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**If you are in any doubt** as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in Charmacy Pharmaceutical Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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) **PROPOSED PROFIT DISTRIBUTION PLAN AND DECLARATION OF 2023 FINAL DIVIDEND;**
- (2) **PROPOSED REMUNERATION OF THE DIRECTORS AND SUPERVISORS;**
- (3) **PROPOSED ELECTION OF THE DIRECTORS OF THE FOURTH SESSION OF THE BOARD;**
- (4) **PROPOSED ELECTION OF THE SUPERVISORS OF THE FOURTH SESSION OF THE BOARD OF SUPERVISORS;**
- (5) **PROPOSED APPLICATION FOR A COMPREHENSIVE REVOLVING CREDIT LINE OF NO MORE THAN RMB2.4 BILLION FROM BANKS AND PROVISION OF GUARANTEE;**
- (6) **PROPOSAL FOR GENERAL MANDATE TO ISSUE NEW SHARES;**  
**AND**
- (7) **NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 10 of this circular. A notice convening the annual general meeting of the Company (the “AGM”) to be held at the Conference Room on 2<sup>nd</sup> Floor, No. 33, Liyu Street, Dongchong Town, Nansha District, Guangzhou City, Guangdong Province, the PRC at 3:00 p.m. on Monday, 20 May 2024, is set out on pages 11 to 14 of this circular.

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. In order to be valid, the proxy form for the AGM 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 (i.e. not later than 3:00 p.m. on Sunday, 19 May 2024) 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.

26 April 2024

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## DEFINITIONS

*In this circular, unless otherwise defined or the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be convened and held on Monday, 20 May 2024 at 3:00 p.m. at the Conference Room on 2 <sup>nd</sup> Floor, No.33, Liyu Street, Dongchong Town, Nansha District, Guangzhou City, Guangdong Province, the PRC or any adjournment thereof, the notice of which is set out on pages 11 to 14 of this circular
“Articles of Association”	the articles of association of the Company as amended, modified or otherwise supplemented from time to time
“Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“Company”	Charmacy Pharmaceutical Co., Ltd. (創美藥業股份有限公司), a joint stock company incorporate in the PRC with limited liability, the H Shares of which are listed and traded on the Stock Exchange (stock code: 2289)
“Director(s)”	director(s) of the Company
“Group”	the Company 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)”	overseas listed foreign 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
“H Shareholder(s)”	holder(s) of the H Share(s)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

## DEFINITIONS

“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
“Latest Practicable Date”	23 April 2024, being the latest practicable date for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“PRC”	The People’s Republic of China which shall, for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“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
“%”	per cent

*\* for For identification purpose only*

LETTER FROM THE BOARD



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)**

***Executive Directors:***

Mr. Yao Chuanglong (*Vice chairman*)  
Ms. Zheng Yuyan  
Ms. Zhang Hanzi

***Non-executive Directors:***

Mr. Yan Jingbin (*Chairman*)  
Ms. Fu Zheng  
Mr. Xu Fei

***Independent non-executive Directors:***

Mr. Li Hanguo  
Mr. Wan Chi Wai Anthony  
Mr. Guan Jian (also known as Guan Suzhe)

***Registered Office and***

***Headquarters in the PRC:***

No. 235 Song Shan North Road  
Longhu District, Shantou City  
Guangdong Province, the PRC

***Principal Place of***

***Business in Hong Kong:***

40<sup>th</sup> Floor, Dah Sing Financial Centre  
248 Queen's Road East, Wanchai,  
Hong Kong

26 April 2024

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED PROFIT DISTRIBUTION PLAN AND DECLARATION OF 2023 FINAL DIVIDEND ;**
- (2) PROPOSED REMUNERATION OF THE DIRECTORS AND SUPERVISORS;**
- (3) PROPOSED ELECTION OF THE DIRECTORS OF THE FOURTH SESSION OF THE BOARD;**
- (4) PROPOSED ELECTION OF THE SUPERVISORS OF THE FOURTH SESSION OF THE BOARD OF SUPERVISORS;**
- (5) PROPOSED APPLICATION FOR A COMPREHENSIVE REVOLVING CREDIT LINE OF NO MORE THAN RMB2.4 BILLION FROM BANKS AND PROVISION OF GUARANTEE;**
- (6) PROPOSAL FOR GENERAL MANDATE TO ISSUE SHARES;**
- AND**
- (7) NOTICE OF ANNUAL GENERAL MEETING**

