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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 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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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;

AND

(2) NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 5 of this circular. A notice convening the extraordinary general meeting of the Company (the “**EGM**”) to be held at the Conference Room on 2nd Floor, No. 33 Liyu Street, Dongchong Town, Nansha District, Guangzhou City, Guangdong Province, PRC at 10:00 a.m. on Thursday, 28 March 2024, is set out on pages 9 to 10 of this circular.

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. In order to be valid, the proxy form for the EGM must be deposited by hand or post to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours (i.e. not later than 10:00 a.m. on Wednesday, 27 March 2024) before the time for holding the EGM (or any adjournment thereof) for taking the poll. If the proxy form 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 proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.

8 March 2024

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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, modified or otherwise supplemented from time to time, and “Article” shall mean an article of the Articles of Association
“Board” or “Board of Directors”	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, the H Shares of which are listed and traded on the Stock Exchange (stock code: 2289)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held on Thursday, 28 March 2024 at 10:00 a.m. at the Conference Room on 2nd Floor, No. 33 Liyu Street, Dongchong Town, Nansha District, Guangzhou City, Guangdong Province, PRC or any adjournment thereof, the notice of which is set out on pages 9 to 10 of this circular
“Group”	the Company and its subsidiaries
“H Share(s)”	H share(s) in the share capital of the Company with nominal value of RMB1.00 each, which is/are listed and traded on the Stock Exchange
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	4 March 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“PRC”	The People’s Republic of China which shall, for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“State Council”	State Council of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percent

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 *(Vice Chairman)*

Ms. Zheng Yuyan

Ms. Zhang Hanzi

Non-executive Directors:

Mr. Yan Jingbin *(Chairman)*

Ms. Fu Zheng

Mr. Xu Fei

Independent Non-executive Directors:

Mr. Wan Chi Wai Anthony

Mr. Li Hanguo

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, PRC

Principal Place of Business in Hong Kong:

40th Floor,

Dah Sing Financial Centre,

No. 248 Queen's Road East,

Wanchai, Hong Kong

8 March 2024

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(2) NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, (i) the proposed amendments to the Articles of Association, and (ii) the other matters contained in the notice of the EGM, so that the Shareholders may make an informed decision on whether to vote for or against the proposed resolution at the EGM.

1. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 8 March 2024 in relation to the proposed amendments to the Articles of Association. Based on the consultation conclusions of the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by Stock Exchange in June 2023, the relevant amendments to the Listing Rules came into effect on 31 December 2023, so that, among other things, to the extent permitted under all applicable laws and regulations, the listed issuer must (i) send or otherwise make available the corporate communications (as defined under the Listing Rules) to the relevant holders of its securities using electronic means; or (ii) make the corporate communications available on its website and the Stock Exchange’s website.

In light of the above, and according to the actual situation of the Company, the Board proposes to amend the Articles of Association. The main details of the proposed amendments to the Articles of Association include: (1) updating and bringing the Articles of Association in line with the amendments to the Listing Rules which mandate the electronic dissemination of corporate communications by listed issuers to their securities holders from 31 December 2023 onwards; and (2) making other consequential amendments. Details of the proposed amendments to the Articles of Association are set out in Appendix I to this circular.

2. CLOSURE OF BOOKS

In order to determine the Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Monday, 25 March 2024 to Thursday, 28 March 2024 (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, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 March 2024. Shareholders whose names appear on the register of members of the Company at the close of business on Thursday, 28 March 2024 are entitled to attend and vote at the EGM.

3. EGM

A notice convening the EGM to be held at the Conference Room on 2nd Floor, No. 33 Liyu Street, Dongchong Town, Nansha District, Guangzhou City, Guangdong Province, the PRC at 10:00 a.m. on Thursday, 28 March 2024, is set out on pages 9 to 10 of this circular.

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. In order to be valid, the proxy form for the EGM must be deposited by hand or post, to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours (i.e. no later than 10:00 a.m. on Wednesday, 27 March 2024) before the time for holding the EGM (or any adjournment thereof) for taking the poll. If the proxy form 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

LETTER FROM THE BOARD

at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.

