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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) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 3 JUNE 2019; AND (2) DISTRIBUTION OF 2018 FINAL DIVIDEND

References are made to the notice of the annual general meeting of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) dated 18 April 2019 (the “**Notice of AGM**”) and the circular of the Company dated 18 April 2019 (the “**Circular**”). Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

Poll Results of the AGM

The Board of the Company is pleased to announce that all the resolutions proposed as set out in the Notice of AGM were duly passed by the Shareholders of the Company by way of poll at the AGM held on 3 June 2019.

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

Ordinary Resolutions		Number of Shares Actually Voted (%)		
		For	Against	Abstain
1.	To consider and, if thought fit, approve the report of the Board of the Company for the year ended 31 December 2018.	91,228,500 (100%)	0 (0%)	0 (0%)
2.	To consider and, if thought fit, approve the report of supervisory committee of the Company for the year ended 31 December 2018.	91,228,500 (100%)	0 (0%)	0 (0%)

Ordinary Resolutions		Number of Shares Actually Voted (%)		
		For	Against	Abstain
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 2018.	91,228,500 (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 2019, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.	91,228,500 (100%)	0 (0%)	0 (0%)
5.	To consider and, if thought fit, authorise the Board to fix the remuneration of the Directors and supervisors;	91,228,500 (100%)	0 (0%)	0 (0%)
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 2018.	91,228,500 (100%)	0 (0%)	0 (0%)
7.	To consider and, if thought fit, approve the projected daily related transactions of the Company in 2019.	91,228,500 (100%)	0 (0%)	0 (0%)
8.	To consider and, if thought fit, approve the Company and its subsidiaries' application for a comprehensive credit line of no more than RMB1.6 billion from banks in 2019, 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.	91,228,500 (100%)	0 (0%)	0 (0%)

Ordinary Resolutions		Number of Shares Actually Voted (%)		
		For	Against	Abstain
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 2019, as long as the aggregate amount does not exceed RMB1.65 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).	91,228,500 (100%)	0 (0%)	0 (0%)
Special Resolution		Number of Shares Actually Voted (%)		
		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 of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares.	80,428,500 (88.16%)	0 (0%)	10,800,000 (11.84%)

As more than 50% 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, this resolution was duly passed as a special resolution 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 results

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 relevant total number of Shares, the poll results of the ordinary resolution numbered 7 are as follows:

Ordinary Resolution		Number of Shares Actually Voted (%)		
		For	Against	Abstain
7.	To consider and, if thought fit, approve the projected daily related transactions of the Company in 2019.	83,322,000 100%	0 (0%)	0 (0%)

As stated in the aforesaid poll results after excluding the relevant Shares, more than 50% 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.

Notes:

- As at the date of the AGM, the total number of issued Shares was 108,000,000 Shares, comprising 28,000,000 H Shares and 80,000,000 Domestic Shares, which represented the total number of shares entitling the holders to attend and vote on the proposed resolutions at the AGM.
- As explained in the Circular, Baiyunshan HK held 7,906,500 H Shares, representing 7.32% of the issued share capital of the Company as at the date of the AGM. Pursuant to the listing rules of the Shenzhen Stock Exchange, the above company shall abstain from voting in relation to ordinary resolution No. 7. Hence, a total of 100,093,500 Shares will entitle their holders to vote for or against the ordinary resolution No. 7 at the AGM. Save as disclosed above, there were no Shareholders, who, pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), were required to abstain from voting in favour of any of the proposed resolutions at the AGM, nor were there any Shareholders who were required under the Listing Rules to abstain from voting.
- 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 AGM.
- For the above resolutions, the Shareholders, proxies or authorised representatives holding in aggregate of 91,228,500 Shares, representing approximately 84.47% of the total voting Shares, were present in person or by proxy at the AGM.
- Pursuant to the Listing Rules, SHINEWING Certified Public Accountants (LLP), the auditors of the Company for the year 2018, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

(2) DISTRIBUTION OF 2018 FINAL DIVIDEND

Information on Distribution of 2018 Final Dividend

The Board announces the following information relating to distribution of 2018 final dividend:

The Company will distribute the final dividend of RMB0.30 (tax inclusive) per Share for the year ended 31 December 2018 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 12 June 2019 (the “**2018 Final Dividend**”), in which the dividend of Domestic Shares amounts to RMB24 million (tax inclusive) and the dividend of H Shares amounts to RMB8.4 million (tax inclusive). For distribution of the 2018 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, 27 May 2019 to Sunday, 2 June 2019, was HK\$1.00 to RMB0.878794. Accordingly, the 2018 Final Dividend payable per H Share is HK\$0.341377 (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 2018 Final Dividend declared by the Company on behalf of the holders of H Shares. The 2018 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 2018 Final Dividend at their own risks on or before 8 July 2019.

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 2018 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, 3 June 2019

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).