## LETTER FROM THE BOARD

### INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, (i) the proposed profit distribution plan and declaration of 2023 final dividend; (ii) the proposed remuneration of the Directors and Supervisors; (iii) the proposed election of the Directors of the fourth session of the Board; (iv) the proposed election of the Supervisors of the fourth session of the Board of Supervisors; (v) the proposed application for a comprehensive revolving credit line of no more than RMB2.4 billion from banks and provision of guarantee; (vi) the proposal for general mandate to issue Shares; and (vii) other matters contained in the notice of the AGM, so that the Shareholders may make an informed decision on voting in respect of these resolutions to be tabled at the AGM.

### I. PROPOSED PROFIT DISTRIBUTION PLAN AND DECLARATION OF 2023 FINAL DIVIDEND

As stated in the Company's annual results announcement for the year ended 31 December 2023 dated 28 March 2024, the Board proposed to pay a final dividend of RMB0.30 per Share (inclusive of tax) for the year ended 31 December 2023 to the Shareholders whose names appear on the register of members of the Company as at 7 June 2024 (the "2023 Final Dividend"). Based on the number of 108,000,000 Shares in issue as at the Latest Practicable Date, the amount of the 2023 Final Dividend (if approved and paid) will be RMB32.4 million (inclusive of tax) in total. With respect to the distribution of the 2023 Final Dividend, the 2023 Final Dividend of the H Shareholders whose H Shares were converted from domestic shares of the Company under the Company's implementation of H Share full circulation will be paid in RMB and the 2023 Final Dividend of the other H Shareholders will be paid in HK\$ (the exchange rate for the calculation of the final dividend distributable in HK\$ is based on the average benchmark exchange rate of RMB to HK\$ as announced by the People's Bank of China in the 5 business days prior to the date of approval of the final dividend at the AGM). The proposed payment of the 2023 Final Dividend is subject to the approval of the Shareholders at the AGM, and the dividend payment date will be set on 10 July 2024. The specific arrangements for the payment of the 2023 Final Dividend (including the arrangement for withholding and remitting income tax) are as follows:

In accordance with the relevant provisions of the Law of the PRC on Enterprise Income Tax and its implementing rules, as well as the Document (GSH [2008] No. 897) issued by the State Administration of Taxation of the PRC, the Company is obliged to withhold and remit corporate income tax at a rate of 10% when distributing the 2023 Final Dividend to the Shareholders of non-resident enterprises registered on the register of members of the Company. Any H Shares registered in the name of a non-individual registered Shareholder such as HKSCC Nominees Limited, other nominee or trustee or other organisation or body will be treated as shares held by the Shareholders of non-resident enterprises and therefore dividends received thereon will be subject to corporate income tax. In accordance with the relevant provisions of the Law of the PRC on Individual Income Tax and its implementing regulations, as well as the Document (GSH [2011] No. 348) issued by the State Administration of Taxation of the PRC, the Company is required to withhold and remit non-resident individual income tax for non-resident individual H Shareholders. Overseas resident individual shareholders holding shares issued in Hong Kong by domestic non-foreign-invested enterprises are entitled to relevant tax incentives in accordance with the tax treaties signed between the countries in which they are residents and the PRC as well as the provisions of the taxation arrangements between the PRC and Hong Kong (or Macau). For individual H Shareholders, the Company will generally withhold and remit individual income tax on dividends at a rate of 10%, unless otherwise provided by tax laws, regulations and relevant tax treaties.