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.

4. 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 misleading.

5. RECOMMENDATIONS

The Directors consider that the proposed resolution set out in the notice of the EGM is all 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 resolution in respect of their respective shareholdings in the Company and recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

6. OTHER INFORMATION

The Chinese text of this circular shall prevail over the English text for the purpose of interpretation.

For and on behalf of the Board
Charmacy Pharmaceutical Co., Ltd.
Yan Jingbin
Chairman

The details of the proposed amendments to the Articles of Association are set out below:

Existing Articles	Proposed Articles 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 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. 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>If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made thereat to be void.</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 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. <u>by the methods specified in Article 23.1. Although shareholders have the right to request receipt of the notice of shareholders' general meeting by other methods, if the notice of shareholders' general meeting is sent through the website of the Hong Kong Stock Exchange, once the notice is announced, it will be deemed that all shareholders have received the notice of shareholders' general meeting.</u></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. 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>If a notice of meeting is accidentally omitted to be sent to any person who is entitled to receive the same or that person has not received such a notice of meeting, it will not cause the meeting and any resolution made thereat to be void.</p>
<p>Article 15.5</p> <p>The Company's financial reports shall be made available for shareholders' inspection at the Company 20 days before the annual general meeting is convened. Each shareholder of the Company shall have the right to receive a copy of such financial reports referred to in this Chapter.</p> <p>The Company shall send the aforesaid reports to each of the holders of overseas listed foreign shares by postage-paid mail at least 21 days before the annual general meeting is convened and the recipient's address shall be the address as shown in the register of Shareholders.</p>	<p>Article 15.5</p> <p>The Company's financial reports shall be made available for shareholders' inspection at the Company 20 days before the annual general meeting is convened. Each shareholder of the Company shall have the right to receive a copy of such financial reports referred to in this Chapter.</p> <p>The Company shall, <u>at least 21 days before the annual general meeting is convened, notify and announce the aforesaid reports in accordance with Article 23.1 hereof,</u> send the aforesaid reports to each of the holders of overseas listed foreign shares by postage paid mail at least 21 days before the annual general meeting is convened and the recipient's address shall be the address as shown in the</p>

<p>Article 20.1</p> <p>Any resolution on merger or division of the Company shall be proposed by the Board of the Company, and the relevant examination and approval procedures shall be completed in accordance with laws after being approved pursuant to the procedures stipulated in these Articles. Any shareholder opposing the resolution on merger or division of the Company shall have the right to request the Company or those shareholders who consent to such resolution to purchase shares from them at a fair price. The contents of the resolution of merger or division of the Company shall constitute a special document which shall be made available for shareholders' inspection.</p> <p>The document above shall also be sent by means of mails to holders of overseas listed foreign shares.</p>	<p>register of Shareholders.</p> <p>Article 20.1</p> <p>Any resolution on merger or division of the Company shall be proposed by the Board of the Company, and the relevant examination and approval procedures shall be completed in accordance with laws after being approved pursuant to the procedures stipulated in these Articles. Any shareholder opposing the resolution on merger or division of the Company shall have the right to request the Company or those shareholders who consent to such resolution to purchase shares from them at a fair price. The contents of the resolution of merger or division of the Company shall constitute a special document which shall be made available for shareholders' inspection.</p> <p>The document above shall also be sent by means of mails to holders of overseas listed foreign shares <u>by the methods specified in Article 23.1.</u></p>
<p>Article 23.1</p> <p>Unless as otherwise stipulated in these Articles, any notice, information or written statement issued by the Company to holders of overseas listed foreign shares shall be delivered by hand to each of the holders of overseas listed foreign shares (holding registered shares) at his registered address, or by mail or otherwise to each of the holders of overseas listed foreign shares at his address set out in the register of Shareholders.</p>	<p>Article 23.1</p> <p>Unless as otherwise stipulated in these Articles, any notice, information or written statement issued by the Company to holders of overseas listed foreign shares shall be delivered by hand to each of the holders of overseas listed foreign shares (holding registered shares) at his registered address, or by mail or otherwise to each of the holders of overseas listed foreign shares at his address set out in the register of Shareholders. <u>The corporate communications or other written materials (including but not limited to annual reports, interim reports, notices of shareholders' general meeting, shareholders' circulars, proxy forms, etc.) can be delivered in the following ways:</u></p> <p><u>(I) By hand;</u></p> <p><u>(II) By mail;</u></p> <p><u>(III) By facsimile transmission or email;</u></p> <p><u>(IV) By posting on the websites designated by the Company and the stock exchange where the Company's shares are listed, on the premise of complying with laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed;</u></p> <p><u>(V) By announcement;</u></p> <p><u>(VI) By other methods agreed by the Company or the notified person in advance or recognized by the notified person after receiving a notice; or</u></p> <p><u>(VII) By other methods recognized by the relevant regulatory authorities of the place where the Company's shares are listed or stipulated in these Articles.</u></p> <p><u>With regard to the methods by which the Company provides and/or delivers corporate communications to</u></p>

