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創美·CH'MEI

**CHUANGMEI 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)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of Chuangmei Pharmaceutical Co., Ltd.\* (the “**Company**”) will be held at 3 p.m. on 3 June 2016 (Friday) at the Conference Room on 3rd floor, No. 235 Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the PRC for the purpose of considering and, if thought fit, passing the following resolutions:

### **AS ORDINARY RESOLUTIONS**

1. to consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2015;
2. to consider and approve the report of supervisory committee of the Company for the year ended 31 December 2015;
3. to consider and approve the report of the auditors and the audited financial statements of the Company for the year ended 31 December 2015;
4. to consider and approve the reappointment of SHINEWING (HK) CPA Limited as the auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration;
5. to authorise the Board to fix the remuneration of the Directors and Supervisors;
6. to consider and approve the Company of increasing the registered capital of its subsidiary Foshan Chuangmei Pharmaceutical Co., Ltd.\* (佛山創美藥業有限公司) (“**Foshan Chuangmei**”) by RMB100 million;

\* *For identification purpose only*

7. to consider and approve granting to the Board an authorization to impose in its absolute discretion the relevant financing matters of the Company and its subsidiaries within the financing scope amounting to an addition of RMB500million (including but not limited to loans, facilities, trusts, and financing leases, etc);
8. to consider and approve granting to the Board an authorization to provide assistance (including but not limited to guarantees, credit supports, etc) in its absolute discretion to the financing matters of Foshan Chuangmei within the financing scope amounting to an addition of RMB400 million (including but not limited to loans, facilities, trusts, and financing leases, etc).

### **AS SPECIAL RESOLUTIONS**

9. To give a general mandate to the Board to allot, issue and deal with additional domestic shares not exceeding 20% of the Domestic Shares of the Company in issue and additional H Shares not exceeding 20% of the H Shares of the Company in issue and authorise the Board to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares:

**“THAT**

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of the Company and the applicable laws and regulations of the People’s Republic of China, the exercise by the Board of Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares and H Shares of the Company and to determine the terms and conditions for the allotment and issue of new shares including the following terms:
  - (i) class and number of new shares to be issued;
  - (ii) issue price of new shares;
  - (iii) starting and closing dates for the issue;
  - (iv) class and number of new shares to be issued to existing shareholders of the Company; and

- (v) making or granting of offers, agreements and options which might require the exercise of such powers,

be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorise the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) each of the aggregate nominal amounts of the Domestic Shares and H Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the aggregate nominal amounts of the Domestic Shares and H Shares of the Company in issue at the date of passing this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the 12-month period following the passing of this resolution as a special resolution at the AGM; or
- (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to the holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (B) The Board be and is hereby authorised to make corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issue of shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”
10. To consider and approve adoption “Charmacy Pharmaceutical Co., Ltd.” as the English name of the Company (details of which are set out in the circular of the Company dated 18 April 2016) (please see Appendix 1), and that any Director be and is hereby authorized to do all such acts and things and execute all such documents which he/she consider necessary, desirable or expedient for the purposes of, or in connection with, the implementation of and giving effect to such adoption of the English name of the Company and to attend to any necessary filings for and on behalf of the Company.
11. To consider and approve the proposed amendments to the Articles of Association of the Company (details of which are set out in the circular of the Company dated 18 April 2016) (please see Appendix 2), and that any Director be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the Articles of Association of the Company.

By order of the Board  
**Chuangmei Pharmaceutical Co., Ltd.\***  
**Yao Chuanglong**  
*Chairman*

Hong Kong, 18 April, 2016

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from 4 May 2016 to 3 June 2016 (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 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for holders of H shares of the Company) or the headquarters in the PRC of the Company (for holders of domestic shares of the Company), no later than 4:30 p.m. on 3 May 2016.
3. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder.

4. In order to be valid, the proxy form for the AGM must be deposited by hand or post, for holders of H shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong and, for holders of domestic shares of the Company, to the headquarters in the PRC of the Company not less than 24 hours before the time for holding the AGM (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 AGM 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 shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong relevant Ordinance from time to time, the 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 authorized, the power of attorney shall contain the number and class of shares for which such persons are authorized, 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.

