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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 incorporated in the People's Republic of China)

(Stock Code: 2289)

(1) ELECTION OF DIRECTORS OF THE FOURTH SESSION OF THE BOARD; AND

(2) ELECTION OF SUPERVISORS OF THE FOURTH SESSION OF THE BOARD OF SUPERVISORS

ELECTION OF DIRECTORS OF THE FOURTH SESSION OF THE BOARD

The Board hereby announces that, at the Board meeting held on 28 March 2024, the Company considered and approved, among other things, the resolution in relation to the election of Directors of the fourth session of the Board.

The term of the third session of the Board will expire on 30 May 2024, and the existing Directors shall continue to perform their duties as a Director before the election and formation of the fourth session of the Board at the AGM. The Board has resolved to nominate the following nine candidates as member of the fourth session of the Board:

(1) candidates for executive Directors: Mr. Yao Chuanglong, Ms. Zheng Yuyan and Ms. Zhang Hanzi;

(2) candidates for non-executive Directors: Mr. Yan Jingbin, Ms. Fu Zheng and Mr. Xu Fei; and

(3) candidates for independent non-executive Directors: Mr. Li Hanguo, Mr. Wan Chi Wai Anthony and Mr. Guan Jian (also known as Guan Suzhe).

The term of the fourth session of the Board is three years. The term of office of the elected Directors will take effect from the date of approval by the Shareholders at the AGM and will expire when members are elected for the new session of the Board.

The Board has resolved to put forward the above list of Director candidates at the AGM for the consideration and approved by the Shareholders. The biographical details of the candidates for the Directors of the fourth session of the Board are set out in Appendix I to this announcement.

If the above candidates are appointed as Directors, each of them will enter into a service contract or letter of appointment with the Company and shall hold their office until the expiry of the term of the fourth session of the Board. The remuneration of the Directors will be approved by general meeting of the Company, and is determined having regard to their time commitment and responsibilities within the Company as well as the prevailing market rate for candidates with comparable qualifications. The non-executive Director will not receive any remuneration from the Company.

As at the date of this announcement, save as disclosed in Appendix I, the Director candidates have confirmed that they (i) do not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and had not held any other position in the Group; (ii) do not have any relationship with any Directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) do not have any interests in shares of the Company and its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Each of the candidates for independent non-executive Directors has met the independence requirements as set out in Rule 3.13 of the Listing Rules.

There is no other matter relating to the proposed appointment of Directors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

ELECTION OF SUPERVISORS OF THE FOURTH SESSION OF THE BOARD OF SUPERVISORS

The Board of Supervisors hereby announces that, at the meeting of the Board of Supervisors held on 28 March 2024, the resolution, among other things, in relation to the election of Supervisors of the fourth session of the Board of Supervisors was considered and approved.

The term of the third session of the Board of Supervisor will expire on 30 May 2024, and the existing Supervisors shall continue to perform their duties as a Supervisor before the election and formation of the fourth session of the Board of Supervisors at the AGM. The Board of Supervisors has resolved to nominate two candidates to the Board of Supervisors, including one Shareholder's representative Supervisor and one independent Supervisor, as detailed below. Pursuant to the Articles, the staff representative Supervisors shall account for not less than one-third of the Supervisors in the Board of Supervisors, and shall be elected and dismissed at the staff representative meeting by the employees of the Company through democratic procedures. The Company will convene a staff representative meeting to elect one staff representative Supervisor.

The following is the candidates nominated by the Board of Supervisors as the Shareholder's representative Supervisor and independent Supervisor of the fourth session of the Board of Supervisors:

- (1) candidate for Shareholder's representative Supervisor: Mr. Zhu Minghong; and
- (2) candidate for independent Supervisor: Ms. Zhang Ling.

The term of the fourth session of the Board of Supervisors is three years. The term of office of the elected Supervisors will take effect from the date of approval by the Shareholders at the AGM and will expire

when members are elected for the new session of the Board of Supervisors.

The Board of Supervisors has resolved to put forward the above list of candidates of the Supervisors at the AGM for the consideration and approved by the Shareholders. The biographical details of the candidates of the Supervisors of the fourth session of the Board of Supervisors are set out in Appendix II to this announcement.

