
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Charmacy Pharmaceutical Co., Ltd. (創美藥業股份有限公司) (the "Company"), you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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) EXTEND THE TERM OF VALIDITY OF THE RESOLUTION OF SHAREHOLDERS' MEETING ON THE INITIAL PUBLIC OFFERING (INITIAL PUBLIC OFFERING) OF A SHARE AND LISTING;**
 - (2) EXTEND THE TERM OF VALIDITY OF THE AUTHORIZATION TO THE BOARD OF DIRECTORS TO HANDLE MATTERS CONCERNING THE INITIAL PUBLIC OFFERING OF A SHARE AND LISTING;**
 - (3) NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING;**
 - (4) NOTICE OF THE 2018 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING;**
- AND**
- (5) NOTICE OF THE 2018 FIRST H SHAREHOLDERS' CLASS MEETING**

A letter from the Board is set out on pages 4 to 7 of this circular.

Notices dated 20 July 2018 convening the EGM, and the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting immediately after the conclusion of the EGM to be held at Conference Room, 3rd Floor, No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the PRC on 5 September 2018, is set out on pages EGM-1 to EGM-3, DSCM-1 to DSCM-3 and HSCM-1 to HSCM-3 of this circular, respectively. Shareholders who intend to attend the EGM and/or the Class Meeting(s) (as the case may be) should complete the reply slip and return it by hand or by post 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 16 August 2018 (as the case may be).

Shareholders who are entitled to attend and vote at the EGM and/or the Class Meeting(s) may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder. In order to be valid, the form of proxy for the EGM and/or the Class Meeting(s) 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 10:00 a.m. on Tuesday, 4 September 2018) before the time for holding the such meeting(s) (or any adjournment thereof) for taking the poll. If the form of proxy 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 and/or the Class Meeting(s) or any adjourned meetings should they so wish.

20 July 2018

CONTENTS

	<i>Pages</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING ..	EGM-1
NOTICE OF THE 2018 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING	DSCM-1
NOTICE OF THE 2018 FIRST H SHAREHOLDERS' CLASS MEETING	HSCM-1

DEFINITIONS

In this circular, unless otherwise defined or the context otherwise requires, the following expressions have the following meanings:

“A Share(s)”	the ordinary share(s) proposed to be issued by the Company pursuant to the A Share Offering and subscribed for in Renminbi
“A Share Offering”	the Company’s proposed initial public offering of not more than 20 million A Shares, which are proposed to be listed on the Shenzhen Stock Exchange
“Announcement”	the announcement of the Company dated 20 July 2018
“Articles of Association”	the articles of association of the Company as amended, from time to time
“Board”	the board of Directors
“Class Meeting(s)”	the H Shareholders’ Class Meeting and/or the Domestic Shareholders’ Class Meeting (as the case may be)
“Company”	Charmacy Pharmaceutical Co., Ltd. (創美藥業股份有限公司), a joint stock company established in the PRC with limited liability, whose H Shares are listed and traded on the Stock Exchange (stock code: 2289)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary share(s) issued by the Company in the PRC with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB by PRC natural persons and/or PRC corporate entities
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“Domestic Shareholders’ Class Meeting”	the class meeting of the holders of Domestic Shares to be convened and held at the later of 10:30 a.m. on 5 September 2018 or immediately after the conclusion of the EGM to be held on the same date at the same place or any adjournment thereof

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be held at 10 a.m. on 5 September 2018 or any adjournment thereof
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company, which is/are listed and traded on the Stock Exchange with a nominal value of RMB1.00 each
“H Shareholders’ Class Meeting”	the class meeting of the holders of H Shares to be convened and held at the later of 11 a.m. on 5 September 2018 or immediately after the conclusion of the Domestic Shareholders’ Class Meeting to be held on the same date at the same place or any adjournment thereof
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	17 July 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing”	the listing of the H Shares on the Stock Exchange which commenced on 14 December 2015
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“PRC”	The People’s Republic of China which shall, for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and/or the H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Shenzhen Listing Rules”	Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor”	supervisor(s) of the Company
“Supervisory Committee”	supervisory committee of the Company
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Yao Chuanglong (*Chairman*)
Ms. Zheng Yuyan
Mr. Lin Zhixiong

Non-executive Director:

Mr. Li Weisheng

Independent Non-executive Directors:

