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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) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(2) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' MEETINGS;
(3) NOTICE OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING;
(4) NOTICE OF THE 2020 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING;
AND
(5) NOTICE OF THE 2020 FIRST H SHAREHOLDERS' CLASS MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “DEFINITIONS” of this circular.

A letter from the Board is set out on pages 3 to 16 of this circular.

Notices dated 5 December 2019 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 20 January 2020, 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 31 December 2019 (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 19 January 2020) 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.

5 December 2019

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DEFINITIONS

In this circular, unless otherwise defined or the context otherwise requires, the following expressions 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 and held at 10:30 a.m. (or immediately after the conclusion of the EGM) on 20 January 2020 (or any adjournment thereof) at Conference Room, 3rd Floor, No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the PRC 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 and held at 10:00 a.m. on 20 January 2020 (or any adjournment thereof) at Conference Room, 3rd Floor, No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the PRC 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

DEFINITIONS

“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 and held at 11:00 a.m. (or immediately after the conclusion of the Domestic Shareholders’ Class Meeting) on 20 January 2020 (or any adjournment thereof) at Conference Room, 3rd Floor, No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the PRC 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
“Latest Practicable Date”	29 November 2019, being the latest practicable date for ascertaining certain information contained herein prior to the printing of this circular
“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 circular, 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

LETTER FROM THE BOARD



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)

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, the PRC

*Principal Place of Business
in Hong Kong:*

40th Floor, Sunlight Tower

No. 248 Queen's Road East

Wanchai, Hong Kong

5 December 2019

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
- (2) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURES FOR SHAREHOLDERS' MEETINGS;
- (3) NOTICE OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING;
- (4) NOTICE OF THE 2020 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING;
- AND
- (5) NOTICE OF THE 2020 FIRST H SHAREHOLDERS' CLASS MEETING

I. INTRODUCTION

Reference is made to the announcement of the Company dated 29 November 2019. 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.

The purpose of this circular is to provide you with the information regarding, among other things, (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, 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.

LETTER FROM THE BOARD

2. 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>Article 1.1</p> <p>CHARMACY PHARMACEUTICAL CO., LTD. (hereinafter referred to as the “Company”) is incorporated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), 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 “Special Regulations”) and other relevant laws and regulations of the PRC.</p> <p>...</p>	<p>Article 1.1</p> <p>CHARMACY PHARMACEUTICAL CO., LTD. (hereinafter referred to as the “Company”) is incorporated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), 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 “Special Regulations”), <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>

LETTER FROM THE BOARD

Existing Articles	Proposed Amendments
<p>Article 6.9</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 shareholder's general meeting or within 5 days before the record date for the Company's distribution of dividends.</p>	<p>Article 6.9</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 shareholder's general meeting or within 5 days before the record date for the Company's distribution of dividends. <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>Article 8.6</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>Article 8.6</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><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>

LETTER FROM THE BOARD

Existing Articles	Proposed Amendments
<p>Article 8.7</p> <p>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.</p> <p>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.</p>	<p>Article 8.7</p> <p>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.</p> <p>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. <u>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.</u></p>

LETTER FROM THE BOARD

Existing Articles	Proposed Amendments
<p data-bbox="320 251 459 278">Article 8.8</p> <p data-bbox="320 325 818 1183">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.</p> <p data-bbox="320 1225 818 1332">No matters unspecified in the notice may be decided at the extraordinary general meeting.</p>	<p data-bbox="847 251 986 278">Article 8.8</p> <p data-bbox="847 325 1345 1183">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.</p> <p data-bbox="847 1225 1345 1364">No matters unspecified in the notice <u>or the supplemental notice</u> may be decided at the <u>extraordinary shareholders'</u> general meeting.</p>

LETTER FROM THE BOARD

Existing Articles	Proposed Amendments
<p>Article 8.10</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 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.</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 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.</p> <p>...</p>	<p>Article 8.10</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 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.</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 <u>through</u> 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.</p> <p>...</p>

LETTER FROM THE BOARD

Existing Articles	Proposed Amendments
<p data-bbox="323 251 475 278">Article 8.28</p> <p data-bbox="323 327 818 470">At a general meeting, the approach and procedures for nomination of candidates for directors and supervisors are as follows:</p> <p data-bbox="323 512 818 1293">(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 data-bbox="400 1349 427 1364">...</p>	<p data-bbox="850 251 1002 278">Article 8.28</p> <p data-bbox="850 327 1345 470">At a general meeting, the approach and procedures for nomination of candidates for directors and supervisors are as follows:</p> <p data-bbox="850 512 1345 1293">(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 <u>10</u> days before the convening of the general meeting.</p> <p data-bbox="927 1349 954 1364">...</p>

LETTER FROM THE BOARD

Existing Articles	Proposed Amendments
<p>Article 9.6</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>Article 9.6</p> <p><u>To convene</u> A written notice of a class shareholders' meeting of the Company, the Company shall notify shall be given to all shareholders who are registered as holders of that class in the register of members <u>by notice in accordance with Article 8.6 of these Articles in relation to the requirements for convening extraordinary general meeting.</u> 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>

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.