If the above candidates are appointed as Supervisors, each of them will enter into a service contract with the Company and shall hold their office until the expiry of the term of the fourth session of the Board of Supervisors. The emolument of a Supervisor will be determined with reference to the remuneration policies of the Supervisors of the Company.

As at the date of this announcement, save as disclosed in Appendix II, the Supervisor candidates have confirmed that they (i) have not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and had not held any other position in the Group; (ii) do not have any relationship with any Directors, supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) do not have any interests in shares of the Company and its associated corporation Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There is no other matter relating to the proposed appointment of Supervisors that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

GENERAL INFORMATION

A circular containing, inter alia, (i) further details of the election of Directors of the fourth session of the Board; and (ii) further details of the election of Supervisors of the fourth session of the Board of Supervisors, together with notice convening the AGM will be dispatched to the Shareholders in due course.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings.

“AGM”	the annual general meeting of the Company for the year 2023 to be convened and held on 20 May 2024
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“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, whose H Shares are listed and traded on the Stock Exchange (stock code: 2289)
“Director(s)”	the director(s) of the Company
“Group”	Charmacy Pharmaceutical Co., Ltd. and its subsidiaries
“Guangdong Charmacy”	Guangdong Charmacy Pharmaceutical Co., Ltd.* (廣東創美藥業有限公司), a company established in the PRC with limited liabilities and a wholly-owned subsidiary of the Company
“Guangzhou Charmacy”	Guangzhou Charmacy Pharmaceutical Co., Ltd.* (廣州創美藥業有限公司), a company established in the PRC with limited liabilities and a wholly-owned subsidiary of the Company
“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
“Huizhou Charmacy”	Huizhou Charmacy Pharmaceutical Limited* (惠州創美藥業有限公司), a company established in the PRC with limited liabilities and a wholly-owned subsidiary of the Company

“Jiangyao”	Jiangyao Group Co., Ltd* (江藥集團有限公司), a company incorporated in the PRC and a controlling shareholder (as defined under the Listing Rules) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC”	The People’s Republic of China
“Shareholder(s)”	holder(s) of the share(s) of the Company
“Shenzhen Charmacy”	Shenzhen Charmacy Pharmaceutical Limited* (深圳創美藥業有限公司), a company established in the PRC with limited liabilities and a wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Zhuhai Charmacy”	Zhuhai Charmacy Pharmaceutical Co., Ltd.* (珠海創美藥業有限公司), a company established in the PRC with limited liabilities and a wholly-owned subsidiary of the Company

By order of the Board

Charmacy Pharmaceutical Co., Ltd.

Yan Jingbin

Chairman

Shantou, the PRC, 28 March 2024

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

** for identification purpose only*

APPENDIX I

Biographical details of the candidates for director of the fourth session of the Board are set out below:

Mr. Yao Chuanglong (姚創龍), aged 54, is the vice chairman, executive Director and general manager of the Company. He is responsible for the overall management of the Group, strategic planning and decision, formulation of annual business operation plan of the Group.

Mr. Yao obtained a certificate in postgraduate class on civil commercial law from China University of Political Science and Law (中國政法大學) in March 2004. Mr. Yao completed a class on selected on-job executive master of business administration course (在職工商管理碩士 (EMBA)精選課程研修班) organised by the Sino-Foreign Management Research Institute of Sun Yat-sen University (中山大學中外管理研究中心) in the PRC in March 2004 and a course on “Advance Programme for Development of Leadership in Pharmaceutical Industry” (醫藥商業領導力發展高級研修班) in Zhejiang University (浙江大學) in the PRC in October 2007. Mr. Yao completed a course on “Advanced Programme on Business Management for Executives” (高級工商管理總裁研修班) in Tsinghua University (清華大學) in the PRC in July 2008 and a course on “Telaote Strategic Positing for Executives” (特勞特戰略定位總裁班) in Peking University (北京大學) in the PRC in September 2013. In November 2015, Mr. Yao completed a course on Internet Plus and Innovative E-commerce for Executives (互聯網+與電子商務創新總裁班) in Overseas Education College of Shanghai Jiao Tong University (上海交通大學海外教育學院).