Mr. Wan Chi Wai Anthony
Mr. Zhou Tao
Mr. Guan Jian (also known as Guan Suzhe)

*Registered Office and Headquarters
in the PRC:*

No. 235
Song Shan North Road
Longhu District, Shantou City
Guangdong Province, PRC

*Principal Place of Business
in Hong Kong:*

18/F, Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong

20 July 2018

To the Shareholders

Dear Sir or Madam,

- (1) EXTEND THE TERM OF VALIDITY OF THE RESOLUTION OF
SHAREHOLDERS' MEETING ON THE INITIAL PUBLIC OFFERING
(INITIAL PUBLIC OFFERING) OF A SHARE AND LISTING;**
**(2) EXTEND THE TERM OF VALIDITY OF THE AUTHORIZATION TO THE
BOARD OF DIRECTORS TO HANDLE MATTERS CONCERNING
THE INITIAL PUBLIC OFFERING OF A SHARE AND LISTING;**
(3) NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING;
(4) NOTICE OF THE 2018 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING;
AND
(5) NOTICE OF THE 2018 FIRST H SHAREHOLDERS' CLASS MEETING

I. INTRODUCTION

The Board approved and resolved at the Meetings to submit to the EGM and Class Meetings for approval of certain matters: (1) Extend the term of validity of the resolution of shareholders' meeting on the initial public offering of A Share and listing; and (2) Extend the term of validity of the authorization to the board of directors to handle matters concerning the initial public offering of A Share and listing.

LETTER FROM THE BOARD

The proposals of (1) to (2) above are to be approved by the Shareholders by way of special resolutions and also to be approved by the Domestic Shareholders at the Domestic Shareholders' Class Meeting and by the H Shareholders at the H Shareholders' Class Meeting, respectively.

The purpose of this circular is to provide you with the information regarding, among other things, the proposals (1) to (2) above to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting.

II. EXTEND THE TERM OF VALIDITY OF THE RESOLUTION OF SHAREHOLDERS' MEETING ON THE INITIAL PUBLIC OFFERING OF A SHARE AND LISTING

The 2017 first extraordinary general meeting, the 2017 first domestic shareholders class meeting and the 2017 first H shareholders' class meeting held on September 5, 2017 have passed the resolution on the *Suggestions concerning the Company's Application for Public Offering of RMB Common Shares (A Share) and Listing (A Share Offering)*. According to the above-mentioned extraordinary general meeting, domestic shareholders' class meeting and H shareholders' class meeting, the term of validity of the aforesaid resolution shall be 12 months as of the date of adoption of the resolution in question by the above-mentioned extraordinary general meeting, domestic shareholders' class meeting and H shareholders' class meeting.

Considering that the validity term of the aforesaid resolution is about to expire, and that the Company's work concerning the initial public offering of A Share and listing is still in progress, in order to guarantee the continuous implementation of the work relating to the initial public offering of A Share and listing, the board of directors suggested that the term of validity of the above-mentioned resolution should be extended. Its term of validity after the extension shall be 12 months as of the date of its adoption by the EGM and the Class Meetings.

III. EXTEND THE TERM OF VALIDITY OF THE AUTHORIZATION TO THE BOARD OF DIRECTORS TO HANDLE MATTERS CONCERNING THE INITIAL PUBLIC OFFERING OF A SHARE AND LISTING

The 2017 first extraordinary general meeting, the 2017 first domestic shareholders' class meeting and the 2017 first H shareholders' class meeting held on September 5, 2017 have passed the resolution on the *Authorization to the Board of Directors to Take Full Charge of the Handling of Matters concerning the Company's Issuance of A Share and Listing*. According to the above-mentioned extraordinary general meeting, domestic shareholders' class meeting and H-share holders' class meeting, the term of validity of the authorization to the board of directors to be fully responsible for the handling of matters concerning the initial public offering of A Share and listing shall be 12 months as of the date of adoption of the resolution in question by the above-mentioned extraordinary general meeting, domestic shareholders' class meeting and H shareholders' class meeting.

Considering that the validity term of the aforesaid resolution is about to expire, and that the company's work concerning the initial public offering of A Share and listing is still

LETTER FROM THE BOARD

in progress, in order to guarantee the continuous implementation of the work relating to the initial public offering of A Share and listing, the board of directors suggested that a proposition should be submitted to the meeting of shareholders for the extension of the validity term of the aforesaid authorization. The term of validity of the authorization after the extension shall be 12 months as of the date of its adoption by the EGM and the Class Meetings.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend the EGM and the Class Meetings, the register of members of the Company will be closed from Monday, 6 August 2018 to Wednesday, 5 September 2018 (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 and the Class Meetings, 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, 17 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, PRC (for holders of Domestic Shares) for registration not later than 4:30 p.m. on Friday, 3 August 2018.

