

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 10 a.m. on Monday, 28 May 2018 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 2017;
2. to consider and, if thought fit, approve the report of supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2017;
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 2017;
4. to consider and, if thought fit, approve the re-appointment of SHINEWING Certified Public Accountants (LLP) as the auditors of the Company for the year 2018, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration;
5. to consider and, if thought fit, approve the resolution regarding the election of Directors of the second session of the Board (this resolution is effected by cumulative voting process);
 - 5.1. election of Mr. Yao Chuanglong as an executive Director of the Company;
 - 5.2. election of Ms. Zheng Yuyan as an executive Director of the Company;
 - 5.3. election of Mr. Lin Zhixiong as an executive Director of the Company;

- 5.4. election of Mr. Li Weisheng as a non-executive Director of the Company;
 - 5.5. election of Mr. Wan Chi Wai Anthony as an independent non-executive Director of the Company;
 - 5.6. election of Mr. Zhou Tao as an independent non-executive Director of the Company; and
 - 5.7. election of Mr. Guan Jian (also known as Guan Suzhe) as an independent non-executive Director of the Company.
6. To consider and, if thought fit, approve the resolution regarding the election of the Shareholder Representative Supervisor and the Independent Supervisor of the second session of the Supervisory Committee (this resolution is effected by cumulative voting process);
 - 6.1. election of Ms. Zhang Ling as the Independent Supervisor of the second session of the Supervisory Committee; and
 - 6.2. election of Mr. Lin Zhijie as the Shareholder Representative Supervisor of the second session of the Supervisory Committee;
 7. to consider and, if thought fit, approve the resolution regarding the remuneration of the Directors and Supervisors of the Company;
 8. to consider and, if thought fit, approve the Company's profit distribution plan and declaration of final dividends for the year ended 31 December 2017;
 9. to consider and approve the projected daily related transactions of the Company in 2018;
 10. To consider and approve the Company and its subsidiaries' application for a comprehensive credit line of no more than RMB1.45 billion from banks in 2018, with a credit period of one year. Such credit line is reusable. The variety of the comprehensive credit line includes but is not limited to short-term working capital loans, long-term borrowings, bank acceptance bills, commercial acceptance bills, letters of guarantee, letters of credit, and mortgage loans. The Chairman is authorized to represent the Company in completing relevant procedures within the comprehensive credit line approved by the bank and to sign all the legal documents, such as contracts, agreements and proofs, relating to credit products including but not limited to loans, credits, trusts and finance leases;
 11. To consider and approve the Company's absolute discretion to provide support (including but not limited to guarantee and credit support) for the financing matters of the Company and its subsidiaries in 2018, as long as the aggregate amount does not exceed RMB1.45 billion, including but not limited to loans, credits, trusts and finance leases. The Chairman is authorized to represent the Company in completing all relevant procedures within the total credit line of the above support, and to sign all the legal

documents, such as contracts, agreements and proofs, relating to the above financing support for the subsidiaries (including but not limited to loans, credits, trusts and finance leases).

AS SPECIAL RESOLUTION

12. To consider and, if thought fit, approve the proposed amendments to the Articles of Association (details of which are set out in the circular of the Company dated 12 April 2018) (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

Shantou, the PRC, 12 April 2018

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, 28 April 2018 to Monday, 28 May 2018 (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 Friday, 27 April 2018.
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 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 shares are transferred, 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 or by post to the H share registrar of the Company (for holders of H shares of the Company) or to the head office in the PRC of the Company (for holders of domestic shares of the Company) on or before Tuesday, 8 May 2018.
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.
9. Regarding resolutions 5 and 6, cumulative voting system will be used for the resolution. Cumulative voting system refers to where two or more directors/supervisors are to be elected at the general meeting, the number of votes for each share held by a Shareholder shall be equal to the aggregate number of directors/supervisors for election under the resolution. The Shareholders may use all of the votes concentrating on one particular person, or may distribute the votes for electing several persons. When the total votes cast by a Shareholder on some candidate directors/supervisors exceeds the total votes to which he/she is entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by a Shareholder for some candidate directors/supervisors are less than the total votes to which he/she is entitled, the votes are valid and the remaining votes will be regarded as abstain votes. Where the "For" votes cast for a particular candidate for director/supervisor are more than half of the total number of shares held by all Shareholders attending (before cumulation) and where the "For" votes exceed the "Against" votes, the candidate in question will be considered to have been elected. Where the elected directors/supervisors at the general meeting are less than directors/supervisors to be elected, new rounds of voting are required to be held for election of the remaining directors/supervisors until the number of directors/supervisors to be elected is fulfilled. When holding a new round of voting for electing directors/supervisors in accordance with the aforesaid matters, the general meeting shall recount the number of cumulative votes of Shareholders based on the number of candidates to be elected in each round of election.

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).

APPENDIX 1

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

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; 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 from home and abroad, its own business development 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, disinfectant, hygienic insecticide 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 relevant adjustment formalities based on changes in market conditions from home and abroad, its own business development and capability.”

The above amendments to the Articles are to ensure that the Company complies with and operates its business within the business scope registered with the Administration for Industry and Commerce of the PRC.