Mr. Yao joined the Group in March 2000 as a general manager of the Company, overseeing the daily operation and formulation of the strategic development of the Company. Mr. Yao has been acting as the vice chairman of the Company since May 2023. He currently serves as the executive Director and general manager of Guangdong Charmacy, Zhuhai Charmacy, Shenzhen Charmacy and Huizhou Charmacy.

Mr. Yao held 34,530,000 H shares of the Company, representing approximately 31.97% of the total number of issued shares of the Company.

Ms. Zheng Yuyan (鄭玉燕), aged 49, is the executive Director and vice president of the Company

In December 2008, Ms. Zheng obtained a Master of Business Administration degree in the Postgraduate School of Renmin University of China (中國人民大學研究生院) in the PRC. Ms Zheng completed a course of “Training Programme for Executives Master of Business Administration Courses” (EMBA 課程總裁研修班) organised by Lingnan School of Sun Yat-sen University (中山大學嶺南學院) in the PRC in August 2013 and a course of “Telaote Strategic Positing for Executives” (特勞特戰略定位總裁班) organised by Peking University (北京大學) in the PRC in November 2013. In November 2015, Ms. Zheng completed a course on Internet Plus and Innovative E-commerce for Executives (互聯網+與電子商務創新總裁班) in Overseas Education College of Shanghai Jiao Tong University (上海交通大學海外教育學院).

Ms. Zheng joined the Group in September 2003 and had served various positions in the Group including procurement officer, procurement director and sales director. Ms. Zheng was promoted in August 2015 as the vice president of the Group. She has been appointed as our Director since 25 May 2015. Ms. Zheng is mainly responsible for the marketing and products management of the Group, the arrangement and maintenance of the sales network of the Group as well as planning and guidance on the management of operating commodities of the Group. She currently serves as the executive director and general manager of Guangzhou Charmacy.

Ms. Zhang Hanzi (張寒孜), aged 44, is the executive Director and financial director of the Company. She is responsible for the financial management of the Group.

Ms. Zhang received a bachelor's degree from Sichuan University in China in 2002, majoring in international finance.

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 the Supervisor. From July 2008 to January 2014, Ms. Zhang served as a deputy financial manager of Kaiser (China) Culture Co., Ltd.* (凱撒(中國)文化股份有限公司), 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.* (宇鑫(廣東)貿易有限公司), a subsidiary of Kaiser (China) Culture Co., Ltd.

Mr. Yan Jingbin (嚴京斌), aged 48, is the chairman of the company, has been the non-executive Director since 6 June 2022.

Mr. Yan received a bachelor's degree from Jiangxi Normal University in 1998, majoring in political education, and a master's degree from Renmin University of China in 2006, majoring in administrative management.

Mr. Yan has been working as the director and the general manager of Jiangyao since December 2018. He served as a deputy general manager of Jiangxi Zhongjiang Real Estate Co., Ltd.* (江西中江地產股份有限公司) from January 2010 to January 2011, worked for Jiangzhong Pharmaceutical Group Company* (江中制藥集團公司) from January 2011 to March 2018 as general manager of Shenlingcao business line, deputy director of the office of the board of directors and secretary of the General Party Branch and minister of Sales, and worked for Jiangxi Jiangzhong Pharmaceutical Investment and Development Co., Ltd.* (江西江中醫藥投資發展有限公司) from March 2018 to August 2020 as the general manager and secretary of general CPC branch.

Ms. Fu Zheng (付征), aged 50, has been the non-executive Director since 13 July 2022.

Ms. Fu obtained a bachelor's degree from East China University of Technology in 1995, majoring in applied electronic technology in the department of automatic control.

Ms. Fu, has served as the deputy general manager of Jiangyao 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 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).

Mr. Xu Fei (徐飛), aged 40, has been the non-executive Director since 31 May 2023..

Mr. Xu obtained his bachelor's degree in Financial Management from Hangzhou University of Electronic Science and Technology in 2006. He is a senior accountant, and holds professional qualification certificates of certified public accountant and tax accountant.

Mr. Xu has been the deputy general manager of Jiangyao since February 2022. He has served as an accounting accountant and accounting supervisor of China National Accord Medicines Corporation Ltd.* (國藥集團一致藥業股份有限公司), director of the financial department of Sinopharm Zhijun (Suzhou) Pharmaceutical Co., Ltd.* (國藥集團致君(蘇州)制藥有限公司), chief financial officer of Jiangsu Jointown Pharmaceutical Co., Ltd.* (江蘇九州通醫藥有限公司), and director of the financial management department of Jointown Pharmaceutical Group Co., Ltd.* (九州通醫藥集團股份有限公司) (in charge of the joint ventures).

