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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

HELD ON 12 DECEMBER 2025;

CHANGE OF AUDITORS;

ABOLISHMENT OF THE BOARD OF SUPERVISORS; AND

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RELATED
CORPORATE GOVERNANCE POLICIES**

References are made to the notice of the extraordinary general meeting of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) dated 24 November 2025 (the “**Notice of EGM**”) and the circular of the Company dated 24 November 2025 (the “**Circular**”). Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE EGM

The Board is pleased to announce that all the resolutions proposed as set out in the Notice of EGM were duly passed by the Shareholders by way of poll at the EGM.

The poll results in respect of all the resolutions proposed at the EGM are as follows:

ORDINARY RESOLUTIONS		Number of votes (Approximate percentage (%))		
		For	Against	Abstain or number of Shares that have not indicated voting
1	To consider and, if thought fit, approve the framework agreement dated 20 October 2025 (the “ New Framework Loan Agreement ”) entered into between the Company and Jiangyao Group Co., Ltd.* (江藥集團有限公司) (“ Jiangyao ”) in relation to the grant of loan facility not exceeding the maximum limit as authorised by the statutory approval authorities of both parties by Jiangyao to the Company and its subsidiaries for a term of three years, the transactions contemplated thereunder and the proposed annual caps for the transactions contemplated thereunder;	43,836,500 (100%)	0 (0%)	0 (0%)
2	To consider and, if thought fit, approve the authorisation of Mr. Yao Chuanglong to (i) determine the relevant commercial terms arising from the New Framework Loan Agreement, including but not limited to the interest rate of each individual loan agreements, the specific ratio of inventories of the Company and its subsidiaries as a collateral and the relevant collateral agreements, (ii) sign or execute such other documents or supplemental agreements or deeds on behalf of the Company and (iii) 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 Loan Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient;	43,836,500 (100%)	0 (0%)	0 (0%)
3	To consider and, if thought fit, approve the appointment of Pan-China Certified Public Accountants LLP (天健會計師事務所(特殊普通合夥)) (“ Pan-China ”) as the auditors of the Company for the year ending 31 December 2025, for a term commencing from the date of approval at the EGM until the conclusion of the next annual general meeting of the Company, and authorise the management of the Company to fix their remuneration, sign the relevant service agreements, and handle other related matters; and	90,306,500 (100%)	0 (0%)	0 (0%)

SPECIAL RESOLUTION		Number of votes (Approximate percentage (%))		
		For	Against	Abstain or number of Shares that have not indicated voting
4	To consider and, if thought fit, approve the proposed amendments to the articles of association of the Company (the “ Articles of Association ”), the rules of procedures for general meetings and the rules of procedures for board meetings; and that any executive Director be and is hereby authorised to proofread and 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, the rules of procedures for general meetings and the rules of procedures for board meetings.	90,306,500 (100%)	0 (0%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 3, these resolutions were duly passed as ordinary resolutions of the Company.

As more than two-thirds of the votes were cast in favour of the resolution numbered 4, this resolution was duly passed as special resolution of the Company.

Notes:

1. As at the date of the EGM, the total number of issued Shares was 108,000,000 Shares, which represented the total number of Shares entitling the holders to attend and vote on the proposed resolutions (saved for the resolutions numbered 1 to 2) at the EGM.
2. As at the date of the EGM, the Company did not hold any treasury share, and no voting rights of treasury shares have been exercised at the EGM.
3. As Jiangyao, a controlling shareholder of the Company, has material interest in the New Framework Loan Agreement and is a party to the New Framework Loan Agreement, Jiangyao and its associates were required under the Listing Rules to abstain from voting on the relevant resolutions at the EGM. As such, Jiangyao and its associates, interested in 51,470,000 Shares, representing approximately 47.66% of the total issued Shares as at the date of the EGM, had abstained from voting on the resolutions numbered 1 and 2 at the EGM.
4. Save as disclosed above, no other Shareholder was required to abstain from voting on the resolutions numbered 1 and 2 at the EGM, and no Shareholder was required to abstain from voting on the resolutions numbered 3 and 4.
5. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the EGM.
6. The Shareholders, proxies or authorised representatives holding in aggregate of 90,306,500 Shares, representing approximately 83.62% of the total number of issued Shares as at the date of the EGM, were present in person or by proxy at

the EGM.

7. Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

8. The attendance record of the Directors at the EGM was as follows:

Mr. Yao Chuanglong, Mr. Yan Jingbin and Ms. Zhang Hanzi attended in person;

Ms. Zheng Yuyan, Ms. Fu Zheng, Mr. Li Hanguo and Mr. Guan Jian attended by electronic means; and

Mr. Xu Fei and Mr. Wan Chi Wai Anthony were absent from the EGM due to other business engagements.

CHANGE OF AUDITORS

The Board announces that, following the passing of the abovementioned ordinary resolution numbered 3, effective upon the conclusion of the EGM, Pan-China has been appointed as the Company's auditors for the year ending 31 December 2025, to hold office until the conclusion of the Company's next annual general meeting. ShineWing Certified Public Accountants (Special General Partnership) ("ShineWing") will cease to serve as the Company's auditors upon the conclusion of the EGM.

The Board takes this opportunity to welcome the appointment of Pan-China as the Company's auditors.

The Board also wishes to express its sincere gratitude to ShineWing for their professional services provided to the Company in the past.

ABOLISHMENT OF THE BOARD OF SUPERVISORS

References are made to the announcement of the Company dated 20 October 2025 and the Circular dated 24 November 2025 in relation to, among others, the proposed cancellation of the Board of Supervisors and the amendments to the Articles of Association. The Board announces that the proposed abolishment of the Board of Supervisors and amendments to the Articles of Association were approved by the Shareholders at the EGM. Accordingly, the Board of Supervisors will be abolished with effect from the date of the EGM and the relevant corporate governance systems of the Supervisory Committee such as the Rules of Procedure for the Board of Supervisor will be repealed simultaneously. The relevant powers of the Board of Supervisors will be exercised by the audit committee of the Board according to the provisions of the Company Law of the People's Republic of China.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE RELATED CORPORATE GOVERNANCE POLICIES

The Board announces that the proposed amendments to the Articles of Association and related corporate governance policies were approved by the Shareholders at the EGM. Details of the amendments are set out in the Circular. The amended Articles of Association will be effective from the date of the EGM. The full text of the revised Articles of Association has been published on the website of The Stock Exchange of Hong Kong Limited and the Company.

By order of the Board

Charmacy Pharmaceutical Co., Ltd.

Yan Jingbin

Chairman

Shantou, the PRC, 12 December 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. Li Hanguo, Mr. Wan Chi Wai Anthony and Mr. Guan Jian (also known as Guan Suzhe).

** For identification purpose only*