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CHARMACY PHARMACEUTICAL CO., LTD.
創美藥業股份有限公司

(a joint stock limited liability company established in the People's Republic of China)

(Stock code: 2289)

- (1) CHANGE OF THE DATE OF ANNUAL GENERAL MEETING AND
CHANGE OF THE PERIOD FOR CLOSURE OF
THE REGISTER OF MEMBERS;
(2) PROPOSAL FOR CHANGE OF AUDITORS;
AND
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**CHANGE OF THE DATE OF ANNUAL GENERAL MEETING AND CHANGE OF
THE PERIOD FOR CLOSURE OF THE REGISTER OF MEMBERS**

The date of the AGM is hereby rescheduled from 2 June 2017 (Friday) to 10 June 2017 (Saturday). The period for closure of the register of members will be changed to a period from 11 May 2017 (Thursday) to 10 June 2017 (Saturday), both days inclusive.

PROPOSAL FOR CHANGE OF AUDITORS

Given that the Stock Exchange accepts Mainland accounting and auditing standards and Mainland audit firms, the Board proposed to change the standard of preparing the financial statements of the Company to the PRC Accounting Standards and regulations, with reference to international accounting standards or those of overseas areas where the Company is listed (if necessary); the Board also proposed to change the auditors of the Company by appointing SHINEWING as the auditors of the Group for the year 2017.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company proposed to amend its Articles of Association in order to reflect the proposed changes in accounting policy as mentioned above. The proposed amendments to the Articles of Association is subject to the approval of the shareholders by way of a special resolution at the AGM, and subject to the approval of, registration or filing with relevant Chinese government authorities.

GENERAL

A circular containing, among other things, the further information in relation to the change of auditors of the Company and the proposed amendments to the Articles of Association together with a notice of AGM will be dispatched to the shareholders of the Company on or before 25 April 2017.

CHANGE OF THE DATE OF ANNUAL GENERAL MEETING AND CHANGE OF THE PERIOD FOR CLOSURE OF THE REGISTER OF MEMBERS

Reference is made to the annual results announcement of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) and its subsidiaries (the “**Group**”) published by the Company on 21 March 2017 (the “**Announcement**”) in relation to, among other things, the date of the forthcoming annual general meeting (the “**AGM**”) of the Company and the period for closure of its register of members. Unless otherwise defined, the expressions and capitalized terms used in this announcement have the same meaning as those defined in the Announcement.

The AGM was initially scheduled to be held on 2 June 2017 (Friday), with the register of members of the Company to be closed from 3 May 2017 (Wednesday) to 2 June 2017 (Friday), both days inclusive.

The Company announces that the date of AGM is hereby rescheduled to 10 June 2017 (Saturday). Accordingly, to determine the identity of the shareholders who are entitled to attend and vote at the AGM, the Company has changed the period for closure of its register of members to a period from 11 May 2017 (Thursday) to 10 June 2017 (Saturday) (both days inclusive), during which no share transfer will be registered. In order to qualify for attending and voting at the AGM, all the duly completed transfer documents, accompanied by relevant share certificates, must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for H Shareholders) or the PRC headquarters of the Company at No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, PRC (for the holders of domestic shares) for registration, no later than 4:30 p.m. on 10 May 2017 (Wednesday). Shareholders whose names appear on the register of members of the Company at the close of business on 10 May 2017 (Wednesday) are entitled to attend and vote at the AGM. The notice of AGM will be published and dispatched to the shareholders on or before 25 April 2017.

Save as the above, the other information of the Announcement remains unchanged.

PROPOSAL FOR CHANGE OF AUDITORS

The board of directors (the “**Board**”) of the Company hereby announces that SHINEWING (HK) CPA Limited (“**SHINEWING (HK)**”) will retire as the auditors of the Group due to the expiry of their current term of engagement, effective from the conclusion of the AGM.

