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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 incorporated in the People's Republic of China)*

**(Stock Code: 2289)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RULES OF PROCEDURES FOR SHAREHOLDERS' MEETINGS**

On 29 November 2019, the Company proposed to amend the Articles of Association and the Rules of Procedures for Shareholders' Meetings, subject to the approval by the Shareholders at the EGM and the Class Meetings.

### **EGM AND CLASS MEETINGS**

The EGM and Class Meetings (where applicable) will be held for the purposes of, among other things, seeking the approval of the Shareholders on (i) the proposed amendments to the Articles of Association and (ii) the proposed amendments to the Rules of Procedures for Shareholders' Meetings.

### **GENERAL**

A circular containing, among other things, details of (i) the proposed amendments to the Articles of Association; (ii) the proposed amendments to the Rules of Procedures for Shareholders' Meetings; and (iii) the notices of the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, will be despatched to the Shareholders as soon as practicable.

On 29 November 2019, the Company proposed to amend the Articles of Association and the Rules of Procedures for Shareholders' Meetings, subject to the approval by the Shareholders at the EGM and the Class Meetings.

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Pursuant to the “Reply of the State Council on Adjustment of the Notice Period for General Meeting and Other Matters Applicable to Overseas Listed Company (國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆)” (Guo Han [2019] No. 97), the requirements on the notice period, shareholders' proposal right and convening procedures for general meeting of joint stock companies incorporated in the PRC and listed overseas shall be governed by the relevant provisions under the Company Law of the PRC, instead of the provisions under Articles 20 to 22 of the “the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定)”. Accordingly, on 29 November 2019, the Company proposed to amend the Articles of Association, subject to the approval by the Shareholders at the EGM and the Class Meetings, as follows:

Existing Articles	Proposed Amendments
<p><b>Article 1.1</b></p> <p>CHARMACY PHARMACEUTICAL CO., LTD. (hereinafter referred to as the “<b>Company</b>”) is incorporated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “<b>Company Law</b>”), 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 “<b>Special Regulations</b>”) and other relevant laws and regulations of the PRC.</p> <p>...</p>	<p><b>Article 1.1</b></p> <p>CHARMACY PHARMACEUTICAL CO., LTD. (hereinafter referred to as the “<b>Company</b>”) is incorporated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “<b>Company Law</b>”), 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 “<b>Special Regulations</b>”), <u>the Reply of the State Council on Adjustment of the Notice Period for General Meeting and Other Matters Applicable to Overseas Listed Company (Guo Han [2019] No. 97)</u> and other relevant laws and regulations of the PRC.</p> <p>...</p>

<p><b>Article 6.9</b></p> <p>No change shall be made in the register of shareholders as a result of a transfer of shares within 30 days prior to the date of a shareholders' general meeting or within 5 days before the record date for the Company's distribution of dividends.</p>	<p><b>Article 6.9</b></p> <p><del>No change shall be made in the register of shareholders as a result of a transfer of shares within 30 days prior to the date of a shareholders' general meeting or within 5 days before the record date for the Company's distribution of dividends.</del> <i>Where the relevant laws and regulations and the Listing Rules of Hong Kong Stock Exchange stipulate the period of closure of the register of shareholders prior to a shareholders' general meeting or the record date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</i></p>
<p><b>Article 8.6</b></p> <p>A 45-days written notice (the date on which the notice is given is not included) for convening the shareholders' general meeting shall be served on the shareholders whose names appear in the register of shareholders with the matters proposed to be considered and the date and place of the meeting. Shareholders who intend to attend the meeting shall send the written reply slip to the Company 20 days prior to the date of the meeting.</p> <p>The calculation of the starting date shall not include the date on which the meeting is convened.</p>	<p><b>Article 8.6</b></p> <p><del>A 45-days written notice (the date on which the notice is given is not included) for convening the shareholders' general meeting shall be served on the shareholders whose names appear in the register of shareholders with the matters proposed to be considered and the date and place of the meeting. Shareholders who intend to attend the meeting shall send the written reply slip to the Company 20 days prior to the date of the meeting.</del></p> <p><i>To convene an annual general meeting of the Company, the Company shall notify all shareholders by way of an announcement the date and place of the meeting and matters to be considered at the meeting, 20 clear business days prior to the meeting; to convene an extraordinary general meeting, the Company shall notify all shareholders by way of an announcement 10 clear business days or 15 days (whichever is longer) prior to the meeting.</i></p> <p>The calculation of the starting date shall not include the date on which the meeting is convened.</p>

