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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) POLL RESULTS OF
THE 2017 SECOND EXTRAORDINARY GENERAL MEETING
HELD ON 13 NOVEMBER 2017; AND
(2) DISTRIBUTION OF 2017 INTERIM DIVIDEND**

(1) POLL RESULTS OF THE 2017 SECOND EXTRAORDINARY GENERAL MEETING HELD ON 13 NOVEMBER 2017

References are made to the notice and the circular (the “**Circular**”) of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) both dated 25 September 2017 in relation to the 2017 second extraordinary general meeting (the “**EGM**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board of the Company is pleased to announce that the EGM was held on Monday, 13 November 2017 at Conference Room on 3rd Floor, No. 235 Song Shan North Road, Longhu District, Shantou City, Guangdong Province, the People's Republic of China.

As at the date of the EGM, the total number of Shares entitling the holders to attend and vote for or against the resolutions (other than ordinary resolution numbered 3) at the EGM were 108,000,000 Shares. As explained in the Circular, pursuant to the Listing Rules of the Shenzhen Stock Exchange, Yao Chuanglong, who held 59,000,000 Domestic Shares (representing 54.63% of the issued share capital of the Company as at the date of the EGM) and Guangzhou Pharmaceutical Baiyunshan Hong Kong Company Limited, who held 7,906,500 H Shares (representing 7.32% of the issued share capital of the Company as at the date of the EGM), were required to abstain from voting in relation to the ordinary resolution numbered 3. Accordingly, there were in aggregate 41,093,500 Shares entitling the holders of which to attend and vote for or against the ordinary resolution numbered 3 at the EGM.

The Shareholders in attendance either in person or by proxy at the EGM, held a total of 95,901,500 Shares, representing 88.80% of the Company's total Shares with voting rights. Save as disclosed above, there were no Shares of the Company entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the EGM and no Shareholder was required to abstain from voting at the EGM. No party has stated his or her intention in the Circular to vote against the resolutions proposed at the EGM or to abstain from voting. The EGM was legally and validly convened in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. The EGM was chaired by Yao Chuanglong, the chairman of the Board.

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

Ordinary Resolutions		Number of Shares Actually Voted (%)		
		For	Against	Abstain
1.	To consider and approve the distribution of the 2017 interim dividend for the six months ended 30 June 2017.	95,901,500 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the increasing of the registered capital of the Company's subsidiary Guangdong Charmacy Pharmaceutical Co., Ltd* (廣東創美藥業有限公司) by RMB50 million.	95,901,500 (100%)	0 (0%)	0 (0%)
3.	To consider and confirm the Group's report on the related party transactions for the period from 1 January 2014 to 30 June 2017.	28,995,000 (100%)	0 (0%)	0 (0%)

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

In compliance with the requirements of the Listing Rules, SHINEWING Certified Public Accountants (LLP), the auditors of the Group for the year 2017, acted as scrutineer for the vote-taking at the EGM.

(2) DISTRIBUTION OF 2017 INTERIM DIVIDEND

Information on Distribution of 2017 Interim Dividend

The Board announces the following information relating to distribution of 2017 interim dividend:

The Company will distribute the interim dividend of RMB0.10 (tax inclusive) per Share for the six months ended 30 June 2017 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 22 November 2017 (the “**2017 Interim Dividend**”), in which the dividend of Domestic Shares amounts to RMB8 million (tax inclusive) and the dividend of H Shares amounts to RMB2.8 million (tax inclusive). For distribution of the 2017 Interim Dividend, dividends on Domestic Shares shall be paid in RMB and dividends on H Shares shall be paid in HK\$ (at the average medium price of the related foreign exchange rate as announced by the People’s Bank of China for a calendar week immediately prior to the date of EGM).

The average medium price of RMB against HK\$ published by The People’s Bank of China for a calendar week immediately prior to the EGM, that was, from Monday, 6 November 2017 to Sunday, 12 November 2017, was HK\$1.00 to RMB0.84955. Accordingly, the 2017 Interim Dividend payable per H Share is HK\$0.11771 (tax inclusive).

The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent (the “**Receiving Agent**”) in Hong Kong which will receive the 2017 Interim Dividend declared by the Company on behalf of the holders of H Shares. The 2017 Interim Dividend will be paid by the Receiving Agent and the dividend warrants will be posted by the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to holders of H Shares who are entitled to receive the 2017 Interim Dividend at their own risks on or before Friday, 15 December 2017.

Withholding of Income Taxes on Dividend Income

As stated in the Circular, pursuant to the Corporate Income Tax Law of the PRC and its implementation rules and relevant regulations including Guo Shui Han [2008] No. 897 issued by China’s State Administration of Taxation, where the Company distributes the 2017 Interim Dividend to non-resident enterprise Shareholders whose names appear on the register of members for H Shares, it is obliged to withhold corporate income tax at the tax rate of 10%. Any H Shares registered in the name of non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organisations or groups, will be treated as Shares being held by non-resident enterprise Shareholders, and consequently the dividends received will be subject to the withholding of the corporate income tax.

Pursuant to the PRC Individual Income Tax Law and its implementation regulations and relevant regulations including Guo Shui Han [2011] No. 348 issued by China's State Administration of Taxation, the Company is required to withhold non-resident individual income tax for non-resident individual Shareholders of H Shares. The overseas resident individual Shareholders who hold the shares issued in Hong Kong by the domestic non-foreign-invested enterprises are entitled to relevant tax concessions pursuant to the provisions in the tax treaties between the country(ies) in which they are domiciled and the PRC, and the tax arrangements between the Mainland and Hong Kong (Macau). As for the individual Shareholders of H Shares, the Company will generally withhold the individual income tax of the dividends at the tax rate of 10%, except for the other requirements of the tax regulations and relevant tax treaties.

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

Hong Kong, 13 November 2017

* *For identification purpose only*

As at the date of this announcement, the executive directors of the Company are Mr. Yao Chuanglong, Ms. Zheng Yuyan and Mr. Lin Zhixiong; the non-executive director of the Company is Mr. Li Weisheng; and the independent non-executive directors of the Company are Mr. Wan Chi Wai Anthony, Mr. Zhou Tao and Mr. Guan Jian (also known as Guan Suzhe).