As far as the Shareholders in full circulation are concerned, in accordance with the relevant provisions of the Law of the PRC on Enterprise Income Tax and its implementing rules, their tax on dividend income shall

<b>LETTER FROM THE BOARD</b>
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be paid by themselves when the 2023 Final Dividends are distributed by the Company to the domestic corporate H Shareholders in full circulation and the Company will not withhold and remit enterprise income tax on their behalf. In accordance with the relevant provisions of the Law of the PRC on Individual Income Tax, the Company will withhold and remit on behalf of the individual H Shareholders in full circulation at a rate of 20% when the Company distributes the 2023 Final Dividend to them.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the Shareholders or any disputes over the withholding and paying mechanism or arrangements.

## II. PROPOSED REMUNERATION OF THE DIRECTORS AND SUPERVISORS

In accordance with the Articles of Association and the relevant regulatory requirements, and with reference to the actual conditions of the Company and the industry remuneration level of the Directors and Supervisors, the remuneration package for the Directors and Supervisors for 2024 is proposed as follows:

Name	Position	Remuneration and Allowance of the Directors and Supervisors (before Tax)
Yao Chuanglong	Executive Director	RMB50,000.00
Zheng Yuyan	Executive Director	RMB50,000.00
Zhang Hanzi	Executive Director	RMB50,000.00
Yan Jingbin	Non-executive Director	—
Fu Zheng	Non-executive Director	—
Xu Fei	Non-executive Director	—
Li Hanguo	Independent Non-executive Director	RMB50,000.00
Wan Chi Wai Anthony	Independent Non-executive Director	HK\$144,000.00
Guan Jian	Independent Non-executive Director	RMB50,000.00
Zhu Minghong	Supervisor	—
Zhang Ling	Independent Supervisor	RMB40,000.00
Zheng Xiyue	Supervisor	RMB40,000.00

As for the Directors and Supervisors who work in the Company, their actual remuneration and benefits are subject to their management duties.

The remuneration package has been reviewed by the Board and was determined having regard to, among other things, the Company's results performance, individual performance and contributions, and industry and

## LETTER FROM THE BOARD

market trends.

### III. PROPOSED ELECTION OF THE 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 the Directors before the election and formation of the fourth session of the Board at the AGM. The Board has resolved to nominate the following 9 candidates as members 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).

Ordinary resolutions will be proposed at the AGM to consider and approve the re-election of each of the above proposed Directors. 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. If the above candidates are appointed as the 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 biographical details of the candidates for the Directors of the fourth session of the Board are set out in Appendix I to this circular.

As at the Latest Practicable Date, save as disclosed in Appendix I, the proposed Directors 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 or its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

After receiving the recommendations for appointing Mr. Li Hanguo, Mr. Wan Chi Wai Anthony, and Mr. Guan Jian as independent non-executive Directors and their personal information from the nomination committee of the Board, and the Board considered various factors relating to the Board diversity, including but not limited to the diversity in gender, age, cultural and educational background, professional experience, skills, knowledge, industrial and geographical experience, in determining their suitability to serve as independent non-executive Directors. The Board was of the view that (i) the above candidates boast excellent professional background and extensive working experience in accounting, law and e-commerce field respectively and are in a position to provide valuable advice to the Board; and (ii) based on the assessment conducted, the above candidates meet the independence requirements as set out in Rule 3.13 of the Listing Rules. After being re-elected as the independent non-executive Directors, they will inject new impetus into the follow-up management and development of the Company. Besides, the Board also took into consideration the fact that the proposed independent non-executive Directors just sit on the board of directors of a handful of listed companies and they will thus devote sufficient time and energy to performing the duties of independent non-executive Directors.

Pursuant to the code provision B.2.3 of the Corporate Governance Code contained in Appendix C1 to the Listing Rules, any further appointment of an independent non-executive Director serving for more than nine years should be subject to a separate resolution to be approved by the Shareholders. Mr. Wan Chi Wai Anthony and Mr. Guan Jian were appointed as the independent non-executive Directors on 1

## LETTER FROM THE BOARD

December 2015 and they will, if re-elected, have served more than nine years in the Company during the term of the fourth session of the Board. The Board is of the view that the independence of each of Mr. Wan and Mr. Guan cannot be solely determined by their period of service in the Company. In assessing their independence, the Board has considered their character and judgement with reference to their contribution to the Board. Over the years, each of Mr. Wan and Mr. Guan has provided valuable insights to the Board with their experience, expertise and knowledge, and the Company has benefited from their contribution and commitment. The Board is therefore of the view that each of Mr. Wan and Mr. Guan meets the independence criteria set out in Rule 3.13 of the Listing Rules and that each of them is able to continue to fulfil their role as an independent non-executive Director. The Board is satisfied that, taking into account, among others, the valuable insights, useful guidance and independent judgment provided to the Board by each of Mr. Wan and Mr. Guan, each of them is of such character, integrity and experience commensurate with office of an independent non-executive Director.

