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**JIANGXI JIANGZHONG PHARMACEUTICAL  
COMMERCIAL OPERATION CO., LTD.\***

江西江中醫藥商業運營有限責任公司  
(A limited liability company established in the People's  
Republic of China)

**JIANGXI PHARMACEUTICAL  
INVESTMENT CO., LIMITED**

江西醫藥投資有限公司  
(Incorporated in Hong Kong with limited liability)



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)

## JOINT ANNOUNCEMENT

### DESPATCH OF COMPOSITE OFFER AND RESPONSE DOCUMENT RELATING TO THE UNCONDITIONAL MANDATORY CASH OFFER BY GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED



**Guotai Junan Securities (Hong Kong) Limited**

**FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE  
ALL THE ISSUED SHARES IN CHARMACY PHARMACEUTICAL CO., LTD. (OTHER  
THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR  
AND PARTIES ACTING IN CONCERT WITH IT)**

**Financial Adviser to the Offeror**



**Guotai Junan Capital Limited**

**Independent Financial Adviser to the Independent Board Committee**



References are made to (i) the joint announcements of the Jiangxi Jiangzhong Pharmaceutical Commercial Operation Co., Ltd.\* (江西江中醫藥商業運營有限責任公司) (“**Jiangzhong Yishang**”) and Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) dated 28 September 2022, 19 October 2022, 18 November 2022, 19 December 2022 and 29 December 2022 in respect of, among other things, the Offer and the Acquisition; (ii) the joint announcement of Jiangzhong Yishang, Jiangxi Pharmaceutical Investment Co., Limited (the “**Offeror**”) and the Company dated 17 January 2023 in respect of the Completion; and (iii) the composite offer and response document (the “**Composite Document**”) jointly issued by Jiangzhong Yishang, the Offeror and the Company dated 20 January 2023.

Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document, accompanied by the Form(s) of Acceptance, which contains, among other things, (i) the expected timetable in respect of the Offer, (ii) the letter from Guotai Junan Capital, (iii) the letter from the Board; (iv) the letter from the Independent Board Committee, and (v) the letter from the Independent Financial Adviser, has been despatched to the Independent Shareholders on 20 January 2023 in accordance with the Takeovers Code.

## **EXPECTED TIMETABLE**

*The expected timetable set out below, as reproduced from the Composite Document, is indicative only and may be subject to changes. Any changes to the timetable will be jointly announced by the Company and the Jiangzhong Group as and when appropriate. Unless otherwise specified, all times and dates contained in this joint announcement and the Composite Document refer to Hong Kong local time and dates.*

Despatch date of the Composite Document and  
the accompanying Form(s) of Acceptance and  
commencement date of the Offer (*Note 1*) ..... Friday, 20 January 2023

Offer opens for acceptance (*Note 1*) ..... Friday, 20 January 2023

Latest time and date for acceptance of the Offer (*Note 2*) ..... by 4:00 p.m. on Friday, 10 February 2023

Closing Date (*Notes 2 and 3*) ..... Friday, 10 February 2023

Announcement of the results of the Offer to be  
posted on the website of the Stock Exchange  
and the Company (*Notes 2 and 3*) ..... by 7:00 p.m. on Friday, 10 February 2023

Latest date for posting of remittances for the amounts  
due in respect of valid acceptances received under  
the Offer (*Notes 3 and 4*) ..... Tuesday, 21 February 2023

*Notes:*

1. The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from Friday, 20 January 2023 until the Closing Date. Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “Right of withdrawal” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offer must initially be opened for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offer is 4:00 p.m. on Friday, 10 February 2023. The Offeror reserves the right to revise or extend the Offer until such date as it may determine pursuant to the Takeovers Code. An announcement will be issued through the Stock Exchange website by 7:00 p.m. on Friday, 10 February 2023 stating whether the Offer has been revised or extended, or has expired. In the event that the Offeror decides to revise or extend the Offer, the announcement will state the next closing date of the Offer or that the Offer will remain open until further notice. In the latter case, at least 14 calendar days’ notice in writing will be given, before the extended Offer is closed, to those Shareholders who have not accepted the Offer.
3. If there is (i) a tropical cyclone warning signal number 8 or above, or (ii) a “black” rainstorm warning signal:
  - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will remain at 4:00 p.m. on the same Business Day and the posting of remittances will remain on the same Business Day; or
  - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. on the following Business Day and the posting of remittances will be rescheduled to the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. or such other day as the Executive may approve in accordance with the Takeovers Code.
4. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer will be posted to the accepting Shareholders by ordinary post at their own risk as soon as possible but in any event within seven Business Days following the date of receipt by the Registrar or by the company secretary of the Company (as the case may be) of the duly completed Form(s) of Acceptance of all the valid requisite documents.
5. The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25%, of the issued Shares are held by the public or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend trading in the Shares.

Save as mentioned above, if the latest time for the acceptance of the Offer does not take effect on the date and time as stated above, the other dates mentioned above may be affected. Jiangzhong Yishang, the Offeror and the Company will jointly notify the Independent Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

## **WARNING**

**The Offer is unconditional in all respects. Independent Shareholders are strongly advised to read the Composite Document and the accompanying Form of Acceptance carefully, in particular, the letter from the Independent Board Committee, which sets out its recommendations to the Independent Shareholders in relation to the Offer and the letter from the Independent Financial Adviser which sets out its advice to the Independent Board Committee in relation to the Offer before deciding whether to accept or reject the Offer.**

**If the Independent Shareholders and potential investors of the Company are in any doubt about their position, they should consult their own professional advisers for professional advice. Jiangzhong Yishang, the Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.**

By Order of the board of directors  
of  
**Jiangxi Jiangzhong  
Pharmaceutical Commercial  
Operation Co., Ltd.\***  
**Yan Jingbin**  
*Director and Legal Representative*

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

By Order of the board of directors  
of  
**Jiangxi Pharmaceutical  
Investment Co., Limited**  
**Yan Jingbin**  
*Director*

Shantou, the PRC, 20 January 2023

*As at the date of this joint announcement, the directors of Jiangzhong Yishang are Mr. Liu Wei-quan, Mr. Yan Jingbin, Mr. Wu Xiaohong, Mr. Huang Xingzhi, Mr. Chen Yong, Mr. Lin Xingyao, Ms. Luo Yi, Mr. Cheng Wang and Mr. Xu Zhengqing.*

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

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Yan Jingbin.*

*The sole director of the Offeror and the directors of the Jiangzhong Yishang jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Transferor, the Directors and the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror's Concert Group (for this purpose, excluding the Transferor)) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*In the case of inconsistency, the English version of this joint announcement shall prevail over the Chinese version.*

*\* For identification purpose only*