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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) will be held at the conference room, on 2nd Floor, No. 33, Liyu Street, Dongchong Town, Nansha District, Guangzhou City, Guangdong Province, the People's Republic of China (the “**PRC**”) at 3:00 p.m. on 27 December 2024 for the purpose of considering, and if thought fit, passing (with or without amendments) the following resolutions:

Ordinary Resolutions

1. “**THAT** the framework agreement dated 8 November 2024 (the “**New Framework Sales Agreement**”) entered into between the Company and Jiangyao Group Co., Ltd* (江藥集團有限公司) (“**Jiangyao**”) for the sales of medicines, medical devices, healthcare products and food for which the Company and its subsidiaries (the “**Group**”) act as a distributor which purchases products directly from pharmaceutical manufacturers or their pharmaceutical distributor companies (regardless of whether it has obtained an exclusive distribution right or not) (the “**Primary Distributor**”) to Jiangyao and its subsidiaries (the “**Jiangyao Group**”) and the proposed annual caps for the transactions contemplated thereunder, be and are hereby approved and confirmed”;
2. “**THAT** the framework agreement dated 8 November 2024 (the “**New Framework Purchase Agreement**”) entered into between the Company and Jiangyao for the purchase of medicines, medical devices, healthcare products and food for which Jiangyao Group acts as a Primary Distributor from Jiangyao Group and the proposed annual caps for the transactions contemplated thereunder, be and are hereby approved and confirmed”; and
3. “**THAT** any one director of the Company be and is hereby authorised to sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things and take all such actions as he/she may consider necessary or desirable for the purpose of giving effect to the New Framework Sales Arrangement and the New Framework Purchase Agreement and completing the transactions contemplated thereunder with such changes as he/she may consider necessary, desirable or expedient.”

For and on behalf of the Board
Charmacy Pharmaceutical Co., Ltd.
Yan Jingbin
Chairman

Shantou, the PRC, 9 December 2024

Notes:

1.All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 Tuesday, 24 December 2024 to Friday, 27 December 2024 (both days inclusive), during which period no transfer of Shares can be registered. In order to be qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company’s share 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 registration not later than 4:30 p.m. on Monday, 23 December 2024.

3.Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Company.

4.In order to be valid, the proxy form for the EGM must be deposited by hand or post to the 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 not less than 24 hours before the time for holding the EGM (i.e. not later than 3:00 p.m. on Thursday, 26 December 2024) (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 EGM 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 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 shares are transferred, 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 EGM.

6.In case of joint holders of 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.

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

**For identification purpose only*