

*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.*



創美·CH'MEI

## **CHARMACY PHARMACEUTICAL CO., LTD.**

**創美藥業股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2289)**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR;  
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NON-EXECUTIVE  
DIRECTOR;**

**CHANGE OF COMPOSITION OF BOARD COMMITTEES;**

**RESIGNATION OF SUPERVISOR;**

**AND**

**PROPOSED APPOINTMENT OF SHAREHOLDERS' REPRESENTATIVE SUPERVISOR**

**RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND A NON-EXECUTIVE  
DIRECTOR AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) hereby announces that Mr. Zhou Tao has submitted his resignation letter to the Company for resigning from his position as an independent non-executive Director due to the need to devote more effort to other personal work matters. The resignation of Mr. Zhou Tao shall take effect from the date when a new independent non-executive Director is appointed at the Company’s annual general meeting for 2022 (the “**AGM**”). With effect from that day, Mr. Zhou Tao will cease to be a member of the audit committee, the chairman of the nomination committee, the chairman of the remuneration committee, and a member of the strategic development committee of the Board. The Company will appoint a new member for the relevant Board committees on the effective date. Mr. Zhou Tao has confirmed that he has no disagreement with the Board and there is no matter regarding his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Mr. Li Weisheng has submitted his resignation letter to the Company for resigning from his position as a non-executive Director due to the need to devote more effort to other personal work matter with effect from 17 April 2023. Mr. Li

Weisheng has confirmed that he has no disagreement with the Board and there is no matter regarding his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its heartfelt gratitude to Mr. Zhou Tao and Mr. Li Weisheng for their valuable contributions to the Company during their term of office.

## **PROPOSED APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND A NON-EXECUTIVE DIRECTOR**

On the same day, upon taking into consideration the nomination by the Company's controlling shareholder, Jiangyao Group Co., Ltd. ("**Jiangyao Group**"), and the recommendation by the nomination committee of the Board, the Board has proposed to appoint Mr. Li Hanguo ("**Mr. Li**") as an independent non-executive Director and Mr. Xu Fei ("**Mr. Xu**") as a non-executive Director, subject to the approval by the Shareholders at the AGM by way of ordinary resolutions. The term of office of Mr. Li and Mr. Xu shall be effective from the date of passing of the resolutions at the AGM until the expiration of the term of the third session of the Board. The biographical details of Mr. Li and Mr. Xu are set out below:

Mr. Li, aged 66, obtained his master's degree in Economics from Zhongnan University of Economics and Law in 1996. Mr. Li is a professor and postgraduate supervisor in the School of Finance, Jiangxi University of Finance and Economics. He served as a 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 Centre 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, and has been an independent director of Chinese Universe Publishing and Media Group Co., Ltd. (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. (stock code: 603773.SH, a company listed on the Shanghai Stock Exchange) since 15 November 2022, an independent director of Zhongda Construction Company Limited (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..

Mr. Xu, aged 39, 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 served as an accounting accountant and accounting supervisor of China National Accord Medicines Corporation Ltd., director of the financial department of Sinopharm Zhijun (Suzhou) Pharmaceutical Co., Ltd., chief financial officer of Jiangsu Jointown Pharmaceutical Co., Ltd., and director of the

financial management department of Jointown Pharmaceutical Group Co., Ltd. (in charge of joint ventures). He has been the deputy general manager of Jiangyao Group since February 2022.

The Company will enter into letters of appointment with Mr. Li and Mr. Xu, respectively, and their tenure will become effective starting from the date on which the ordinary resolutions regarding their appointment are passed at the AGM, until the expiration of the term of the third session of the Board. Mr. Li will receive an annual remuneration of RMB50,000 (before tax), while Mr. Xu will not receive any remuneration for his position as a non-executive Director.

Save as disclosed above, as at the date of this announcement, both Mr. Li and Mr. Xu have confirmed that they (i) have not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) do not have any relationships with any Directors, supervisors of the Company (the “**Supervisors**”), senior management, or substantial shareholders of the Company, or hold any positions in the Company or any of its subsidiaries; and (iii) do not have any interests in the securities of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters relating to the appointment of Mr. Li and Mr. Xu that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), or brought to the attention of the Shareholders or the Stock Exchange.

#### **RESIGNATION OF SUPERVISOR AND PROPOSED APPOINTMENT OF A SHAREHOLDERS’ REPRESENTATIVE SUPERVISOR**

Mr. Lin Zhijie (“**Mr. Lin**”) has submitted his resignation letter to the Company for resigning from his position as a Supervisor due to the need to devote more effort to other personal work matter. The resignation of Mr. Lin shall take effect from the date when a new Supervisor is appointed at the AGM. Mr. Lin has confirmed that he has no disagreement with the board of supervisors of the Company (the “**Board of Supervisors**”) and there is no matter regarding his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board and the Board of Supervisors would like to take this opportunity to express their heartfelt gratitude to Mr. Lin for his valuable contributions to the Company during his term of office.

On the same day, the Board of Supervisors has agreed with the nomination of Mr. Zhu Minghong (“**Mr. Zhu**”) by Jiangyao Group as a shareholders’ representative Supervisor, subject to the approval by the Shareholders at the AGM. His term of office shall be effective from the date of passing of the resolution at the AGM until the expiration of the term of the third session of the Board of Supervisors. The biographical details of Mr. Zhu are set out below:

Mr. Zhu, aged 46, obtained his master's degree in laws from Jiangxi University of Finance and Economics in 2010. He has a professional title of senior economist and the qualifications of lawyer, legal advisor and securities practitioner. Mr. Zhu has served as director of the legal affairs department and the securities law department of Jiangxi Hongdu Aviation Industry Group Corporation and Jiangxi Hongdu Aviation Industry Co., Ltd., and the manager of the compliance risk department of Huazhang Tiandi Media Investment Holding Group Co., Ltd. He has been the assistant general manager of Jiangyao Group since September 2020.

The Company will enter into a letter of appointment with Mr. Zhu, and his tenure will become effective starting from the date on which the ordinary resolution regarding his appointment is passed at the AGM until the expiration of the term of the third session of the Board of Supervisors. Mr. Zhu will not receive any remuneration for his position as a Supervisor.

Save as disclosed above, as at the date of this announcement, Mr. Zhu has confirmed that he (i) has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not have any relationships with any Directors, Supervisors, senior management, or substantial shareholders of the Company, or hold any positions in the Company or any of its subsidiaries; and (iii) does not have any interests in the securities of the Company and its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters relating to the appointment of Mr. Zhu that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules or brought to the attention of the Shareholders or the Stock Exchange.

## **AGM**

Please refer to the notice and circular of the AGM which will be published on or before 29 April 2023 for the details of the AGM and the matters to be considered at the AGM.

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

Shantou, the PRC, 18 April 2023

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