NOTICES OF THE EGM AND CLASS MEETINGS

The EGM will be held at Conference Room on 3rd Floor, No. 235 Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the PRC at 10:00 a.m. on Wednesday, 5 September 2018. The Domestic Shareholders' Class Meeting will be held at later of 10:30 a.m. on the same date or immediately after the conclusion of the EGM at the same place, and the H Shareholders' Class Meeting will be held at later of 11:00 a.m. on the same date or immediately after the conclusion of the Domestic Shareholders' Class Meeting at the same place. Notices dated 20 July 2018 convening the EGM and the Class Meetings together with the relevant reply slips and forms of proxy have been despatched to the Shareholders in accordance with the Listing Rules.

REPLY SLIPS AND FORMS OF PROXY

If you are eligible and intend to attend the EGM and/or the Class Meeting(s), please complete and return the reply slip(s), in accordance with the instructions printed thereon as soon as possible and in any event no later than 20 days before the date appointed for holding such meeting(s) (i.e. no later than 16 August 2018) or any adjournment thereof.

Shareholders who are entitled to attend and vote at the EGM and/or the Class Meeting(s) may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder. In order to be valid, the form of proxy for the EGM and/or the Class Meeting(s) 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 10:00 a.m. on Tuesday, 4

LETTER FROM THE BOARD

September 2018) before the time for holding the such meeting(s) (or any adjournment thereof) for taking the poll. If the form of proxy 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 and/or the Class Meeting(s) or any adjourned meetings should they so wish.

VOTING BY POLL AT THE EGM AND THE CLASS MEETINGS

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the EGM and/or the Class Meeting(s) will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATIONS

The Directors consider that the proposed resolutions set out in the notices of the EGM and/or the Class Meeting(s) are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM and/or Class Meetings.

MISCELLANEOUS

The Chinese text of this circular shall prevail over the English text for the purpose of interpretation.

Yours faithfully
For and on behalf of the Board
Charmacy Pharmaceutical Co., Ltd.
Yao Chuanglong
Chairman



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

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(Stock Code: 2289)

NOTICE OF THE 2018 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 Wednesday, 5 September 2018 at Conference Room on 3rd Floor, No. 235 Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the People's Republic of China (the "**PRC**") for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the extension of the term of validity of the resolution of shareholders' meeting on the initial public offering of A Share and listing;
2. To consider and approve the extension of the term of validity of the authorization to the board of directors to handle matters concerning the initial public offering of A Share and listing.

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

Shantou, the PRC, 20 July 2018

NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING

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 Monday, 6 August, 2018 to Wednesday, 5 September, 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 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 Shops 1712-1716, 17 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, 3 August, 2018.
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 Thursday, 16 August, 2018.
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 form of proxy 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 Tuesday, 4 September 2018) before the time for holding the EGM (or any adjournment thereof) for taking the poll. If the form of proxy 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 forms of proxy 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.

NOTICE OF THE 2018 FIRST EXTRAORDINARY GENERAL MEETING

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/or 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 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 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).



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 2018 FIRST DOMESTIC SHAREHOLDERS'
CLASS MEETING**

NOTICE IS HEREBY GIVEN that the class meeting (the "**Domestic Shareholders' Class Meeting**") of the holders of domestic shares (the "**Domestic Shares**") of Charmacy Pharmaceutical Co., Ltd. (the "**Company**") will be held at the later of 10:30 a.m. on Wednesday, 5 September 2018 at Conference Room on 3rd Floor, No. 235 Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the People's Republic of China (the "**PRC**") or immediately after the conclusion of the extraordinary general meeting (the "**EGM**") of the Company held at the same date or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the extension of the term of validity of the resolution of shareholders' meeting on the initial public offering of A Share and listing;
2. To consider and approve the extension of the term of validity of the authorization to the board of directors to handle matters concerning the initial public offering of A Share and listing.