Mr. Li Hanguo (李漢國), aged 67, was appointed as the independent non-executive Director on 31 May 2023.

Mr. Li obtained his master's degree in Economics from Zhongnan University of Economics and Law (中南財經大學) in 1996. Mr. Li is a professor and postgraduate supervisor of School of Finance of Jiangxi University of Finance and Economics (江西財經大學).

Mr. Li served as deputy director of the Accounting Department of Jiangxi University of Finance and Economics, director of the Institute of Securities and Futures of Jiangxi University of Finance and Economics, president of Jiangxi Ruiqi Futures Co., Ltd. and director of Xingqi Audit Firm, general vice president of Fujian Minfa Securities Co., Ltd., executive president of China Sifang Holdings Co., Ltd., director of the Research Center of Securities and Futures of Jiangxi University of Finance and Economics, counselor to the People's Government of Nanchang City, expert adviser to the Jiangxi Development and Reform Commission, the young and middle-aged academic leader of Jiangxi Province (江西省中青年學科帶頭人), and a pace-setter in the new Long March of Jiangxi Province (江西省新長征突擊手). He is currently the chairman of Zhejiang Maihong Capital Management Company Limited* (浙江麥泓資本管理有限公司), and has been an independent director of Chinese Universe Publishing and Media Group Co., Ltd.* (中文天地出版傳媒集團股份有限公司) (stock code: 600373.SH, a company listed on the Shanghai Stock Exchange) since 26 April 2019, an independent director of Jiangxi WG Tech Co., Ltd.* (江西沃格光電股份有限公司) (stock code: 603773.SH, a company listed on the Shanghai Stock Exchange) since 15 November 2022, an independent director of Zhongda Construction Company Limited* (中大建設股份有限公司) (stock code: 835483, a company listed on the National Equities Exchange and Quotations) since 21 May 2020, and an external director of Jiangxi Railway & Aviation Investment Group Co., Ltd.* (江西省鐵路航空投資集團有限公司).

Mr. Wan Chi Wai Anthony (尹智偉), aged 48, was appointed as the independent non-executive Director on 1 December 2015.

Mr. Wan graduated from the Hong Kong University of Science and Technology (香港科技大學) in November 1997 with a bachelor's degree in business administration (accounting). Mr. Wan graduated from the University of London (倫敦大學) with a bachelor's degree in laws in August 2003 through distance learning. He further obtained the Postgraduate Certificate in Laws in June 2004 from the University of Hong Kong (香港大學). Mr. Wan was admitted as a member of the Hong Kong Institute of Certified Public Accountants in

January 2002 and a Fellow of the Association of Chartered Certified Accountants in May 2006. Mr. Wan was also admitted as a solicitor of the High Court of Hong Kong in September 2006.

Prior to joining the legal field, Mr. Wan worked in the financial, accounting and audit industry, including as a senior associate in PricewaterhouseCoopers, an accounting and audit firm* (羅兵鹹永道會計師事務所), during August 1997 and May 2001; an accounting manager in Wellink Services Limited, a company engaging in investment business, during October 2001 and January 2002; and an assistant manager in finance in MLC (Hong Kong) Limited* (保險公司萬誠保險(香港)有限公司), an insurance company, during April 2002 and September 2003. Since 2004, Mr. Wan has worked in various local and international law firms, specialising in the practice of corporate finance transactions including Hong Kong listings and mergers and acquisitions. From October 2006 to July 2007 and January 2008 to November 2008, Mr. Wan was a corporate finance lawyer in Herbert Smith Freehills* (史密夫斐爾律師事務所). He was an assistant solicitor in Reed Smith Richards Butler* (禮德齊伯禮律師行) from March 2010 to November 2010 and an associate in Morrison & Foerster* (美富律師事務所) from December 2010 to May 2012. Mr. Wan joined Clifford Chance* (高偉紳律師事務所) in May 2012 as a senior associate and left as a counsel in April 2015. From May 2015 to May 2016, he worked as the partner and head of the Hong Kong corporate and securities practice of Vivien Teu & Co in association with Llinks Law Offices* (通力律師事務所), a law firm in Hong Kong. From January 2018 to May 2023, Mr. Wan served as an independent non-executive director of FDB Holdings Limited (stock code: 1826). Since May 2016, Mr. Wan joined King & Wood Mallesons* (金杜律師事務所), as a partner for its corporate and securities practice. He has been an independent non-executive director of HM International Holdings Limited (stock code: 8416) since 15 December 2016.