In view of the above, the Board believes that the above candidates will be able to make valuable contributions to the Company. Therefore, the Board has submitted a proposal for resolutions to the Shareholders for consideration of the re-appointment of Mr. Li Hanguo, Mr. Wan Chi Wai Anthony and Mr. Guan Jian as independent non-executive Directors.

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.

#### **IV. PROPOSED ELECTION OF THE SUPERVISORS OF THE FOURTH SESSION OF THE BOARD OF SUPERVISORS**

The term of the third session of the Board of Supervisors will expire on 30 May 2024, and the existing Supervisors shall continue to perform their duties as the Supervisors 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 2 candidates to the Board of Supervisors, including 1 Shareholder's representative Supervisor and 1 independent Supervisor, as detailed below. Pursuant to the Articles of Association, 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 1 staff representative Supervisor. The following are the candidates nominated by the Board of Supervisors as the Shareholders' representative Supervisor and independent Supervisor of the fourth session of the Board of Supervisors:

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

Ordinary resolutions will be proposed at the AGM to consider and approve the re-election of each of the above proposed Supervisors. 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. 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 the Supervisors will be determined with reference to the remuneration policies of the Supervisors of the Company. The biographical details of the candidates for the Supervisors of the fourth session of the Board of Supervisors are set out in Appendix II to this circular.

## LETTER FROM THE BOARD

As at the Latest Practicable Date, save as disclosed in Appendix II, the proposed Supervisors 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 or 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.

### **V. PROPOSED APPLICATION FOR A COMPREHENSIVE REVOLVING CREDIT LINE OF NO MORE THAN RMB2.4 BILLION FROM BANKS AND PROVISION OF GUARANTEE**

According to the Company's financing situation in 2023 and the financing plan arrangement in 2024, in order to meet the capital needs of the Group for future business development, it is proposed that the Group will apply for a comprehensive revolving credit line of no more than RMB2.4 billion from banks in 2024. The variety of the comprehensive revolving credit line includes but is not limited to short-term working capital loans, long-term borrowings, bank acceptance bills, commercial acceptance bills, letters of guarantee, factoring, letters of credit, trade financing, mortgage loans and pledge loan.

The Group will use its assets to provide limited or joint and several liability guarantees for credit and loan applications from banks within the Group (between the Company and its subsidiaries) depending on the specific circumstances, with specific guarantees including but not limited to credit support, guarantee, mortgage and pledge.

The above-mentioned comprehensive revolving credit line is valid from the date of approval at the AGM to the date of the next annual general meeting of the Company. In order to streamline the procedures of bank loans, Mr. Yao Chuanglong, the chief executive officer of the Company, is authorised to fully represent the Group in completing relevant procedures within the comprehensive revolving credit line approved by the bank and to sign all contracts, agreements, certificates and other legal documents related to the credit granting and guarantee within the approved credit line. The specific credit granting bank, credit line, credit term and guarantee status shall be subject to the actually signed agreement.

### **VI. PROPOSAL FOR GENERAL MANDATE TO ISSUE SHARES**

The general mandate to issue new Shares will be put forward at the AGM for the Shareholders' approval as a special resolution. For details, please refer to resolution No. 10 in the notice of the AGM set out on pages 11 to 14 of this circular.

As at the Latest Practicable Date, the Company had 108,000,000 issued Shares. Subject to the passing of the general mandate to issue new Shares at the AGM and on the basis that no further Shares are issued before the AGM, the Board will have the power to issue up to 21,600,000 Shares (i.e. 20% of the total issued Shares).

