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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
THE 2017 SECOND EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Charmacy Pharmaceutical Co., Ltd. (the “Company”) will be held at 3:00 p.m. on Monday, 13 November 2017 at the 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 distribution of the 2017 interim dividend for the six months ended 30 June 2017;
2. to consider and approve the increasing of the registered capital of the Company's subsidiary Guangdong Charmacy Pharmaceutical Co., Ltd* (廣東創美藥業有限公司) by RMB50 million;
3. to consider and confirm the Group's report on the related party transactions for the period from 1 January 2014 to 30 June 2017.

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

Hong Kong, 25 September, 2017

* For identification purpose only

Notes:

1. All resolution(s) at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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. In order to determine the Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Saturday, 14 October 2017 to Monday, 13 November 2017 (both days inclusive), during which period no transfer of Shares can be registered. In order to be qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company’s H shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) or the headquarters in the PRC of the Company at No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the PRC (for holders of Domestic Shares) for registration not later than 4:30 p.m. on Friday, 13 October 2017.

Shareholders whose names appear on the register of members of the Company at the close of business on Friday, 13 October 2017 are entitled to attend and vote at the EGM.

3. The Board has recommended the distribution of the interim dividend of RMB0.10 (tax inclusive) per Share for the six months ended 30 June 2017 (the “**2017 Interim Dividend**”) and, if such dividend is approved by the Shareholders at the EGM, it is expected to be paid on or around Friday, 15 December 2017 to those Shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 22 November 2017.

In order to determine the Shareholders who are entitled to receive the 2017 Interim Dividend, the register of members of the Company will be closed from Friday, 17 November 2017 to Wednesday, 22 November 2017 (both days inclusive), during which period no transfer of Shares can be registered. In order to be qualified to receive the 2017 Interim Dividend, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company’s H shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) or the headquarters in the PRC of the Company at No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the PRC (for holders of Domestic Shares) for registration not later than 4:30 p.m. on Thursday, 16 November 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.
5. In order to be valid, the form of proxy for the EGM must be deposited by hand or by 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 3:00 p.m. on Sunday, 12 November 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 form of proxy. Completion and return of the form of proxy 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.

6. Shareholders or their proxies shall provide their identity documents when attending the EGM.
7. Shareholders who intend to attend the EGM should complete the reply slip and return it by hand or by post 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 Tuesday, 24 October 2017.
8. 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.
9. 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.

As at the date of this notice, the executive Directors are Mr. Yao Chuanglong, Ms. Zheng Yuyan and Mr. Lin Zhixiong; the non-executive Director is 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).