Mr. Guan Jian (關鍵) (also known as Guan Suzhe (關蘇哲)), aged 55, was appointed as the independent non-executive Director on 1 December 2015.

Mr. Guan graduated from Chinese People's Liberation Army University of International Relationships (中國人民解放軍國際關係學院) with a bachelor's degree in English in July 1991 and from China Europe International Business School (中歐國際工商學院) in the PRC with a master degree in business administration in November 1997. In August 2014, Mr. Guan was appointed as a guest professor by Shanghai Jiao Tong University Continuing Education School (上海交通大學繼續教育學院) in the PRC.

Mr. Guan worked as a sales director in Yihaodian* (一號店), a company engaging in business administration, responsible for marketing, sales and operational management in May 2008. During the period from July 2009 to August 2010, he was the vice president of Shanghai Haolijia Electronics Commerce Limited* (上海好麗家電子商務有限公司), a company engaging in the business of marketing, sales and training, responsible for the business management. Mr. Guan has been the consultant of China Telecom Corporation Limited Jiangsu electronics channel operations centre* (中國電信股份有限公司江蘇電子渠道營運中心). Since 2 June 2015, he has been the executive director and president of Shanghai New Focus Investment Development Limited (上海新關點投資發展有限公司), responsible for integrated corporate management. He has been an independent director of Hubei Forbon Technology Co., Ltd.* (湖北富邦科技股份有限公司) from May 2019 to December 2023. Since January 2021, he has been serving as the deacon partner of Shanghai Baijiao Longchang Enterprise Management Service Center (limited partnership)* (上海百教龍場企業管理服務中心(有限合夥)). He has served as executive director of Shanghai Baiyang Advisory Management Limited* (上海白楊潘多諮詢管理有限公司) since April 2023.

APPENDIX II

Biographical details of the Supervisor candidates of the fourth session of the Board of Supervisors are set out below:

Mr. Zhu Minghong (朱明洪), aged 47, was appointed as the Chairman of the Board of Supervisors.

Mr. Zhu obtained his master's degree in laws from Jiangxi University of Finance and Economics (江西財經大學) in 2010. He has a professional title of senior economist and the qualifications of lawyer, legal advisor and securities practitioner.

Mr. Zhu has been the assistant general manager of Jiangyao since September 2020. He has served as the director of the legal affairs department and securities law department of Jiangxi Hongdu Aviation Industry Group Corporation* (江西洪都航空工業集團有限責任公司) and Jiangxi Hongdu Aviation Industry Co., Ltd.* (江西洪都航空工業股份有限公司), and the manager of the compliance risk department of Huazhang Tiandi Media Investment Holding Group Co., Ltd.* (華章天地傳媒投資控股集團有限公司).

Ms. Zhang Ling (張玲), aged 51, was appointed as the independent supervisor on 25 May 2015.

Ms. Zhang graduated from Beijing Wuzi University (北京物資學院) in the PRC with a bachelor degree in international trade in July 1994. She obtained a master degree in industrial economics from Shantou University (汕頭大學) in the PRC in June 2005 and a doctorate degree in accounting from Xiamen University (廈門大學) in the PRC in December 2009. She obtained the certificate of Chartered Global Management Accountant (CGMA) and certificate of member of The Chartered Institute of Management Accountants (ACMA) in December 2017.

From March 2000 to September 2002, Ms. Zhang was the assistant to general manager in the Company, responsible for overseeing financial and administrative matters. From January 2010 to April 2019, she was an associate professor in Shantou University Business School (汕頭大學商學院) in the PRC. Since March 2017, she has been the vice president of Jiangsu Kunyee Environmental Engineering Co., Ltd. (江蘇坤奕環境工程有限公司).