attend the AGM after having lodged this form of proxy as indicated above, this form of proxy will be deemed to have been revoked.

\* Delete as appropriate

\* For identification purpose only