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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)

Announcement

Resignation of Director, Company Secretary and Chief Financial Officer;

Change in the Composition of Board Committees;

Appointment of Joint Company Secretaries;

Change in Authorized Representative;

Appointment of Person-in-charge of Finance; and

Waiver from Strict Compliance with Rules 3.28 and 8.17 of the Listing Rules

Resignation of Director, Company Secretary and Chief Financial Officer, Change in the Composition of Board Committees, Appointment of Joint Company Secretaries, Change in Authorized Representative and Appointment of Financial Controller

The board of directors (the “**Board**”) of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) hereby announces that Mr. Lin Zhixiong (“**Mr. Lin**”) has submitted his resignation letter to the Company to resign as (i) the executive director, (ii) the company secretary and (iii) the chief financial officer of the Company, with effect from 8 April 2022, for personal reasons . Therefore, from the same day, Mr. Lin would cease to be a member of the remuneration committee, a member of the risk management committee of the Board, and an authorized representative (the “**Authorized Representative**”) of the Company under Rule 3.05 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and would cease to hold any position of the Company. Mr. Lin has confirmed that there is no disagreement between him and the Board, and that there is no matter relating to his resignation that shall be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board is pleased to further announce that (i) Ms. Zheng Yuyan, an executive director of the Company, has been appointed as a member of the remuneration committee and the risk management committee of the Board; (ii) Ms. Wong Wai Ling (“**Ms. Wong**”) and Ms. Yao Jiexi (“**Ms. Yao**”) have been appointed as the joint company secretaries of the Company; (iii) Ms. Yao has been appointed as the Authorized Representative; and (iv) Ms. Zhang Hanzi (“**Ms. Zhang**”) has been appointed as the person-in-charge of finance of the Company, all of which will take effect from 8 April 2022.

The biographical details of Ms. Wong, Ms. Yao and Ms. Zhang are as follows:

Ms. Wong Wai Ling has over 10 years of experience in providing company secretarial services. Ms. Wong is a vice president of SWCS Corporate Services Group (Hong Kong) Limited and is responsible for assisting listed companies in professional company secretarial work. Ms. Wong is an associate of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom.

Ms. Yao Jiexi, who joined the Company in 2015, is currently in charge of securities affairs at the office of the Board, and is responsible for information disclosure, investor relations management, legal compliance and other matters of the Company. Ms. Yao has a Chinese legal professional qualification.

Ms. Zhang Hanzi, who joined the Company in February 2014, has served successively as a financial manager and a deputy financial controller. From May 2015 to May 2017, she served as a supervisor of the Company. From July 2008 to January 2014, Ms. Zhang served as a deputy financial manager of Kaiser (China) Holding Co., Ltd., a company listed on the Shenzhen Stock Exchange (Stock Code: 002425), and from July 2008 to January 2014, she also served as a director of Guangzhou Yuxin Trade Co., Ltd. Ms. Zhang was accredited as an intermediate accountant by Guangdong Provincial Department of Human Resources and Social Security in 2011.

Waiver from Strict Compliance with Rules 3.28 and 8.17 of the Listing Rules

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules stipulates that a listed issuer must appoint a person as company secretary who is considered by the Stock Exchange to be capable of performing the duties of the listed issuer’s company secretary in view of his/her academic or professional qualifications or relevant experience. In view of the fact that Ms. Yao does not have the necessary professional qualifications or relevant experience as stipulated under Rule 3.28 of the Listing Rules, the Company has applied to the Stock Exchange for and the Stock Exchange has approved the waiver from strict compliance with the provisions of Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”), for a period of three years (the “**Waiver Period**”) from the date of appointment of Ms. Yao as a joint company secretary of the Company (i.e., 8 April 2022) to 7 April 2025 subject to the following conditions:

- (a) Ms. Yao must be assisted by Ms. Wong during the Waiver Period; and
- (b) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Waiver Period, the Company shall prove and seek the confirmation from the Stock Exchange that Ms. Yao has gained the relevant experience with the assistance of Ms. Wong during the Waiver Period and is capable of performing the duties of company secretary under Rule 3.28 of the Listing Rules, without needing a further waiver. The Waiver applies to this case only. If Ms. Wong ceases to be a joint company secretary of the Company, the Waiver will be revoked immediately. In addition, the Stock Exchange may withdraw or change the Waiver if the Company's situation changes.

The Board would like to take this opportunity to express its heartfelt thanks to Mr. Lin for his valuable contribution to the Company during his tenure, and welcome the newly appointed Ms. Wong, Ms. Yao and Ms. Zhang.

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

Shantou, the PRC, 8 April 2022

As at the date of this announcement, the executive directors of the Company are Mr. Yao Chuanglong and Ms. Zheng Yuyan; the non-executive director of the Company is Mr. Li Weisheng; 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).