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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Proposed Articles Amendments

Pursuant to the consultation conclusion of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in June 2023, the Listing Rules were amended with effect from 31 December 2023, among others, that any “corporate communication” (as defined under the Listing Rules) must, to the extent permitted under all applicable laws and regulations, be satisfied by the listed issuer (i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the Stock Exchange’s website. Listed issuers must make any necessary amendments to their constitutional documents no later than the first annual general meeting following 31 December 2023 to facilitate their compliance with such requirements.

The Board proposes to amend the existing Articles of Association (“**Article Amendments**”) to, among other things, bring the Articles of Association in line with the relevant requirements of the Listing Rules. The proposed amendments also include some housekeeping changes.

A special resolution in relation to the Articles Amendments will be proposed at the AGM for the approval by the Shareholders. The Articles Amendments are conditional upon obtaining (i) the Shareholders’ approval at the AGM; and (ii) any required approval or endorsement from or registration with the relevant regulatory authorities in the PRC.

A circular of the Company containing, among other things, details of the proposed Article Amendments together with a notice convening the AGM will be despatched to the Shareholders in due course.

Shareholders should note that the Articles of Association are available only in Chinese. The English translation provided is for reference only. In case of any inconsistency, the Chinese version shall prevail.

Definitions

In this announcement, unless the context otherwise requires, the following expressions have the meanings as set out below:

“Articles of Association”	the articles of association of the Company prevailing from time to time
“Board”	the board of the Directors
“Company”	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 PRC with the H Shares currently listed on the main board of the Stock Exchange (Stock Code: 954)
“Director(s)”	director(s) of the Company
“AGM”	the annual general meeting of the Company to be held on Tuesday, 28 May 2024 at 10:00 a.m. at Capital Conference Services Limited, Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, H, Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Shareholder(s)”	Shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Changmao Biochemical Engineering Company Limited*
Rui Xin Sheng
Chairman

The PRC, 19 April 2024

**For identification purpose*

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.