5. Shareholders or their proxies shall provide their identity documents when attending the AGM.
6. Shareholders who intend to attend the AGM should complete the reply slip and return it by hand or by post to the H share registrar of the Company (for holders of H shares of the Company) or to the head office in the PRC of the Company (for holders of domestic shares of the Company) on or before 13 May 2016.
7. In case of joint shareholder for any 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. The address of the headquarters in the PRC of the Company is No. 235, Song Shan North Road, Longhu District, Shantou City, Guangdong Province, PRC.

*As at the date of this notice, the executive Directors are Mr. Yao Chuanglong, Ms. Zheng Yuyan, Mr. Fan Jianbo and Mr. Lin Zhixiong; the non-executive Director is Ms. You Zeyan; 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*

## **Appendix 1**

The special resolution on the adoption of English name, details of which are set out as follows:

### **Conditions of the Adoption of English Name**

The adoption of English name shall be subject to the following conditions:

- (i) the passing of the special resolution by Shareholders at the AGM approving the adoption of English name; and
- (ii) all relevant approval, authorities, licences and consents have been obtained from the relevant governmental authorities, and all filings and registration procedures in the PRC have been completed for the use of the proposed English name of “Charmacy Pharmaceutical Co., Ltd.”.

After the proposed adoption of English name comes into force, the Company will carry out necessary filings with the Companies Registry in Hong Kong.

### **Reasons for the Adoption of English Name**

The Board considers that the Adoption of English Name is an important step for enhancing the brand of the Company. The Adoption of English Name will strengthen the cultural recognition of potential overseas industry partners, which will support the following international strategic cooperation of the Company. The English Name will enhance the brand value of the Company within the domestic and overseas capital markets, so as to support the market value of the Company and reduce financing costs which will attract strategic partners by more favorable conditions. At the same time, the Adoption of English Name will also enhance the corporate image and brand reputation of the Company among the cooperative partners. The Board believes that the Adoption of English Name is in the interests of the Company and the Shareholders as a whole.

### **Effect of the Adoption of English Name**

The Adoption of English Name will not affect any rights of the Shareholders or the Company’s daily business operations and financial position. All existing share certificates of the Company in issue will continue to be evidence of title to such shares after the Adoption of English Name and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangements for exchange of existing share certificates for new share certificates as a result of the Adoption of English Name.

The Company will make further announcement to inform the Shareholders as to when the Adoption of English name becomes effective and on the change of the stock short name of the Company.

## Appendix 2

The special resolution on the amendment of the Articles, details of which are set out as follows:

### **Article 1.2**

#### **which originally read as:**

“The Company’s registered names

Chinese name : 創美藥業股份有限公司

English name : Chuangmei Pharmaceutical Co., Ltd.

#### **is amended as follows:**

“The Company’s registered names

Chinese name : 創美藥業股份有限公司

English name : Charmacy Pharmaceutical Co., Ltd.

### **Article 2.2**

#### **which originally read as:**

“The business scope of the Company: pharmaceutical business; medical device business; distribution of health products and food; freight transport business; domestic freight forwarder; third-party pharmaceutical products and medical devices logistics business; commodity information consultancy; management and planning service for pharmaceutical enterprises; logistics information consulting service; distribution of sterilizing and bactericidal equipments and instruments, cosmetics, sanitary products, detergent, daily provisions and chemical products; purchasing and initial processing of agricultural by-products, seafood and local specialties; private warehouses locating at 1F and 2F No. 235 Song Shan North Road, Shantou City.

The business scope of the Company is subject to the same being approved by the authority in which the Company registered.

The Company may adjust its business scope and go through the relevant adjustment formalities based on changes in market conditions at home and abroad, its own business needs and self-capability.”

**is amended as follows:**

“The business scope of the Company: pharmaceutical business; medical device business; distribution of health products and food; freight transport business; domestic freight forwarder; third-party pharmaceutical products and medical devices logistics business; commodity information consultancy; management and planning service for pharmaceutical enterprises; logistics information consulting service; advertising business; distribution of sterilizing and bactericidal equipments and instruments, cosmetics, sanitary products, detergent, daily provisions and chemical products; purchasing and initial processing of agricultural by-products, seafood and local specialties; private warehouses locating at 1F and 2F, No. 235 Song Shan North Road, Shantou City.

The business scope of the Company is subject to the same being approved by the authority in which the Company registered.

The Company may adjust its business scope and go through the relevant adjustment formalities based on changes in market conditions at home and abroad, its own business needs and self-capability.”

