

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 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 liability company incorporated in the People's Republic of China)*  
(Stock Code: 2289)

#### **(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING, THE 2020 SECOND DOMESTIC SHAREHOLDERS' CLASS MEETING, AND THE 2020 SECOND H SHAREHOLDERS' CLASS MEETING HELD ON 25 MAY 2020**

#### **(2) DISTRIBUTION OF 2019 FINAL DIVIDEND**

References are made to the circular (the “**Circular**”) of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) dated 22 April 2020 and the notices dated 22 April 2020 of the Company regarding the annual general meeting (the “**AGM**”), the 2020 Second Domestic Shareholders' Class Meeting (the “**Domestic Shareholders' Class Meeting**”) and the 2020 Second H Shareholders' Class Meeting (the “**H Shareholders' Class Meeting**”) (collectively, the “**Class Meetings**”) held on Monday, 25 May 2020. Terms used but not defined in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce that the AGM and the Class Meetings were held on Monday, 25 May 2020 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 AGM and the Class Meetings, the total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting were 108,000,000 Shares, 80,000,000 Domestic Shares and 28,000,000 H Shares, respectively.

The Shareholders in attendance either in person or by proxy at the AGM, held a total of 90,208,500 Shares, representing 83.53% of the Company's total Shares with voting rights. The holders of the Domestic Shares in attendance either in person or by proxy at the Domestic Shareholders' Class Meeting, held a total of 80,000,000 Domestic Shares, representing 100% of the Company's total Domestic Shares with voting rights. The holders of H Shares in attendance either in person or by proxy at the H Shareholders' Class Meeting, held a total of 10,208,500 H Shares, representing 36.46 % of the Company's total H Shares

with voting rights. There were no Shares of the Company entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the AGM or the Class Meetings pursuant to Rule 13.40 of the Listing Rules and no Shareholder was required to abstain from voting at the AGM or the Class Meetings under the requirements of the Listing Rules. Apart from disclosed in this announcement, no party has stated his or her intention in the Circular to vote against the resolutions proposed at the AGM or the Class Meetings or to abstain from voting.

The AGM and the Class Meetings were 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 AGM and the Class Meetings were chaired by Yao Chuanglong, an executive Director and the chairman (the “**Chairman**”) of the Board.

In compliance with the requirements of the Listing Rules, SHINEWING Certified Public Accountants (LLP), the auditors of the Group for the year 2019, acted as scrutineer for the vote-taking at the AGM and the Class Meetings.

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING, DOMESTIC SHAREHOLDERS’ CLASS MEETING, AND THE H SHAREHOLDERS’ CLASS MEETING HELD ON 25 MAY 2020**

**Poll Results of the AGM**

At the AGM, the following resolutions were considered and approved by way of poll, and the poll results of the votes are as follows:

Ordinary Resolutions		Number of votes cast and percentage of total number of votes cast		
		FOR	AGAINST	ABSTAIN
1.	To consider and, if thought fit, approve the report of the board (the “Board”) of directors (the “Directors”) of the Company for the year ended 31 December 2019.	90,208,500 (100%)	0 (0%)	0 (0%)
2.	To consider and, if thought fit, approve the report of supervisory committee of the Company (the “Supervisory Committee”) for the year ended 31 December 2019.	90,208,500 (100%)	0 (0%)	0 (0%)
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 2019.	90,208,500 (100%)	0 (0%)	0 (0%)
4.	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 2020, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.	90,208,500 (100%)	0 (0%)	0 (0%)
5.	To consider and, if thought fit, authorise the Board to fix the remuneration of the Directors and supervisors.	90,208,500 (100%)	0 (0%)	0 (0%)

Ordinary Resolutions		Number of votes cast and percentage of total number of votes cast		
		FOR	AGAINST	ABSTAIN
6.	To consider and, if thought fit, approve the Company's profit distribution plan and declaration of final dividends for the year ended 31 December 2019.	90,208,500 (100%)	0 (0%)	0 (0%)
7.	To consider and, if thought fit, approve the projected daily related transactions of the Company in 2020.	82,302,000 (91.24%)	0 (0%)	7,906,500 (8.76%)
8.	To consider and, if thought fit, approve the Company and its subsidiaries' application for a comprehensive credit line of no more than RMB1.8 billion from banks in 2020, with a credit period of one year. Such credit line is reusable. The variety of the comprehensive 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, letters of credit, mortgage loans, and pledged loans. From the date of the passing of this resolution until the conclusion of the next annual general meeting, the Chairman is authorized to represent the Company in completing relevant procedures within the comprehensive credit line approved by the bank and to sign all the legal documents, such as contracts, agreements and proofs, relating to credit products including but not limited to loans, credits, trusts and finance leases.	90,208,500 (100%)	0 (0%)	0 (0%)
9.	To consider and, if thought fit, approve the Company's absolute discretion to provide support (including but not limited to guarantee and credit support) for the financing matters of the Company and its subsidiaries in 2020, as long as the aggregate amount does not exceed RMB2.5 billion, including but not limited to loans, credits, trusts and finance leases. From the date of the passing of this resolution until the conclusion of the next annual general meeting, the Chairman is authorized to represent the Company in completing all relevant procedures within the total credit line of the above support, and to sign all the legal documents, such as contracts, agreements and proofs, relating to the above financing support for the subsidiaries (including but not limited to loans, credits, trusts and finance leases).	90,208,500 (100%)	0 (0%)	0 (0%)