Any exercise of the power by the Board under the general mandate shall comply with the Company Law of the PRC and the Listing Rules (as amended from time to time) and only if all necessary

## LETTER FROM THE BOARD

approvals from the China Securities Regulatory Commission and/or other relevant the PRC government authorities are obtained. The general mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of a period of 12 months after this resolution as a special resolution has been passed at the AGM; or (c) the revocation or variation of the authority given under this resolution by a special resolution of the Company in any general meeting.

### VII. CLOSURE OF BOOKS

In order to determine the Shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from Tuesday, 14 May 2024 to Monday, 20 May 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 AGM, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's shares registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 13 May 2024. Shareholders whose names appear on the register of members of the Company at the close of business on Monday, 20 May 2024 are entitled to attend and vote at the AGM.

In order to determine the Shareholders who are entitled to receive the 2023 Final Dividend, the register of members of the Company will be closed from Friday, 24 May 2024 to Friday, 7 June 2024 (both days inclusive), during which period no transfer of Shares can be registered. In order to be qualified to receive the 2023 Final Dividend, all transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's shares registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 23 May 2024. Shareholders whose names appear on the register of members of the Company on Friday, 7 June 2024 are entitled to receive the 2023 Final Dividend. The proposed 2023 Final Dividend will be paid on Wednesday, 10 July 2024 following the approval at the AGM.

### VIII. AGM

A notice convening the AGM to be held at the Conference Room on 2<sup>nd</sup> Floor, No. 33, Liyu Street, Dongchong Town, Nansha District, Guangzhou City, Guangdong Province, the PRC at 3:00 p.m. on Monday, 20 May 2024, is set out on pages 11 to 14 of this circular.

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. In order to be valid, the proxy form for the AGM must be deposited by hand or post, for Shareholders, to the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours (i.e. no later than 3:00 p.m. on Sunday, 19 May 2024) 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 the Shareholders from attending and voting in person at the AGM or any adjourned meetings should they so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

## LETTER FROM THE BOARD

### **Responsibility Statement**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

### **Recommendations**

The Directors consider that the proposed resolutions set out in the notice of the AGM are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Director, recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### **Miscellaneous**

The Chinese text of this circular shall prevail over the English text for the purpose of interpretation.

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

## NOTICE OF ANNUAL GENERAL MEETING



創美·CHIMEI

**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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) will be held at 3:00 p.m. on Monday, 20 May 2024 at the Conference Room on 2<sup>nd</sup> Floor, No. 33, Liyu Street, Dongchong Town, Nansha District, Guangzhou 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, if thought fit, approve the report of the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company for the year ended 31 December 2023.
2. To consider and, if thought fit, approve the report of board (the “**Board of Supervisors**”) of supervisors (the “**Supervisor(s)**”) of the Company for the year ended 31 December 2023.
3. To consider and, if thought fit, approve the report of the auditors and the audited financial statements of the Company for the year ended 31 December 2023.
4. To consider and, if thought fit, approve the profit distribution plan and declaration of final dividend for the year ended 31 December 2023.
5. To consider and, if thought fit, approve the remuneration of the Directors and Supervisors for the year 2024.
6. To consider and, if thought fit, approve the election of the Directors of the fourth session of the Board (this resolution is effected by cumulative voting process):
  - 6.1. to consider and approve the re-election of Mr. Yao Chuanglong as an executive Director;
  - 6.2. to consider and approve the re-election of Ms. Zheng Yuyan as an executive Director;
  - 6.3. to consider and approve the re-election of Ms. Zhang Hanzi as an executive Director;
  - 6.4. to consider and approve the re-election of Mr. Yan Jingbin as a non-executive Director;
  - 6.5. to consider and approve the re-election of Ms. Fu Zheng as a non-executive Director;
  - 6.6. to consider and approve the re-election of Mr. Xu Fei as a non-executive Director;
  - 6.7. to consider and approve the re-election of Mr. Li Hanguo as an independent non-executive Director;
  - 6.8. to consider and approve the re-election of Mr. Wan Chi Wai Anthony as an independent