**Article 8.7**

When the Company convenes an annual general meeting, shareholders holding 3% or more of the Company's shares with voting rights have the right to put forward new proposal(s) in writing to the Company, and the Company shall include such proposal(s) into the agenda for such general meeting if they are matters falls within the functions and powers of general meeting.

The shareholders solely or aggregately holding more than 3% of the Company's shares may make an interim draft resolution to the convener in writing 10 days before the convening of the shareholders' general meeting. The convener shall, within 2 days after the receipt of the draft resolution, issue a supplementary notice of shareholders' general meeting and announce the content of such interim draft resolution.

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The shareholders solely or aggregately holding more than 3% of the Company's shares may make an interim draft resolution to the convener in writing 10 days before the convening of the shareholders' general meeting. The convener shall, within 2 days after the receipt of the draft resolution, issue a supplementary notice of shareholders' general meeting and announce the content of such interim draft resolution. *The content of the interim draft resolution shall fall within the scope of power of the shareholders' general meeting with clear discussion subject and a specific resolution, and shall comply with the relevant law, administrative regulations and the relevant requirements in these Articles.*

**Article 8.8**

The Company shall calculate the number of shares with voting rights represented by shareholders who intend to attend the meeting according to the written replies received as of 20 days prior to the convening of the shareholders' general meeting. Where the number of shares with voting rights represented by shareholders who intend to attend the meeting exceeds 1/2 of the total number of shares with voting rights of the Company, the Company may convene a shareholders' general meeting; if not, the Company shall, within 5 days thereafter, again notify, in the form of announcement, shareholders of the matters to be considered at the meeting and the date and place of the meeting; only after such notice in the form of announcement, the Company may convene the shareholders' general meeting.

No matters unspecified in the notice may be decided at the extraordinary general meeting.

**Article 8.8**

~~The Company shall calculate the number of shares with voting rights represented by shareholders who intend to attend the meeting according to the written replies received as of 20 days prior to the convening of the shareholders' general meeting. Where the number of shares with voting rights represented by shareholders who intend to attend the meeting exceeds 1/2 of the total number of shares with voting rights of the Company, the Company may convene a shareholders' general meeting; if not, the Company shall, within 5 days thereafter, again notify, in the form of announcement, shareholders of the matters to be considered at the meeting and the date and place of the meeting; only after such notice in the form of announcement, the Company may convene the shareholders' general meeting.~~

No matters unspecified in the notice *or the supplemental notice* may be decided at the extraordinary *shareholders'* general meeting.

**Article 8.10**

The notice of shareholders' general meeting shall be delivered to shareholders (whether or not entitled to vote thereat) by hand or by prepaid post at their respective addresses which appear on the register of members. As for holders of domestic shares, the notice of the shareholders' general meeting may also be given by way of announcement.

The announcement mentioned in the foregoing paragraph shall be published in one or more newspapers designated by the securities governing authority under the State Council within the interval between 45 days and 50 days prior to the meeting. Once the announcement is made, all the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting. The notices of the shareholders' general meeting delivered to the shareholders of overseas listed foreign shares may be given by the website of Hong Kong Stock Exchange or published in one or more newspapers designated by it. Once the announcement is made, all the shareholders of overseas listed foreign shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

...

**Article 8.10**

The notice of shareholders' general meeting shall be delivered to shareholders (whether or not entitled to vote thereat) by hand or by prepaid post at the ~~their~~ respective addresses of the receivers ~~which~~ appear on the register of members. As for holders of domestic shares, the notice of the shareholders' general meeting may also be given by way of announcement.

