

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CHARMACY PHARMACEUTICAL CO., LTD.
創美藥業股份有限公司

(A joint stock limited liability company incorporated in the People's Republic of China)
(Stock Code: 2289)

**NOTICE OF THE 2017 FIRST DOMESTIC SHAREHOLDERS'
CLASS MEETING**

NOTICE IS HEREBY GIVEN that the class meeting (the “**Domestic Shareholders’ Class Meeting**”) of the holders of domestic shares (the “**Domestic Shares**”) of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) will be held at the later of 10:30 a.m. on Tuesday, 5 September 2017 at Conference Room on 3rd Floor, No. 235 Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the People’s Republic of China or immediately after the conclusion of the extraordinary general meeting (the “**EGM**”) of the Company held at the same date or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. to consider and approve the proposal of the Company’s application of public offering and listing of Renminbi Ordinary Shares (the “**A Shares**”) (the “**A Share Offering**”):
 - 1.1 classes of shares;
 - 1.2 nominal value per share;
 - 1.3 proposed stock exchange for the listing of the A Shares;
 - 1.4 proposed offering size;
 - 1.5 target subscriber;
 - 1.6 method of offering;
 - 1.7 pricing methodology;
 - 1.8 form of underwriting;

- 1.9 conversion into a joint stock company with limited liability and domestically and overseas listed shares; and
- 1.10 validity period of the resolutions for the proposal of the A Share Offering;
2. to consider and approve the proposed amendments to the (draft) articles of association of the Company;
 3. to consider and approve the feasibility plan on the investment projects using the proceeds from the A Share Offering;
 4. to consider and approve the accumulated profit distribution plan before the A Share Offering;
 5. to consider and approve the authorisation to the Board to deal with matters in connection with the Company's application of initial public offering and listings of A Shares at its full discretion;
 6. to consider and approve the planning of dividend and return to shareholders within three years after the A Share Offering;
 7. to consider and approve the price stabilising budget and undertakings for the A Shares of the Company within three years after the A Share Offering;
 8. to consider and approve the remedial plan and relevant undertakings on dilution of immediate return arising from the A Share Offering;
 9. to consider and approve the undertakings on matters in connection with the A Share Offering and listings and proposed corresponding restrictive measures;
 10. to consider and approve the use of raised funds of the initial public offering of the Company's overseas listed foreign shares (the "**H Shares**") in the share capital of the Company, which are listed on the main board of The Stock Exchange of Hong Kong Limited with a nominal value of RMB1.00 (the "**H Share Offering**"); and
 11. to consider and approve the termination of the issuance of additional H Shares.

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

Guangdong Province, the PRC, 20 July 2017

Notes:

1. All resolutions at the meeting will be taken by poll.
2. The register of members of the Company will be closed from Saturday, 5 August, 2017 to Tuesday, 5 September, 2017 (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 Domestic Shareholders' Class Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the headquarters in the PRC of the Company at No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, PRC, no later than 4:30 p.m. on Friday, 4 August, 2017.
3. Domestic shareholders who intend to attend the Domestic Shareholders' Class Meeting should complete the reply slip and return it by hand or by post to the headquarters in the PRC of the Company on or before Wednesday, 16 August, 2017.
4. Domestic shareholders who are entitled to attend and vote at the Domestic Shareholders' Class Meeting may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a domestic shareholder of the Company.
5. The instrument appointing a proxy must be in writing under the hand of a domestic shareholder or his attorney duly authorised in writing. If the domestic shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same on its behalf.
6. In order to be valid, the proxy form for the Domestic Shareholders' Class Meeting must be deposited by hand or post to the headquarters in the PRC of the Company not less than 24 hours (i.e. not later than 10:30 a.m. on Monday, 4 September 2017) before the time for holding the Domestic Shareholders' Class Meeting (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 Domestic Shareholders' Class Meeting or any adjourned meetings should they so wish.

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 domestic shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong relevant Ordinance from time to time, the domestic 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 transfer of the shares with respect to which the proxy is given, provided that no notice in writing of such matters shall have been received by the Company prior to the above meeting.

7. In case of joint shareholder for any domestic 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.

8. Domestic shareholders or their proxies shall provide their identity documents when attending the Domestic Shareholders' Class Meeting. If corporate domestic shareholders appoint authorised representative to attend the Domestic Shareholders' Class Meeting, the authorised representative shall produce his/her identity documents and a notarial copy of the relevant authorisation instrument signed by the Board or other authorised parties of the corporate Shareholders or other notarial documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the Domestic Shareholders' Class Meeting.
9. Domestic shareholders attending the Domestic Shareholders' Class Meeting shall bear their own traveling and accommodation expenses.

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