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創美·CH'MEI

CHARMACY PHARMACEUTICAL CO., LTD.

創美藥業股份有限公司

(A joint stock limited liability company established in the PRC)

(Stock Code: 2289)

CLARIFICATION ANNOUNCEMENT

References are made to (i) the joint announcement of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) and Jiangxi Jiangzhong Pharmaceutical Commercial Operation Co., Ltd. (the “**Offeror**”) dated 28 September 2022 in connection with the possible unconditional mandatory cash offer by Guotai Junan Securities (Hong Kong) Limited for and on behalf of the Offeror to acquire all the issued shares of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) (the “**Joint Announcement**”) and (ii) the announcement of the Company dated 11 October 2022 in relation to the Land Resumption which constituted a discloseable transaction of the Company under Chapter 14 of the Listing Rules (the “**Announcement**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement and the Announcement. This clarification announcement is published in accordance with Practice Note 2 of the Takeovers Code.

The Directors would like to provide a clarification to the Shareholders and potential investors of the Company that the estimated gain before tax of approximately RMB67.12 million under the Land Resumption Agreement as set out in the Announcement was required to be disclosed in the Announcement pursuant to Rule 14.60(3)(a) of the Listing Rules (the “**Required Financial Information**”) and it constituted a profit forecast under Rule 10 of the Takeovers Code. Accordingly, the Required Financial Information shall be reported on by the Company’s financial advisers and auditors or accountants in accordance with Rule 10.4 of the Takeovers Code. In order to facilitate timely disclosure of the Required Financial Information and the publication of the discloseable transaction announcement, the Company encountered genuine practical difficulties (time-wise or otherwise) in meeting the reporting requirements set out in Rule 10.4 of the Takeovers Code. Accordingly, the Required Financial Information contained in the Announcement did not meet the standard required by Rule 10 of the Takeovers Code.

Pursuant to Practice Note 2 of the Takeovers Code, the requisite reports from the Company’s financial advisers and auditors or accountants on the Required Financial Information are required to be included in the next document to be sent to the Shareholders. The requisite reports by the Company’s financial advisers and auditors or accountants under Rule 10.4 of the Takeovers Code are proposed to be contained in the Composite Document (as defined in the Joint Announcement), which is the next document to be sent to the Shareholders by the Company in relation to the Offer in accordance with the Takeovers Code.

Save for the clarification stated in this announcement, all information in the Announcement remains unchanged.

WARNING

Shareholders and potential investors of the Company should note that the Required Financial Information does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code and thus are advised to exercise caution in placing reliance on the Required Financial Information in assessing the merits and demerits of the Offer (which may or may not become unconditional) and/or dealing in the securities of the Company.

If the Shareholders and potential investors of the Company are in any doubt about their position, they should consult their professional advisers.

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

Shantou, the PRC, 3 January 2023

As at the date of this announcement, the executive directors of the Company are Mr. Yao Chuanglong, Ms. Zheng Yuyan and Ms. Zhang Hanzi; the non-executive directors of the Company are Mr. Li Weisheng, Mr. Yan Jingbin and Ms. Fu Zheng; and the independent non-executive directors of the Company are Mr. Wan Chi Wai Anthony, Mr. Zhou Tao and Mr. Guan Jian (also known as Guan Suzhe).

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.