LETTER FROM THE BOARD

3. 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>Provision 1</p> <p>In order to safeguard the legitimate rights and interests of all shareholders; regulate the conduct of Charmacy Pharmaceutical Co., Ltd. (the “Company”); 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 (“Company Law”), 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 “Articles of Association”).</p> <p>...</p>	<p>Provision 1</p> <p>In order to safeguard the legitimate rights and interests of all shareholders; regulate the conduct of Charmacy Pharmaceutical Co., Ltd (the “Company”); 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 (“Company Law”), 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, <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 laws, regulations and rules monitoring and regulating domestic and foreign listed companies, as well as the articles of association of the Company (the “Articles of Association”).</p> <p>...</p>

LETTER FROM THE BOARD

Existing Provisions	Proposed Amendments
<p>Provision 20</p> <p>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.</p> <p>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.</p> <p>No matters unspecified in the notice may be decided at the extraordinary general meeting.</p>	<p>Provision 20</p> <p>Except as otherwise provided in the relevant provisions of the listing rules in the jurisdiction(s) where the securities of the Company are listed, <u>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)</u> 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> <p><u>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.</u></p> <p><u>No matters unspecified in the notice or the supplemental notice may be decided at the extraordinary shareholders' general meeting.</u></p>

LETTER FROM THE BOARD

Existing Provisions	Proposed Amendments
<p>Provision 21</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 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>Provision 21</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 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>

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.

LETTER FROM THE BOARD

4. 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.

The proposals of (i) to (ii) above are to be approved by the Shareholders by way of special resolution and ordinary resolution at the EGM respectively, 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.

5. 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 Saturday, 21 December 2019 to Monday, 20 January 2020 (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, 20 December 2019.

6. 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 Monday, 20 January 2020. The Domestic Shareholders' Class Meeting will be held at 10:30 a.m. (or immediately after the conclusion of the EGM) on the same date at the same place, and the H Shareholders' Class Meeting will be held at 11:00 a.m. (or immediately after the conclusion of the Domestic Shareholders' Class Meeting) on the same date at the same place. Notices dated 5 December 2019 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.

LETTER FROM THE BOARD

7. 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 31 December 2019) 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 Sunday, 19 January 2020) 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.

8. 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.

9. 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.

10. 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.

LETTER FROM THE BOARD

11. 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

NOTICE OF THE 2020 FIRST EXTRAORDINARY GENERAL MEETING



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 2020 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 10:00 a.m. on Monday, 20 January 2020 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:

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 5 December 2019 (the “Circular”).

AS ORDINARY RESOLUTION

1. to consider and, if thought fit, approve the proposed amendments to the Rules of Procedures for Shareholders' Meetings (details of which are set out in the Circular); and

AS SPECIAL RESOLUTION

2. to consider and, if thought fit, approve the proposed amendments to the Articles of Association (details of which are set out in the Circular), 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.

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

Shantou, the PRC, 5 December 2019

NOTICE OF THE 2020 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 Saturday, 21 December, 2019 to Monday, 20 January, 2020 (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, 20 December 2019.
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 Tuesday, 31 December, 2019.
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 10:00 a.m. on Sunday, 19 January 2020) 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 2020 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 2020 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 10:30 a.m. (or immediately after the conclusion of the extraordinary general meeting (the “**EGM**”) of the Company held at the same date) on Monday, 20 January 2020 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 any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions:

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 5 December 2019 (the “**Circular**”).

AS ORDINARY RESOLUTION

1. to consider and, if thought fit, approve the proposed amendments to the Rules of Procedures for Shareholders’ Meetings (details of which are set out in the Circular); and

AS SPECIAL RESOLUTION

2. to consider and, if thought fit, approve the proposed amendments to the Articles of Association (details of which are set out in the Circular).

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

Shantou, the PRC, 5 December 2019

NOTICE OF THE 2020 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 Saturday, 21 December, 2019 to Monday, 20 January, 2020 (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, 20 December, 2019.
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 Tuesday, 31 December, 2019.
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 Sunday, 19 January 2020) 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 2020 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 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 2020 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 11:00 a.m. (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) on Monday, 20 January 2020 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 any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions:

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 5 December 2019 (the "Circular").

AS ORDINARY RESOLUTION

1. to consider and, if thought fit, approve the proposed amendments to the Rules of Procedures for Shareholders' Meetings (details of which are set out in the Circular); and

AS SPECIAL RESOLUTION

2. to consider and, if thought fit, approve the proposed amendments to the Articles of Association (details of which are set out in the Circular).

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

Shantou, the PRC, 5 December 2019

NOTICE OF THE 2020 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 Saturday, 21 December, 2019 to Monday, 20 January, 2020 (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, 20 December, 2019.
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 Tuesday, 31 December, 2019.
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 11:00 a.m. on Sunday, 19 January 2020) 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 2020 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 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).