The announcement mentioned in the foregoing paragraph shall be published in one or more newspapers designated by the securities governing authority under the State Council ~~within the interval between 45 days and 50 days prior to the meeting.~~ Once the announcement is made, all the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting. The notices of the shareholders' general meeting delivered to the shareholders of overseas listed foreign shares may be given *through* the website of Hong Kong Stock Exchange or published in one or more newspapers designated by it. Once the announcement is made, all the shareholders of overseas listed foreign shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

...

<p><b>Article 8.28</b></p> <p>At a general meeting, the approach and procedures for nomination of candidates for directors and supervisors are as follows:</p> <p>(I) shareholder(s) severally or jointly holding more than 3% of the total outstanding issued shares with voting rights of the Company may, by way of a written proposal, put forward to the general meeting about the candidates for directors and supervisors (not being staff representatives). However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not exceed the number of the candidates to be elected. The aforesaid proposal put forward by shareholders to the Company should be served to the Company at least 14 days before the convening of the general meeting.</p> <p>...</p>	<p><b>Article 8.28</b></p> <p>At a general meeting, the approach and procedures for nomination of candidates for directors and supervisors are as follows:</p> <p>(I) shareholder(s) severally or jointly holding more than 3% of the total outstanding issued shares with voting rights of the Company may, by way of a written proposal, put forward to the general meeting about the candidates for directors and supervisors (not being staff representatives). However, the number of candidates proposed shall comply with the provisions of the Articles of Association, and shall not exceed the number of the candidates to be elected. The aforesaid proposal put forward by shareholders to the Company should be served to the Company at least <del>14</del> <u>10</u> days before the convening of the general meeting.</p> <p>...</p>
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<p><b>Article 9.6</b></p> <p>A written notice of a class shareholders' meeting shall be given to all shareholders who are registered as holders of that class in the register of members 45 days before the date of the meeting. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the meeting. A shareholder who intends to attend the meeting shall deliver his written reply in respect thereof to the Company 20 days before the date of the class shareholders' meeting.</p> <p>If the shareholders who intend to attend such class shareholders' meeting represent more than half of the total number of shares of that class with voting rights at such meeting, the Company may convene and hold the class shareholders' meeting; if not, the Company shall within 5 days give the shareholders further notice of the matters to be considered, the date and the place of the meeting by way of public announcement. The Company may then hold the class shareholders' meeting after such public announcement has been made.</p>	<p><b>Article 9.6</b></p> <p><del><i>To convene</i></del> A written notice of a class shareholders' meeting <del><i>of the Company, the Company shall notify</i></del> shall be given to all shareholders who are registered as holders of that class in the register of members <del><i>by notice in accordance with Article 8.6 of these Articles in relation to the requirements for convening extraordinary general meeting.</i></del> Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the meeting. <del>A shareholder who intends to attend the meeting shall deliver his written reply in respect thereof to the Company 20 days before the date of the class shareholders' meeting.</del></p> <p><del>If the shareholders who intend to attend such class shareholders' meeting represent more than half of the total number of shares of that class with voting rights at such meeting, the Company may convene and hold the class shareholders' meeting; if not, the Company shall within 5 days give the shareholders further notice of the matters to be considered, the date and the place of the meeting by way of public announcement. The Company may then hold the class shareholders' meeting after such public announcement has been made.</del></p>
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The English version of the above Articles to the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

## PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' MEETINGS

In view of the “Reply of the State Council on Adjustment of the Notice Period for General Meeting and Other Matters Applicable to Overseas Listed Company (國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆)” (Guo Han [2019] No. 97), on 29 November 2019, the Company also proposed to amend the Rules of Procedures for Shareholders' Meetings, subject to the approval by the Shareholders at the EGM and the Class Meetings and the aforementioned amendments of the Articles of Association, as follows:

