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創美·CH'MEI

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) will be held at 9:00 a.m. on 10 June 2017 at the Conference Room on 3rd Floor, No. 235 Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the PRC for the purpose of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. to consider and, if thought fit, approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2016;
2. to consider and, if thought fit, approve the report of supervisory committee of the Company for the year ended 31 December 2016;
3. to consider and, if thought fit, approve the report of the auditors and the audited financial statements of the Company for the year ended 31 December 2016;
4. to consider and, if thought fit, approve the change of auditors and the appointment of SHINEWING Certified Public Accountants (LLP) as the auditors of the Company for the year 2017, to hold office until the conclusion of the next AGM of the Company and to authorise the Board to fix its remuneration;
5. to authorise the Board to fix the remuneration of the Directors and supervisors;
6. to consider and, if thought fit, approve the change in use of proceeds from the Global Offering;
7. to consider and, if thought fit, approve the Company's profit distribution plan and declaration of final dividends for the year ended 31 December 2016;

8. to consider and approve granting to the Board an authorization to impose in its absolute discretion the relevant financing matters of the Company and its subsidiaries within the financing scope amounting to an addition of RMB500 million (including but not limited to loans, facilities, trusts, and financing leases, etc);
9. to consider and approve granting to the Board an authorization to provide assistance (including but not limited to guarantees, credit supports, etc) in its absolute discretion to the financing matters of the Company's subsidiaries within the financing scope amounting to an addition of RMB500 million (including but not limited to loans, facilities, trusts, and financing leases, etc);

AS SPECIAL RESOLUTION

10. to consider and, if thought fit, approve the proposed amendments to the Articles of Association of the Company (details of which are set out in the circular of the Company dated 25 April 2017) (please see Appendix 1), and that any Director be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the Shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the Articles of Association of the Company.

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

Hong Kong, 25 April 2017

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from Thursday, 11 May 2017 to Saturday, 10 June 2017 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to qualify to attend and vote at the AGM, all transfer documents accompanied by the 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 holders of H shares of the Company) or the headquarters in the PRC of the Company (for holders of domestic shares of the Company), no later than 4:30 p.m. on Wednesday, 10 May 2017.
3. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder.

4. In order to be valid, the proxy form for the AGM must be deposited by hand or post, for holders of H shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong and, for holders of domestic shares of the Company, to the headquarters in the PRC of the Company not less than 24 hours (not later than 9:00 a.m. on 9 June 2017) before the time for holding the AGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the AGM or any adjourned meetings should they so wish.

If the proxy is a legal person, its legal representative or any representative authorised by a resolution of its board of directors or by other governing body shall attend the above meeting of the Company on its behalf. If the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong relevant Ordinance from time to time, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at the above meeting; however, if more than one person are authorised, the power of attorney shall contain the number and class of shares for which such persons are authorised, and shall be signed by an authorised personnel of the recognised clearing house. The person(s) so authorised can represent the recognised clearing house (or its proxy) to attend the meeting and exercise its right, as if the persons are the Company's individual shareholders, and shall not be required to produce evidence of shareholding, the notarised power of attorney and/or further evidence to prove that he/she/they have been duly authorised.

A vote provided in according to the instruments in such proxy forms shall be valid, notwithstanding the previous death or loss of capacity of the appointer or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares with respect to which the proxy is given, provided that no notice in writing of such matters shall have been received by the Company prior to the above meeting.

5. Shareholders or their proxies shall provide their identity documents when attending the AGM.
6. Shareholders who intend to attend the AGM should complete the reply slip and return it by hand, by mail or by fax to the H share registrar of the Company (for holders of H shares of the Company) or to the headquarters in the PRC of the Company (for holders of domestic shares of the Company) on or before 21 May 2017.
7. In case of joint shareholder for any share, only the person whose name is at the first place on the register of shareholders has the rights to receive the certificate of relevant shares and notice from the Company and to attend or exercise all of the votes relating to the shares.
8. The address of the headquarters in the PRC of the Company is No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, PRC.

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

Appendix 1

The special resolution on the amendment of the Articles of Association, details of which are set out as follows:

Article 1.1

which originally read as:

“CHARMACY CO., LTD. (hereinafter referred to as the “**Company**”) is incorporated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “**Company Law**”), the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies Promulgated by the State Council of the People’s Republic of China (hereinafter referred to as the “**Special Regulations**”) and other relevant laws and regulations of the PRC.

The Company was established by way of promotion on 5th May 2015 and registered with Shantou Administration for Industry and Commerce on 28th May 2015. Its business license number is 440500000024328.

