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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: 8208)

**NOTICE OF CLASS MEETING FOR HOLDERS OF
DOMESTIC SHARES AND FOREIGN SHARES**

NOTICE IS HEREBY GIVEN that a class meeting (“**Meeting**”) of the holders of shares in the capital of 常茂生物化學工程股份有限公司 (Changmao Biochemical Engineering Company Limited*) (“**Company**”) which are denominated in RMB0.10 each and which are subscribed for in RMB (“**Domestic Shares**”) and holders of shares in the capital of the Company which are denominated in RMB0.10 each and which are subscribed for in a currency other than RMB (“**Foreign Shares**”) will be held at 11:30 a.m. (or as soon as the class meeting of holders of overseas listed foreign shares (“**H Shares**”) in the capital of the Company to be convened at the same date and place at 11:00 a.m. shall conclude or adjourn) on Tuesday, 8 December 2009 at United Conference Centre, 10/F United Centre, 95 Queensway, Admiralty, Hong Kong for the purpose of considering and, if thought fit, with or without amendments, passing the following special resolution:

SPECIAL RESOLUTION

“**THAT** the repurchase agreement (“**Repurchase Agreement**”) dated 8 September 2009 and entered into between 常州曙光化工廠 (Changzhou Shuguang Chemical Factory*) and the Company relating to the repurchase of 154,000,000 shares (“**Repurchase Shares**”) in the capital of the Company which are denominated in RMB0.10 each at the repurchase price of RMB0.56 per Repurchase Share by the Company (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and all the transactions contemplated thereby, including but not limited to the capital reduction arising from the cancellation of the Repurchase Shares from the share capital of the Company be and are hereby approved and any one director of the Company be authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering the Repurchase Agreement, and all such documents and deeds, to do or authorise doing all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement and/or

* *for identification purpose only*

complete all matters in connection with the transactions contemplated in the Repurchase Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Repurchase Agreement, as he/she may in his/her absolute discretion consider to be desirable and in the interests of the Company and all of such Director's acts as aforesaid be hereby approved, ratified and confirmed."

By order of the Board
Rui Xin Sheng
Chairman

Jiangsu Province, the PRC, 23 October 2009

Notes:

- (1) Holders of Domestic Shares and Foreign Shares whose names appear on the register of members of the Company at the close of business on 6 November 2009 are entitled to attend the Meeting.
- (2) Shareholders who intend to attend the Meeting should complete and lodge the accompanying reply slip and return it to the Company's principal place of business in Hong Kong on or before 17 November 2009. The reply slip may be delivered by hand, by post or by fax to the Company's principal place of business in Hong Kong. Completion and return of the reply slip do not affect the right of a shareholder to attend the Meeting.
- (3) Every shareholder who has the right to attend and vote at the 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 Meeting.
- (4) 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 principal place of business in Hong Kong not less than 24 hours before the time appointed for the holding of the 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 principal place of business in Hong Kong.
- (5) Shareholders and their proxies attending the meetings shall be responsible for their own travelling and accommodation expenses.
- (6) 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

As at the date hereof, Mr. Rui Xin Sheng (Chairman) is the executive director of the Company, Mr. Jiang Jun Jie, 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, Prof. Ouyang Ping Kai, Prof. Yang Sheng Li and Ms. Wei Xin are the independent non-executive directors of the Company (collectively, the “Directors”).

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain at www.hkgem.com on the “Latest company announcements” page of the GEM website for at least 7 days from the date of its posting and on the Company’s website at www.cmbec.com.hk.