Existing Provisions	Proposed Amendments
<p style="text-align: center;"><b>Provision 1</b></p> <p>In order to safeguard the legitimate rights and interests of all shareholders; regulate the conduct of Charmacy Pharmaceutical Co., Ltd. (the “<b>Company</b>”); ensure the regulated and efficient operation of the shareholders’ general meeting; and ensure the equal and efficient exercise of shareholders’ rights, the Company formulated these rules in accordance with the Company Law of the People’s Republic of China (“<b>Company Law</b>”), the Securities Law of the People’s Republic of China, the Special Provisions of the State Council on the Raising of Shares and Listings of Overseas Stocks and other laws, regulations and rules monitoring and regulating domestic and foreign listed companies, as well as the articles of association of the Company (the “<b>Articles of Association</b>”).</p> <p>...</p>	<p style="text-align: center;"><b>Provision 1</b></p> <p>In order to safeguard the legitimate rights and interests of all shareholders; regulate the conduct of Charmacy Pharmaceutical Co., Ltd (the “<b>Company</b>”); ensure the regulated and efficient operation of the shareholders’ general meeting; and ensure the equal and efficient exercise of shareholders’ rights, the Company formulated such rules and procedures in accordance with the Company Law of the People’s Republic of China (“<b>Company Law</b>”), the Securities Law of the People’s Republic of China, the Special Provisions of the State Council on the Raising of Shares and Listings of Overseas Stocks, <i>the Reply of the State Council on Adjustment of the Notice Period for General Meeting and Other Matters Applicable to Overseas Listed Company (Guo Han [2019] No. 97)</i> and other laws, regulations and rules monitoring and regulating domestic and foreign listed companies, as well as the articles of association of the Company (the “<b>Articles of Association</b>”).</p> <p>...</p>

**Provision 20**

Except as otherwise provided in the relevant provisions of the listing rules in the jurisdiction(s) where the securities of the Company are listed, a written notice of a shareholders' meeting shall be given to all shareholders who are registered as holders of the shares in the register of members 45 days before the date of the meeting (the date on which the notice is given and the date of the meeting are not included). Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the meeting. A shareholder who intends to attend the meeting shall deliver his written reply in respect thereof to the Company 20 days before the date of the shareholders' meeting.

The Company shall calculate the number of shares with voting rights represented by shareholders who intend to attend the meeting according to the written replies received as of 20 days prior to the convening of the shareholders' general meeting. If the shareholders who intend to attend such shareholders' meeting represent more than half of the total number of shares with voting rights at such meeting, the Company may convene and hold the shareholders' meeting; if not, the Company shall within 5 days give the shareholders further notice of the matters to be considered, the date and the place of the meeting by way of public announcement. The Company may then hold the shareholders' meeting after such public announcement has been made.

**Provision 20**

Except as otherwise provided in the relevant provisions of the listing rules in the jurisdiction(s) where the securities of the Company are listed, to convene an annual general meeting of the Company, the Company shall notify all shareholders by way of an announcement the date and place of the meeting and matters to be considered at the meeting, 20 clear business days prior to the meeting (excluding the date of the meeting and the date on which the notice is issued); to convene an extraordinary general meeting, the Company shall notify all shareholders by way of an announcement 10 clear business days or 15 days (whichever is longer) prior to the meeting (excluding the date of the meeting and the date on which the notice is issued). ~~a written notice of a shareholders' meeting shall be given to all shareholders who are registered as holders of the shares in the register of members 45 days before the date of the meeting (the date on which the notice is given and the date of the meeting are not included). Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the meeting. A shareholder who intends to attend the meeting shall deliver his written reply in respect thereof to the Company 20 days before the date of the shareholders' meeting.~~