	<p><u>the holders of overseas listed foreign shares according to the requirements of the listing rules, the Company must (1) deliver or otherwise provide relevant corporate communications to the relevant holders of its securities in electronic form, or (2) publish relevant corporate communications through the Company’s website and the website of the Hong Kong Stock Exchange.</u></p> <p><u>The Company’s holders of overseas listed foreign shares may also choose in writing to obtain the printed copies of the corporate communications by mail.</u></p>
<p>Article 23.2</p> <p>In the event of such notice being delivered by mail, the Company is only required to clearly write the address and name (title) of the receiver, prepay the postage, and put the notice in the envelope. The envelope containing the notice will be deemed as being received in 48 hours after it is mailed.</p>	<p>Article 23.2</p> <p>In the event of such notice being delivered by mail, the Company is only required to clearly write the address and name (title) of the receiver, prepay the postage, and put the notice in the envelope. The envelope containing the notice will be deemed as being received in 48 hours after it is mailed.</p> <p><u>If corporate communications or other written materials are sent by email, the sending dates shall be the date of service.</u></p>
<p>Article 24.3</p> <p>...</p>	<p>Article 24.3</p> <p>...</p> <p><u>“corporate communications”</u> <u>any document issued or to be issued by the Company for the information or action of holders of any of its securities or the investing public, including but not limited to: (1) the directors’ report, its annual accounts together with the auditors’ report; (2) the interim report; (3) a notice of meeting; (4) a listing document; (5) a circular; and (6) a proxy form.</u></p>

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting (the “**EGM**”) of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) will be held at the Conference Room on the 2nd Floor, No. 33 Liyu Street, Dongchong Town, Nansha District, Guangzhou City, Guangdong Province, the People's Republic of China (the “**PRC**”) at 10 a.m. on Thursday, 28 March 2024, for the purpose of considering, and if thought fit, passing the following resolution:

SPECIAL RESOLUTION

1. to consider and, if thought fit, approve the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) (details of which are set out in Appendix I to the circular of the Company dated 8 March 2024), and that any director of the Company (the “**Director(s)**”) 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.

For and on behalf of the Board
Charmacy Pharmaceutical Co., Ltd.
Yan Jingbin
Chairman

Shantou, the PRC, 8 March 2024

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. The resolution at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from Monday, 25 March 2024 to Thursday, 28 March 2024 (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, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 22 March 2024.
3. 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.
4. In order to be valid, the proxy form for the EGM must be deposited by hand or post to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours (i.e. not later than 10:00 a.m. on Wednesday, 27 March 2024) before the time for holding the EGM (or any adjournment thereof) for taking the poll. If the proxy form 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 proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.
5. 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 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 proxy forms 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 shares are transferred, provided that no notice in writing of such matters shall have been received by the Company prior to the above meeting.
6. Shareholders or their proxies shall provide their identity documents when attending the EGM.
7. In case of jointholders of 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.

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