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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;**
- (3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD MEETINGS; AND**
- (4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD OF SUPERVISORS' 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**”), the rules of procedures for Board meetings (the “**Rules of Procedures for Board Meetings**”) and the rules of procedures for board of supervisors' meetings of the Company (the “**Rules of Procedures for Board of Supervisors' Meetings**”). The above amendments are subject to approval by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company (the “**AGM**”).

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of the “Consultation Conclusions on Proposals to Further Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in January 2025, as well as the relevant amendments to the Company Law of the People's Republic of China (the “**PRC Company Law**”) which came into effect on 1 July 2024, the Company proposes to amend the Articles of Association in accordance with its business development needs and in compliance with the applicable laws and regulations.

In light of the above, the proposed amendments to the Articles of Association mainly include: (1) updating and bringing the Articles of Association in line with the amendments to the Listing Rules to ensure that they enable online participation at general meetings and voting by securities holders by electronic means; (2) incorporating amendments in line with the PRC Company Law to strengthen the protection of minority Shareholders' rights and enhance the responsibilities of controlling shareholders, Directors, supervisors, and senior management; and (3) making 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.

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR BOARD OF SUPERVISORS' 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 of Supervisors' Meetings.

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

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

Yan Jingbin

Chairman

Shantou, the PRC, 28 March 2025

As at the date of this announcement, the executive Directors are Mr. Yao Chuanglong, Ms. Zheng Yuyan and Ms. Zhang Hanzi; 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).