<p>No matters unspecified in the notice may be decided at the extraordinary general meeting.</p>	<p><del>The Company shall calculate the number of shares with voting rights represented by shareholders who intend to attend the meeting according to the written replies received as of 20 days prior to the convening of the shareholders' general meeting. If the shareholders who intend to attend such shareholders' meeting represent more than half of the total number of shares with voting rights at such meeting, the Company may convene and hold the shareholders' meeting; if not, the Company shall within 5 days give the shareholders further notice of the matters to be considered, the date and the place of the meeting by way of public announcement. The Company may then hold the shareholders' meeting after such public announcement has been made.</del></p> <p>No matters unspecified in the notice <i>or the supplemental notice</i> may be decided at the extraordinary <i>shareholders'</i> general meeting.</p>
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<b>Provision 21</b>	<b>Provision 21</b>
<p>The notice of shareholders' general meeting shall be delivered to shareholders (whether or not entitled to vote thereat) by hand or by prepaid post at the respective addresses of the receivers appear on the register of members. As for holders of domestic shares, the notice of the shareholders' general meeting may also be given by way of announcement.</p> <p>The announcement mentioned in the foregoing paragraph shall be published in one or more newspapers designated by the securities governing authority under the State Council within the interval between 45 days and 50 days prior to the meeting. Once the announcement is made, all the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting. The notices of the shareholders' general meeting delivered to the shareholders of overseas listed foreign shares may be given through the website of Hong Kong Stock Exchange or published in one or more newspapers designated by it. Once the announcement is made, all the shareholders of overseas listed foreign shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>	<p>The notice of shareholders' general meeting shall be delivered to shareholders (whether or not entitled to vote thereat) by hand or by prepaid post at the respective addresses of the receivers appear on the register of members. As for holders of domestic shares, the notice of the shareholders' general meeting may also be given by way of announcement.</p> <p>The announcement mentioned in the foregoing paragraph shall be published in one or more newspapers designated by the securities governing authority under the State Council <del>within the interval between 45 days and 50 days prior to the meeting.</del> Once the announcement is made, all the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting. The notices of the shareholders' general meeting delivered to the shareholders of overseas listed foreign shares may be given through the website of Hong Kong Stock Exchange or published in one or more newspapers designated by it. Once the announcement is made, all the shareholders of overseas listed foreign shares shall be deemed to have received the notice of the relevant shareholders' general meeting.</p>

The English version of the above provisions of the Rules of Procedures for Shareholders' Meetings is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

## **EGM AND CLASS MEETINGS**

The EGM and Class Meetings (where applicable) will be held for the purposes of, among others, seeking the approval of the Shareholders on (i) the proposed amendments to the Articles of Association; and (ii) the proposed amendments to the Rules of Procedures for Shareholders' Meetings.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the EGM 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.

## **GENERAL**

A circular containing, among other things, details of (i) the proposed amendments to the Articles of Association; (ii) the proposed amendments to the Rules of Procedures for Shareholders' Meetings; and (iii) the notices of the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, will be despatched to the Shareholders as soon as practicable.

## **DEFINITIONS**

Unless the context otherwise requires, the following expressions in this announcement have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“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 main board of the Stock Exchange (stock code: 2289)
“Class Meeting(s)”	the H Shareholders' Class Meeting and/or the Domestic Shareholders' Class Meeting (as the case may be)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB by PRC nationals 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 to consider, if appropriate, to approve, among other things, the proposed amendments to the Articles of Association and the Rules of Procedures for Shareholders' Meetings
“EGM”	the extraordinary general meeting of the Company to be convened to consider, if appropriate, to approve, among other things, the proposed amendments to the Articles of Association and the Rules of Procedures for Shareholders' Meetings

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	overseas listed foreign invested shares in the share capital of the Company, which are listed on the main board of 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 to consider, if appropriate, to approve, among other things, the proposed amendments to the Articles of Association and the Rules of Procedures for Shareholders’ Meetings
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedures for Shareholders’ Meetings”	the Rules of Procedures for Shareholders’ Meetings of the Company, as amended from time to time
“Share(s)”	the Domestic Share(s) and/or the H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Shantou, the PRC, 29 November 2019

*As at the date of this announcement, 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)*