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

(A joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 2289)

NOTICE OF THE 2017 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) will be held at 10 a.m. on Tuesday, 5 September 2017 at Conference Room on 3rd Floor, No. 235 Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the People's Republic of China for the purpose of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. to consider and approve the proposed amendments to the rules of procedures of general meetings of the Company;
2. to consider and approve the proposed amendments to the rules of procedures of the board (the “**Board**”) of directors (the “**Directors**”) of the Company;
3. to consider and approve the proposed amendments to the administration system of related transactions;
4. to consider and approve the proposed amendments to the administration system of external guarantee;
5. to consider and approve the proposed amendments to the administration system of external investment;
6. to consider and approve the proposed amendments to the system concerning the duties of independent Directors;
7. to consider and approve the formulation of the administration system of raised funds;
8. to consider and approve the formulation of the administration system of prevention of major shareholders and related parties from occupying funds;

9. to consider and approve the projected daily related transactions of the Company in 2017;
10. to consider and approve the proposed re-modification of the use of proceeds from the global offering; and
11. to consider and approve the appointment of Mr. Lin Zhijie as the shareholders' representative supervisor of the first session of the supervisory committee of the Company to hold office from the date on which this resolution is passed until the end of the first session of the supervisory committee of the Company and to authorise any one executive Director to enter into a service contract on behalf of the Company with Mr. Lin Zhijie to comply with such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

AS SPECIAL RESOLUTIONS

12. to consider and approve the proposal of the Company's application of public offering and listing of Renminbi Ordinary Shares (the "A Shares") (the "A Share Offering"):
 - 12.1 classes of shares;
 - 12.2 nominal value per share;
 - 12.3 proposed stock exchange for the listing of the A Shares;
 - 12.4 proposed offering size;
 - 12.5 target subscriber;
 - 12.6 method of offering;
 - 12.7 pricing methodology;
 - 12.8 form of underwriting;
 - 12.9 conversion into a joint stock company with limited liability and domestically and overseas listed shares; and
 - 12.10 validity period of the resolutions for the proposal of the A Share Offering;
13. to consider and approve the proposed amendments to the (draft) articles of association of the Company;
14. to consider and approve the feasibility plan on the investment projects using the proceeds from the A Share Offering;
15. to consider and approve the accumulated profit distribution plan before the A Share Offering;
16. to consider and approve the authorisation to the Board to deal with matters in connection with the Company's application of initial public offering and listings of A Shares at its full discretion;

17. to consider and approve the planning of dividend and return to shareholders within three years after the A Share Offering;
18. to consider and approve the price stabilising budget and undertakings for the A Shares of the Company within three years after the A Share Offering;
19. to consider and approve the remedial plan and relevant undertakings on dilution of immediate return arising from the A Share Offering;
20. to consider and approve the undertakings on matters in connection with the A Share Offering and listings and proposed corresponding restrictive measures;
21. to consider and approve the use of raised funds of the initial public offering of the Company's overseas listed foreign shares (the "**H Shares**") in the share capital of the Company, which are listed on the main board of The Stock Exchange of Hong Kong Limited with a nominal value of RMB1.00 (the "**H Share Offering**");
22. to consider and approve the termination of the issuance of additional H Shares; and
23. to consider and, if thought fit, approve the proposed amendments to the articles of association of the Company (please refer to Appendix 1), and to authorise any Director 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, 20 July 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 Saturday, 5 August, 2017 to Tuesday, 5 September, 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 EGM, 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holders of H Shares) 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 Friday, 4 August, 2017.
3. Shareholders who intend to attend the EGM should complete the reply slip and return it by hand, by post, by email or by fax to the H share registrar of the Company (for holders of H Shares) or the head office in the PRC of the Company (for holders of domestic shares of the Company) on or before Wednesday, 16 August, 2017.

4. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Company (“**Shareholder(s)**”).
5. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same on its behalf.
6. In order to be valid, the proxy form for the EGM 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 (i.e. not later than 10 a.m. on Monday, 4 September 2017) before the time for holding the EGM (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 EGM 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 authorized, the power of attorney shall contain the number and class of shares for which such persons are authorized, 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.

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, the PRC.
9. Shareholders or their proxies shall provide their identity documents when attending the EGM. If corporate Shareholders appoint authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarial copy of the relevant authorisation instrument signed by the Board or other authorised parties of the corporate Shareholders or other notarial documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.
10. Shareholders attending the EGM shall bear their own traveling and accommodation expenses.

As at the date of this notice, the executive Directors are Mr. Yao Chuanglong, Ms. Zheng Yuyan and Mr. Lin Zhixiong; the non-executive Directors are Ms. You Zeyan and Mr. Li Weisheng; 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 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 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.”

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 seven 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.”