**Article 3.7**

**which originally read as:**

“Subject to the approval by the securities regulatory authorities of the State Council, the Company may issue up to 28,000,000 overseas-listed foreign shares or 32,200,000 overseas-listed foreign shares (assuming the Over-allotment Option is exercised).

Upon the completion of aforesaid issuance of overseas-listed foreign shares, if the overseas-listed foreign shares represent approximately 25.93% of the total issuable ordinary shares of the Company (in the event that the Over-allotment Option is not exercised), the capital structure of the Company is as follows: among 108,000,000 ordinary shares, 70,000,000 shares held by Yao Chuanglong, 6,500,000 shares held by Yao Xizhen, 1,500,000 shares held by Shantou Meizhi Investment Management Limited Partnership\* (汕頭市美智投資管理合夥企業(有限合夥)), 1,000,000 shares held by Shantou Youran Investment Management Limited Partnership\* (汕頭市悠然投資管理合夥企業(有限合夥)), 1,000,000 shares held by Shantou Zhichuang Investment Management Limited Partnership\* (汕頭市智創投資管理合夥企業(有限合夥)) and 28,000,000 shares held by shareholders of overseas-listed foreign shares.

If the overseas-listed foreign shares, after the issuance, represent 28.70% of the total issuable ordinary shares of the Company (in the event that the Over-allotment Option is exercised), the capital structure of the Company is as follows: among 112,200,000 ordinary shares, 70,000,000 shares held by Yao Chuanglong, 6,500,000 shares held by Yao Xizhen, 1,500,000 shares held by Shantou Meizhi Investment Management Limited Partnership\* (汕頭市美智投資管理合夥企業(有限合夥)), 1,000,000 shares held by Shantou Youran Investment Management Limited Partnership\* (汕頭市悠然投資管理合夥企業(有限合夥)), 1,000,000



shares held by Shantou Zhichuang Investment Management Limited Partnership\* (汕頭市智創投資管理合夥企業(有限合夥)) and 32,200,000 shares held by shareholders of overseas-listed foreign shares.”

**is amended as follows:**

“Subject to the approval by the securities regulatory authorities of the State Council, the Company may issue up to 28,000,000 overseas-listed foreign shares or 32,200,000 overseas-listed foreign shares (assuming the Over-allotment Option is exercised).

Upon the completion of aforesaid issuance of overseas-listed foreign shares, the overseas-listed foreign shares after the issuance will represent approximately 25.93% of the total issued ordinary shares of the Company (in the event that the Over-allotment Option is not exercised), and the capital structure of the Company will be as follows: among 108,000,000 ordinary shares, 70,000,000 shares held by Yao Chuanglong, 6,500,000 shares held by Yao Xizhen, 1,500,000 shares held by Shantou Meizhi Investment Management Limited Partnership\* (汕頭市美智投資管理合夥企業(有限合夥)), 1,000,000 shares held by Shantou Youran Investment Management Limited Partnership\* (汕頭市悠然投資管理合夥企業(有限合夥)), 1,000,000 shares held by Shantou Zhichuang Investment Management Limited Partnership\* (汕頭市智創投資管理合夥企業(有限合夥)) and they were paid up as at 25 May 2015. 28,000,000 shares will be held by shareholders of overseas-listed foreign shares and were paid up as at 16 December 2015. The abovementioned share capital was verified in the capital verification report issued by Shinewing Certified Public Accountants.”

**Article 3.10**

**which originally read as:**

“After the issuance of the overseas-listed foreign shares as aforementioned in Article 3.7, the registered capital shall be increased to RMB108,000,000, or RMB112,200,000 in the context of exercising the Over-allotment Option.”

**is amended as follows:**

“After the issuance of the overseas-listed foreign shares as aforementioned in Article 3.7, the registered capital has been increased to RMB108,000,000.”

The above amendment to Article 1.2 of the Articles of Association is to reflect the Adoption of the English name while the amendment to Article 2.2 is to ensure the Company complies with, and the operation is within, the business scope as registered with the Administration for Industry and Commerce of the PRC.

The above amendment to Articles 3.7 and 3.10 of the Articles of Association is to update the descriptions in relation to the structure of share capital of the Company in accordance with circumstances of the Company after the completion of the global offering of the Company for the purpose of registration at PRC Administration for Industry and Commerce.