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

Shantou, the PRC, 20 July 2018

NOTICE OF THE 2018 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

Notes:

1. All resolutions at the meeting will be taken by poll.
2. The register of members of the Company will be closed from Monday, 6 August, 2018 to Wednesday, 5 September, 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 Domestic Shareholders' Class Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the headquarters in the PRC of the Company at No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, PRC, no later than 4:30 p.m. on Friday, 3 August, 2018.
3. Domestic shareholders who intend to attend the Domestic Shareholders' Class Meeting should complete the reply slip and return it by hand or by post to the headquarters in the PRC of the Company on or before Thursday, 16 August, 2018.
4. Domestic shareholders who are entitled to attend and vote at the Domestic Shareholders' Class Meeting may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a domestic shareholder of the Company.
5. The instrument appointing a proxy must be in writing under the hand of a domestic shareholder or his attorney duly authorised in writing. If the domestic 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 form of proxy for the Domestic Shareholders' Class Meeting must be deposited by hand or post to the headquarters in the PRC of the Company not less than 24 hours (i.e. not later than 10:30 a.m. on Tuesday, 4 September 2018) before the time for holding the Domestic Shareholders' Class Meeting (or any adjournment thereof) for taking the poll. If the form of proxy 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 Domestic Shareholders' Class Meeting 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 domestic shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong relevant Ordinance from time to time, the domestic 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 forms of proxy 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.

NOTICE OF THE 2018 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

7. In case of joint shareholder for any domestic 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. Domestic shareholders or their proxies shall provide their identity documents when attending the Domestic Shareholders' Class Meeting. If corporate domestic shareholders appoint authorised representative to attend the Domestic Shareholders' Class Meeting, 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 form of proxy signed by the Shareholders or their attorney when attending the Domestic Shareholders' Class Meeting.
9. Domestic shareholders attending the Domestic Shareholders' Class Meeting 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 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).



CHARMACY PHARMACEUTICAL CO., LTD.
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(A joint stock limited liability company established in the People's Republic of China)
(Stock Code: 2289)

NOTICE OF THE 2018 FIRST H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the class meeting (the "**H Shareholders' Class Meeting**") of the holders of H shares (the "**H Shares**") of Charmacy Pharmaceutical Co., Ltd. (the "**Company**") will be held at the later of 11 a.m. on Wednesday, 5 September 2018 at Conference Room on 3rd Floor, No. 235 Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the People's Republic of China (the "**PRC**") or immediately after the conclusion of the class meeting of the holders of domestic shares (the "**Domestic Shares**") of the Company (the "**Domestic Shareholders' Class Meeting**", together with the H Shareholders' Class Meeting, the "**Class Meetings**") held at the same date or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the extension of the term of validity of the resolution of shareholders' meeting on the initial public offering of A Share and listing;
2. To consider and approve the extension of the term of validity of the authorization to the board of directors to handle matters concerning the initial public offering of A Share and listing.

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

Shantou, the PRC, 20 July 2018

NOTICE OF THE 2018 FIRST H SHAREHOLDERS' CLASS MEETING

Notes:

1. All resolutions at the meeting will be taken by poll.
2. The register of members of the Company will be closed from Monday, 6 August, 2018 to Wednesday, 5 September, 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 H Shareholders' Class Meeting, 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, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Friday, 3 August, 2018.
3. H shareholders who intend to attend the H Shareholders' Class Meeting 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 on or before Thursday, 16 August, 2018.
4. H shareholders who are entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a H shareholder of the Company.
5. The instrument appointing a proxy must be in writing under the hand of a H shareholder or his attorney duly authorised in writing. If the H 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 form of proxy for the H Shareholders' Class Meeting 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 not less than 24 hours (i.e. not later than 11 a.m. on Tuesday, 4 September 2018) before the time for holding the H Shareholders' Class Meeting (or any adjournment thereof) for taking the poll. If the form of proxy 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 H Shareholders' Class Meeting 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 H shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong relevant Ordinance from time to time, the H 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 forms of proxy 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.

NOTICE OF THE 2018 FIRST H SHAREHOLDERS' CLASS MEETING

7. In case of joint shareholder for any H 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. H shareholders or their proxies shall provide their identity documents when attending the H Shareholders' Class Meeting. If corporate H shareholders appoint authorised representative to attend the H Shareholders' Class Meeting, the authorised representative shall produce his/her identity documents and/or 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 when attending the H Shareholders' Class Meeting.
9. H shareholders attending the H Shareholders' Class Meeting 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 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).