According to the Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong published by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in December 2010, Mainland incorporated issuers listed in Hong Kong are allowed to prepare their financial statements by adopting PRC Accounting Standards for Business Enterprises (the “**PRC Accounting Standards**”), and Mainland audit firms approved by the Ministry of Finance of the People’s Republic of China and the China Securities Regulatory Commission (“**Approved Mainland Audit Firms**”) are allowed to serve such issuers by adopting Mainland auditing standards.

According to the recommendation of the audit committee and given that the Stock Exchange accepts Mainland accounting and auditing standards and Approved Mainland Audit Firms, in order to simplify work procedures, improve work efficiency and reduce costs and expenses, the Board proposed to change the standard of preparing the financial statements of the Company to PRC Accounting Standards and regulations, with reference to international accounting standards or those of overseas areas where the Company is listed (if necessary); the Board also proposed to appoint SHINEWING Certified Public Accountants (LLP) (“**SHINEWING**”) (one of the Approved Mainland Audit Firms) as the auditors of the Group for the year 2017. The proposed appointment of SHINEWING is subject to the approval of the shareholders of the Company at the AGM.

The Company has received a letter from SHINEWING (HK), confirming that there are no matters in relation to their retirement that need to be brought to the attention of the shareholders of the Company. The Board and the audit committee recognize the change of auditors as good corporate governance, and have confirmed that SHINEWING (HK) has no matters in respect of the proposed change of auditors which need to be brought to the attention of the shareholders of the Company.

The Company believes that the change of the standard of preparing its financial statements and the proposed change of its auditors will not affect the publication of the Company’s interim results as at 30 June 2017.

The Board would like to take this opportunity to thank SHINEWING (HK) for its professional service and support over the years.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company proposed to amend its Articles of Association in order to reflect the amendments to its accounting policy as mentioned above by the Board. The change to PRC Accounting Standards (with reference to international accounting standards or those of overseas areas where the Company is listed (if necessary)) for preparation is subject to the approval of the shareholders of the Company at the AGM. The proposed amendments to the Articles of Association are set out below:

Article 16.6

originally read as:

“Apart from the PRC accounting standards and regulations, the financial statements of the Company shall also conform to international accounting standards and the accounting standards of overseas areas where the Shares are listed. In the event of any major discrepancy between the financial statements prepared in accordance with the two accounting standards, such difference shall be provided in the notes to the financial statements. As to the distribution of after-tax profits of the Company in a fiscal year, the after-tax profits indicated on the two financial statements, whichever is lower, shall prevail.”

is amended as follows:

“The financial statements of the Company shall be prepared in accordance with the PRC accounting standards and regulations, with reference to international accounting standards or the accounting standards of overseas areas where the Shares are listed (if necessary).”

Article 16.7

originally read as:

“The Company’s interim results or financial information published or disclosed by the Company shall at the same time be prepared in accordance with PRC accounting standards, regulations, international accounting standards as well as the accounting standards of the overseas areas in which the Shares are listed.”

is amended as follows:

“The Company’s interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations, with reference to international accounting standards or the accounting standards of overseas areas where the Shares are listed (if necessary).”

GENERAL

A circular containing, among other things, the further information in relation to the change of auditors of the Company and the proposed amendments to the Articles of Association together with a notice of AGM will be dispatched to the shareholders of the Company on or before 25 April 2017.

By order of the Board
Charmacy Pharmaceutical Co., Ltd.
Yao Chuanglong
Chairman

Hong Kong, 13 April 2017

As at the date of this announcement, the executive directors of the Company are Mr. Yao Chuanglong, Ms. Zheng Yuyan, Mr. Fan Jianbo and Mr. Lin Zhixiong; the non-executive director of the Company is Ms. You Zeyan; and the independent non-executive directors of the Company are Mr. Wan Chi Wai Anthony, Mr. Zhou Tao and Mr. Guan Jian (also known as Guan Suzhe).