Special Resolutions		Number of votes cast and percentage of total number of votes cast		
		FOR	AGAINST	ABSTAIN
10.	To grant a general mandate to the Board to allot, issue and deal with additional domestic shares not exceeding 20% of the domestic shares of the Company in issue and additional H shares not exceeding 20% of the H shares of the Company in issue and authorise the Board 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 issuance of shares.	90,208,500 (100%)	0 (0%)	0 (0%)
11.	To consider and, if thought fit, approve the proposed amendments to the Articles of Association (details of which are set out in the Circular), and that any Director be and is hereby authorised to 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.	90,208,500 (100%)	0 (0%)	0 (0%)

As more than half of the votes were cast in favour of each of the resolutions numbered 1 to 9, 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 10 to 11, these resolutions were duly passed as special resolutions of the Company.

As explained in the Circular, pursuant to the listing rules of the Shenzhen Stock Exchange, Guangzhou Pharmaceutical Baiyunshan Hong Kong Company Limited (廣藥白雲山香港有限公司) (“**Baiyunshan HK**”) was required to abstain from voting in relation to the ordinary resolution numbered 7. In view of that Baiyunshan HK did not abstain from voting in relation to the ordinary resolution numbered 7 in the course of voting, accordingly, the poll result of the aforesaid ordinary resolution numbered 7 shall exclude the voting in respect of the 7,906,500 Shares held by Baiyunshan HK. After excluding the total number relevant of Shares, the poll results of the ordinary resolution numbered 7 are as follows:

Ordinary Resolution		Number of votes cast and percentage of total number of votes cast		
		FOR	AGAINST	ABSTAIN
7.	To consider and, if thought fit, approve the projected daily related transactions of the Company in 2020.	82,302,000 (100%)	0 (0%)	0 (0%)

As stated in the aforesaid poll results after excluding the relevant Shares, more than half of the votes were cast in favour of the ordinary resolution numbered 7, it was therefore duly passed as an ordinary resolution of the Company at the AGM.

## Poll Results of the Domestic Shareholders' Class Meeting

At the Domestic Shareholders' Class Meeting, the following resolution was considered and approved by way of poll, and the poll results of the votes are as follows:

Special Resolution		Number of votes cast and percentage of total number of votes cast		
		FOR	AGAINST	ABSTAIN
1.	To consider and, if thought fit, approve the proposed amendments to the Articles of Association (details of which are set out in the Circular).	80,000,000 (100%)	0 (0%)	0 (0%)

As more than two-thirds of the votes were cast in favour of the special resolution numbered 1, this resolution was duly passed as a special resolution of the Company at the Domestic Shareholders' Class Meeting.

## Poll Results of the H Shareholders' Class Meeting

At the H Shareholders' Class Meeting, the following resolution was considered and approved by way of poll, and the poll results of the votes are as follows:

Special Resolution		Number of votes cast and percentage of total number of votes cast		
		FOR	AGAINST	ABSTAIN
1.	To consider and, if thought fit, approve the proposed amendments to the Articles of Association (details of which are set out in the Circular).	10,208,500 (100%)	0 (0%)	0 (0%)

As more than two-thirds of the votes were cast in favour of the special resolution numbered 1, this resolution was duly passed as a special resolution of the Company at the H Shareholders' Class Meeting.

## (2) DISTRIBUTION OF 2019 FINAL DIVIDEND

### Information on Distribution of 2019 Final Dividend

The Board announces the following information relating to distribution of 2019 final dividend:

The Company will distribute the final dividend of RMB0.20 (tax inclusive) per Share for the year ended 31 December 2019 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 3 June 2020 (the "2019 Final Dividend"), in which the dividend of Domestic Shares amounts to RMB 16 million

(tax inclusive) and the dividend of H Shares amounts to RMB 5.6 million (tax inclusive). For distribution of the 2019 Final Dividend, dividends on Domestic Shares shall be paid in Renminbi and dividends on H Shares shall be paid in Hong Kong Dollars 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 AGM. The average medium price of Renminbi against Hong Kong Dollar published by The People's Bank of China for a calendar week immediately prior to the AGM, that was, from Monday, 18 May 2020 to Sunday, 24 May 2020, was HK\$1.00 to RMB0.915170. Accordingly, the 2019 Final Dividend payable per H Share is HK\$0.218539 (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 2019 Final Dividend declared by the Company on behalf of the holders of H Shares. The 2019 Final 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 2019 Final Dividend at their own risks on or before 10 July 2020.

### **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 2019 Final 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 nonforeign-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*

Shantou, the PRC, 25 May 2020

*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).*