The promoters of the Company are Yao Chuanglong, Yao Xizhen, Shantou Meizhi Investment Management Limited Partnership* (汕頭市美智投資管理合夥企業(有限合夥)), Shantou Youran Investment Management Limited Partnership* (汕頭市悠然投資管理合夥企業(有限合夥)) and Shantou Zhichuang Investment Management Limited Partnership* (汕頭市智創投資管理合夥企業(有限合夥)).”

is amended as follows:

“CHARMACY PHARMACEUTICAL CO., LTD. (hereinafter referred to as the “**Company**”) is incorporated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “**Company Law**”), the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies Promulgated by the State Council of the People’s Republic of China (hereinafter referred to as the “**Special Regulations**”) and other relevant laws and regulations of the PRC.

The Company was established by way of promotion on 5th May 2015 and registered with Shantou Administration for Industry and Commerce on 28th May 2015. The unified social credit code in the business license of the Company is 91440500722414635C.

The promoters of the Company are Yao Chuanglong, Yao Xizhen, Shantou Meizhi Investment Management Limited Partnership* (汕頭市美智投資管理合夥企業(有限合夥)), Shantou Youran Investment Management Limited Partnership* (汕頭市悠然投資管理合夥企業(有限合夥)) and Shantou Zhichuang Investment Management Limited Partnership* (汕頭市智創投資管理合夥企業(有限合夥)).”

Article 2.2

which originally read as:

“The business scope of the Company: pharmaceutical business; medical device business; distribution of health products and food; freight transport business; domestic freight forwarder; third-party pharmaceutical products and medical devices logistics business; commodity information consultancy; management and planning service for pharmaceutical enterprises; logistics information consulting service; advertising business; distribution of sterilizing and bactericidal equipments and instruments, cosmetics, sanitary products, detergent, daily provisions and chemical products; purchasing and initial processing of agricultural by-products, seafood and local specialties; private warehouses locating at 1F and 2F No. 235 Song Shan North Road, Shantou City.

The business scope of the Company is subject to the same being approved by the authority in which the Company registered.

The Company may adjust its business scope and go through the relevant adjustment formalities based on changes in market conditions at home and abroad, its own business needs and self-capability.”

is amended as follows:

“The business scope of the Company: pharmaceutical business; medical device business; distribution of health products and food; freight transport business; domestic freight forwarder; third-party pharmaceutical products and medical devices logistics business; commodity information consultancy; management and planning service for pharmaceutical enterprises; logistics information consulting service; advertising business; lease of properties; distribution of sterilizing and bactericidal equipments and instruments, cosmetics, sanitary products, detergent, daily provisions and chemical products (excluding hazardous chemicals); purchasing and initial processing of agricultural by-products, seafood and local specialties; private warehouses locating at 1F and 2F No. 235 Song Shan North Road, Shantou City.

The business scope of the Company is subject to the same being approved by the authority in which the Company registered.

The Company may adjust its business scope and go through the relevant adjustment formalities based on changes in market conditions at home and abroad, its own business needs and self-capability.”

Article 10.1

which originally read as:

“The company shall establish a board, which shall be accountable to and report to the shareholders’ general meeting. The board shall consist of eight directors. The external directors (hereinafter referred to directors who do not hold any office within the Company) shall represent not less than 50 percent of the members of the Board of Directors, of which 3 directors shall be independent non-executive directors (hereinafter referred to directors who are independent to the shareholders and do not hold any office within the Company).

The Board of Directors shall have one chairman and one vice chairman.”

is amended as follows:

“The company shall establish a board, which shall be accountable to and report to the shareholders’ general meeting. The board shall consist of not less than eight directors, of which the external directors (hereinafter referred to directors who do not hold any office within the Company) shall represent not less than 50 percent of the members of the Board of Directors. Independent non-executive directors (hereinafter referred to directors who are independent to the shareholders and do not hold any office within the Company) shall represent at least one-third of the members of the Board of Directors.

The Board of Directors shall have one chairman and one vice chairman.”

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).”

The above amendment to Article 1.1 of the Articles of Association is to reflect the unified social credit code of the Company shown on the new business license obtained by the Company as a result of completing the “Combination of Three Licenses into One” procedures for its business license, organisation code certificate and tax registration certificate while the amendment to Article 2.2 is to ensure the Company complies with, and the operation is within, the business scope as registered with the Administration for Industry and Commerce of the PRC.

The above amendment to Article 10.1 of the Articles of Association is to reflect the structure, size and composition of the Board of the Company, and ensure the proportion of its independent non-executive Directors to the members of the Board in compliance with Chinese laws and regulations and the Listing Rules.

Upon the revision of Article 10.1, the Company will enter into a formal letter of appointment with Mr. Li Weisheng, to appoint him as a non-executive Director of the Company for a term that will commence on the date of approving the revision of the Articles of Association at the annual general meeting and expire upon the conclusion of the first session of the Board in 2018. Mr. Li receives no director emoluments.

The above amendments to Articles 16.6 and 16.7 are to reflect the amended accounting policies of the Company, simplify work procedures, improve work efficiency and reduce costs and expenses, which constitute good corporate governance.