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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 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; AND  
(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD  
MEETINGS**

This announcement is made by Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company hereby announces that it considered and approved the resolutions in relation to the proposed amendments to the articles of association of the Company (the “**Articles of Association**”), the Rules of Procedures for Shareholders' Meetings (the “**Rules of Procedures for Shareholders' Meetings**”) and the Rules of Procedures for Board Meetings (the “**Rules of Procedures for Board Meetings**”). The above amendments are subject to approval by the Extraordinary General Meeting of the Company (the “**EGM**”).

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

On 17 February 2023, the State Council (the “**State Council**”) of the People's Republic of China (the “**PRC**” or “**China**”) issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents\* (《國務院關於廢止部分行政法規和文件的決定》) and the China Securities Regulatory Commission (中國證券監督管理委員會) (the “**CSRC**”) issued the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies\* 《境內企業境外發行證券和上市管理試行辦法》 and related Guidelines (together, the “**New Regulations**”), which came into effect on 31 March 2023. On the same date as the New Regulations took effect, the Mandatory Provisions for Companies Listing Overseas\* (《到境外上市公司章程必備條款》) (the “**MP**”) set forth in Zheng Wei Fa (1994) No. 21\* (證委發(1994)21號文件) file issued on 27 August 1994 by the State Council Securities Policy Committee and the State Commission for Restructuring the Economic System and the Special Regulations 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Companies\* (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued on 4 August 1994 by the State Council were repealed. PRC issuers shall formulate their articles of association with reference to the Guidelines for Articles of Association of Listed Companies\* (《上市公司章程指引》) (the “**Guidelines for AoA**”) issued by the CSRC in place of the MP. In light of the New Regulations, the Stock Exchange has adopted certain consequential amendments to the Listing Rules, which came into effect on 1 August 2023.

In light of the above, and according to the actual situation of the Company, the Board proposes to make the proposed amendments to the Articles of Association. The main details of the proposed amendments to the Articles of Association include: (1) deletion of the contents related to the MP, including the provisions on class shareholders’ meetings; (2) adjustment of the provisions on meeting convening procedures, the tenures of Directors and the supervisors of the Company and other aspects in accordance with the Guidelines for AoA and the Listing Rules; (3) inclusion of Party-building related content; and (4) other consequential amendments.

#### **PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS’ MEETINGS**

Based on the proposed amendments to the Articles of Association, the Company intends to amend the relevant provisions of the Rules of Procedures for Shareholders’ Meetings.

#### **PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD MEETINGS**

Based on the proposed amendments to the Articles of Association, the Company intends to amend the relevant provisions of the Rules of Procedures for Board Meetings.

The proposed amendments to the Articles of Association are subject to the passing of a special resolution by the shareholders of the Company, while the proposed amendments to each of the Rules of Procedures for Shareholders’ Meetings and the Rules of Procedures for Board Meetings are subject to the passing an ordinary resolution by the shareholders of the Company. A circular containing, among other things, details of the proposed amendments to the Articles of Association, the Rules of Procedures for Shareholders’ Meetings and the Rules of Procedures for Board Meetings, together with a notice convening the EGM, will be despatched to the shareholders of the Company in due course.

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

**Yan Jingbin**

*Chairman*

Shantou, the PRC, 20 September 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. Yan Jingbin, Ms. Fu Zheng and Mr. Xu Fei; and the independent non-executive directors of the Company are Mr. Wan Chi Wai Anthony, Mr. Li Hanguo and Mr. Guan Jian (also known as Guan Suzhe).*