## NOTICE OF ANNUAL GENERAL MEETING

- non-executive Director; and
- 6.9. to consider and approve the re-election of Mr. Guan Jian as an independent non-executive Director.
7. To consider and, if thought fit, approve the election of the Supervisors of the fourth session the Board of Supervisors (this resolution is effected by cumulative voting process):
- 7.1. to consider and approve the re-election of Mr. Zhu Minghong as the Shareholder's representative Supervisor; and
- 7.2. to consider and approve the re-election of Ms. Zhang Ling as the independent Supervisor.
8. To consider and, if thought fit, approve the re-appointment of SHINEWING Certified Public Accountants (LLP) as the auditors of the Company for the year 2024, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.
9. To consider and, if thought fit, approve the Company and its subsidiaries' application of a comprehensive revolving credit line of no more than RMB2.4 billion from banks and provision of guarantee, and fully authorise the chief executive officer, Mr. Yao Chuanglong to handle the relevant procedures within the approved support limit, during the period from the date when this proposal is passed at the AGM to the conclusion of the next annual general meeting, and sign all the relevant documents.

### AS SPECIAL RESOLUTION

10. To grant a general mandate to the Board to allot, issue and deal with shares not exceeding 20% of the issued shares of the Company and authorise the Board 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 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 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 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.
- (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;

## NOTICE OF ANNUAL GENERAL MEETING

(c) each of the total number of the 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 the total number of shares in issue as 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 a 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 recognised 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 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.”

By order of the Board  
**Charmacy Pharmaceutical Co., Ltd.**  
**Yan Jingbin**  
*Chairman*

Shantou, the PRC, 26 April 2024

## NOTICE OF ANNUAL GENERAL MEETING

### 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 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
2. The register of members of the Company will be closed from Tuesday, 14 May 2024 to Monday, 20 May 2024 (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 share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 13 May 2024.
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 to the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours (i.e. not later than 3:00 p.m. on Sunday, 19 May 2024) 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 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 AGM.
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.
7. Regarding resolutions 6 and 7, cumulative voting system will be used for these resolutions. Cumulative voting system refers to where two or more directors/supervisors are to be elected at the general meeting, the number of votes for each share held by a Shareholder shall be equal to the aggregate number of directors/supervisors for election under the resolution. The Shareholders may use all of the votes concentrating on one particular person, or may distribute the votes for electing several persons. When the total votes cast by a Shareholder on some candidate directors/supervisors exceeds the total votes to which he/she is entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by a Shareholder for some candidate directors/supervisors are less than the total votes to which he/she is entitled, the votes are valid and the remaining votes will be regarded as abstain votes. Where the "For" votes cast for a particular candidate for director/supervisor are more than half of the total number of shares held by all Shareholders attending (before cumulation) and where the "For" votes exceed the "Against" votes, the candidate in question will be considered to have been elected. Where the elected directors/supervisors at the general meeting are less than directors/supervisors to be elected, new rounds of voting are required to be held for election of the remaining directors/supervisors until the number of directors/supervisors to be elected is fulfilled. When holding a new round of voting for electing directors/supervisors in accordance with the aforesaid matters, the general meeting shall recount the number of cumulative votes of Shareholders based on the number of candidates to be elected in each round of election.

*As at the date of this notice, 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).*

Biographical details of the candidates for the 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 chief executive office 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 Positioning 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 the chief executive office 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.

As at the Latest Practicable Date, Mr. Yao held 34,530,000 H Shares, representing approximately 31.97% of the total number of issued Shares.

**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 Positioning 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

## APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTOR CANDIDATES

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, was appointed as 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 served as the deputy general manager of Jiangyao since February 2022. He 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 since 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) since June 2020.

**Mr. Wan Chi Wai Anthony (尹智偉)**, aged 48, was appointed as the independent non-executive Director since 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

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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\* (羅兵咸永道會計師事務所), 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 54, was appointed as the independent non-executive Director since 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.

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 since 31 May 2023.

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 served as the assistant general manager of Jiangyao since September 2020. He 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).