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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 APPOINTMENT OF AN EXECUTIVE DIRECTOR;**
(2) PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(4) CLOSURE OF REGISTER OF MEMBERS

PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director**”) of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) is pleased to announce that Mr. Yao Chuanglong, a controlling shareholder of the Company holding 44,250,000 domestic shares of the Company (the “**Domestic Shares**”) (representing approximately 40.97% of the total issued share capital of the Company), has submitted an ordinary resolution to the Company regarding the appointment of Ms. Zhang Hanzi (“**Ms. Zhang**”) as an executive Director. The proposed appointment of Ms. Zhang as an executive Director is subject to approval by the shareholders of the Company (the “**Shareholders**”) by way of an ordinary resolution at the 2022 second extraordinary general meeting of the Company to be held on Thursday, 7 July 2022 (the “**EGM**”) and if approved, the term of Ms. Zhang will be effective from the date of conclusion of the EGM until the expiration of the term of the third session of the Board.

The biographical details of Ms. Zhang are as follows:

Ms. Zhang, aged 43, has been the financial director of the Company since April 2022. From July 2008 to January 2014, Ms. Zhang served as a deputy financial manager of Kaiser (China) Culture Co., Ltd., a company listed on the Main Board of the Shenzhen Stock Exchange (Stock Code: 002425) which is primarily engaging in wholesale and retail of clothing and leather products; and from July 2008 to January 2014, she also served as a director of Yuxin (Guangdong) Trading Co., Ltd, a subsidiary of Kaiser (China) Culture Co., Ltd. Ms. Zhang joined the Company in February 2014 and 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. Ms. Zhang received a bachelor's degree from Sichuan University in China in 2002, majoring in international finance.

Subject to the approval of the Shareholders at the EGM, the Company will enter into a letter of appointment with Ms. Zhang, and Ms. Zhang will serve as an executive Director from the date of EGM to the date of expiry of the third session of the Board. Ms. Zhang's annual salary as an executive Director is RMB 50,000, which is determined with reference to her qualifications, experiences, duties and responsibilities within the Company as well as the prevailing market rate for candidates with comparable qualifications.

Save as disclosed above and as at the date of this announcement, Ms. Zhang has confirmed that, she (i) has not held any directorship in any other public company in the past three years whose securities are listed in Hong Kong or any overseas securities market; (ii) has no relationship with any Director, supervisor, senior management or substantial or controlling shareholder of the Company, nor has she held any position in the Company or any of its subsidiaries; and (iii) has no interests in the shares of the Company (the “**Shares**”) within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other matter relating to the proposed appointment of Ms. Zhang that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

PROPOSED APPOINTMENT OF A NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that 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**”), a substantial shareholder of the Company holding 29,050,000 Domestic Shares (representing approximately 26.90% of the total issued share capital of the Company), has submitted an ordinary resolution to the Company regarding the appointment of Ms. Fu Zheng (“**Ms. Fu**”) as a non-executive Director. The proposed appointment of Ms. Fu as a non-executive Director is subject to approval by the Shareholders at the EGM by way of an ordinary resolution and if approved, the term of Ms. Fu will be effective from the date of conclusion of the EGM until the expiration of the term of the third session of the Board.

The biographical details of Ms. Fu are as follows:

Ms. Fu, aged 49, has served as the deputy general manager of Jiangzhong Yishang since June 2020. From November 2005 to December 2017, she worked at Yixintang Pharmaceutical Group Co., Ltd.* (一心堂藥業集團股份有限公司) (formerly known as Yunnan Hongxiang Yixintang Pharmaceutical (Group) Co., Ltd.* (雲南鴻翔一心堂藥業(集團)股份有限公司)), a company listed on the Main Board of the Shenzhen Stock Exchange (Stock Code: 002727), where she served as a deputy general manager of the group's subsidiaries, a general manager of the group's equipment, glasses and prescription drug business department and a director of the group's commercial procurement center. From March 2018 to June 2020, she served as the deputy general manager of Jiangxi Jiangzhong Pharmaceutical Investment and Development Co., Ltd.* (江西江中醫藥投資發展有限公司). Ms. Fu Zheng obtained a bachelor's degree from East China University of Technology in 1995, majoring in applied electronic technology in the department of automatic control.

Subject to the approval of the Shareholders at the EGM, the Company will enter into a letter of appointment with Ms. Fu, and Ms. Fu will serve as a non-executive Director from the date of EGM to the date of expiry of the third session of the Board. Ms. Fu will not receive any remuneration for serving as a non-executive Director.

Save as disclosed above and as at the date of this announcement, Ms. Fu has confirmed that she (i) has not held any directorship in any other public company in the past three years whose securities are listed in Hong Kong or any overseas securities market; (ii) has no relationship with any Director, Supervisor, senior management or substantial or controlling shareholder of the Company, nor has she held any position in the Company or any of its subsidiaries; and (iii) has no interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other matter relating to the proposed appointment of Ms. Fu that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The Board hereby announces that a special resolution will be proposed at the EGM to amend Article 10.1 of the articles of association of the Company (the “**Articles of Association**”). The proposed amendments to the Articles of Association are for the purposes to ensure that the number of Directors is consistent.

<p style="text-align: center;">Before Amendments</p>	<p style="text-align: center;">After Amendments (showing changes to the existing Articles of Association)</p>
<p>“The Company shall establish a board, which shall be accountable to and report to the general meeting. The Board shall consist of seven directors, of which the external directors (hereinafter referred to directors who do not hold any office within the Company) shall represent not less than 50 percent of the members of the Board of Directors. Independent non-executive directors (hereinafter referred to directors who are independent to the shareholders and do not hold any office within the Company) shall represent at least one-third of the members of the Board of Directors.</p> <p>The Board of Directors shall have one chairman and may have one vice chairman.”</p>	<p>“The Company shall establish a board, which shall be accountable to and report to the general meeting. The Board shall consist of seven <i>nine</i> directors, of which the external directors (hereinafter referred to directors who do not hold any office within the Company) shall represent not less than 50 percent of the members of the Board of Directors. Independent non-executive directors (hereinafter referred to directors who are independent to the shareholders and do not hold any office within the Company) shall represent at least one-third of the members of the Board of Directors.</p> <p>The Board of Directors shall have one chairman and may have one vice chairman.”</p>

Save for the proposed amendments set out above, other provisions in the Articles of Association remain unchanged.

CLOSURE OF REGISTER OF MEMBERS

The Company will convene the EGM on Thursday, 7 July 2022 for the purposes of considering and, if thought fit, approving the (i) proposed appointment of an executive Director; (ii) proposed appointment of a non-executive Director; and (iii) proposed amendments to the Articles of Association. For determining the eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 1 July 2022 to Thursday, 7 July 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the headquarters in the PRC of the Company at No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the PRC (for holders of Domestic Shares) for registration no later than 4:30 p.m. on Thursday, 30 June 2022.

Please refer to the notice of the EGM and the circular to be issued and despatched by the Company on or before 21 June 2022 for further information on the EGM and the matters to be considered at the EGM.

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

Shantou, the PRC, 17 June 2022

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

**for identification purposes only*