

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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 established in the People's Republic of China)
(Stock Code: 2289)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 31 MAY 2023;
RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-
EXECUTIVE DIRECTOR;
RESIGNATION OF SHAREHOLDERS' REPRESENTATIVE SUPERVISOR AND
APPOINTMENT OF SHAREHOLDERS' REPRESENTATIVE SUPERVISOR; AND
DISTRIBUTION OF THE 2022 FINAL DIVIDEND**

References are made to the announcement of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”) dated 18 April 2023 (the “**Announcement**”) and the notice of the annual general meeting of the Company dated 29 April 2023 (the “**Notice of AGM**”) and the circular of the Company dated 29 April 2023 (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 is pleased to announce that all the resolutions proposed as set out in the Notice of AGM were duly passed by the Shareholders by way of poll at the AGM.

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

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast (%)		
		For	Against	Abstain
1.	To consider and, if thought fit, approve the report of the Board for the year ended 31 December 2022.	94,738,500 (100%)	0 (0%)	0 (0%)

2.	To consider and, if thought fit, approve the report of Board of Supervisors for the year ended 31 December 2022.	94,738,500 (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 2022.	94,738,500 (100%)	0 (0%)	0 (0%)
4.	To consider and, if thought fit, approve the appointment of Mr. Li Hanguo as an independent non-executive Director.	94,738,500 (100%)	0 (0%)	0 (0%)
5.	To consider and, if thought fit, approve the appointment of Mr. Xu Fei as a non-executive Director.	94,738,500 (100%)	0 (0%)	0 (0%)
6.	To consider and, if thought fit, approve the appointment of Mr. Zhu Minghong as a Supervisor.	94,738,500 (100%)	0 (0%)	0 (0%)
7.	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 2023, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.	94,738,500 (100%)	0 (0%)	0 (0%)
8.	To consider and, if thought fit, approve the remuneration of the Directors and Supervisors for the year 2023.	94,738,500 (100%)	0 (0%)	0 (0%)
9.	To consider and, if thought fit, approve the profit distribution plan and declaration of final dividend for the year ended 31 December 2022.	94,738,500 (100%)	0 (0%)	0 (0%)
10.	To consider and, if thought fit, approve the Company and its subsidiaries' application of a comprehensive revolving credit line of no more than RMB1.8 billion from banks and provision of guarantee, and fully authorized the general manager Mr. Yao Chuanglong to handle the relevant procedures and sign all the relevant documents.	94,738,500 (100%)	0 (0%)	0 (0%)

Special Resolutions		Number of votes cast and percentage of total number of votes cast (%)		
		For	Against	Abstain
11.	To consider and, if thought fit, approve the proposed amendments to the articles of association of the Company (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.	94,738,500 (100%)	0 (0%)	0 (0%)
12.	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 as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares.	93,658,500 (98.86%)	1,080,000 (1.14%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 10, 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 resolutions numbered 11 and 12, these resolutions were duly passed as special resolutions of the Company.

Notes:

- As at the date of the AGM, the total number of issued Shares was 108,000,000 Shares, which represented the total number of Shares entitling the holders to attend and vote on the proposed resolutions at the AGM.
- There were no Shares entitling the holders to attend and abstain from voting in favour of any of the proposed resolutions at the AGM pursuant to Rule 13.40 of the Listing Rules, nor were there any Shareholders who were required under the Listing Rules to abstain from voting at the AGM.
- 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 94,738,500 Shares, representing approximately 87.72% of the total number of issued 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 2022, was appointed as the scrutineer at the AGM for the purpose of vote-taking.
- The attendance record of the Directors at the AGM was as follows:
Mr. Yan Jingbin, Mr. Yao Chuanglong, Ms. Fu Zheng, Ms. Zhang Hanzi and Mr. Li Hanguo attended in person;
Ms. Zheng Yuyan, Mr. Xu Fei and Mr. Zhou Tao attended by electronic means; and
Mr. Wan Chi Wai Anthony and Mr. Guan Jian were absent due to other official duties.

RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the Announcement that Mr. Zhou Tao (“**Mr. Zhou**”) had submitted his resignation letter to the Company for resigning as an independent non-executive Director due to the need to devote more effort to other personal work matters. His resignation took effect at the conclusion of the AGM.

With the resignation of Mr. Zhou as a Director of the Company, Mr. Zhou also ceased to be (i) a member of audit committee of the Board; (ii) the chairman of the nomination committee of the Board; (iii) the chairman of the remuneration committee of the Board; and (iv) a member of the strategic development committee of the Board.

Mr. Zhou confirmed that he had no disagreement with the Board and there were no matters relating to his resignation that needed to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Zhou for his valuable contribution to the Company during his tenure of service.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Xu Fei (“**Mr. Xu**”) has been appointed as a non-executive Director with effect from the date of the AGM until the expiration of the term of the third session of the Board and he is eligible for re-election upon expiry of his term. The Company will enter into a letter of appointment with Mr. Xu. Mr. Xu will not receive any remuneration for serving as a non-executive Director.

The profile of Mr. Xu has been set out in the Circular. As at the date of this announcement, there has been no change in such information. Save as disclosed in the Circular, as at the date of this announcement, Mr. Xu has confirmed that (i) he has not held any directorship in any other public company in the past three years whose securities are listed in Hong Kong or any overseas securities market; (ii) he has no relationship with any Director, supervisor, senior management or substantial or controlling shareholder of the Company, nor has he held any position in the Company or any of its subsidiaries; (iii) he has no interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong); and (iv) there is no other information in relation to Mr. Xu which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there other matters in relation to his appointment that need to be brought to the attention of the Shareholders.

The Board is pleased to announce that Mr. Li Hanguo (“**Mr. Li**”) has been appointed as an independent non-executive Director with effect from the date of the AGM until the expiration of the term of the third session of the Board and he is eligible for re-election upon expiry of his term. The Company will enter into a letter of appointment with Mr. Li. Mr. Li’s annual salary as an independent non-executive Director is RMB50,000 (tax inclusive), which is determined with reference to his qualifications, experiences, duties and responsibilities within the Company as well as the prevailing market rate for candidates with comparable qualifications.

The profile of Mr. Li has been set out in the Circular. As at the date of this announcement, there has been no change in such information. Save as disclosed in the Circular, as at the date of this announcement, Mr. Li has confirmed that (i) he has not held any directorship in any other public company in the past three years whose securities are listed in Hong Kong or any overseas securities market; (ii) he has no relationship with any Director, supervisor, senior management or substantial or controlling shareholder of the Company, nor has he held any position in the Company or any of its subsidiaries; (iii) he has no interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong); and (iv) there is no other information in relation to Mr. Li which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there other matters in relation to his appointment that need to be brought to the attention of the Shareholders.

RESIGNATION OF SHAREHOLDER REPRESENTATIVE SUPERVISOR AND APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR

Reference is made to the Announcement that Mr. Lin Zhijie (“**Mr. Lin**”) had submitted his resignation letter to the Company for resigning as Shareholders’ representative Supervisor due to the need to devote more effort to work matters. His resignation took effect at the conclusion of the AGM, and he still serves other positions in the Company.

Mr. Lin confirmed that he had no disagreement with the Board of Supervisors and there were no matters relating to his

resignation that needed to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lin for his valuable contribution to the Company during his tenure of service.

The Board is pleased to announce that Mr. Zhu Minghong (“**Mr. Zhu**”) has been appointed as a Shareholders’ representative Supervisor with effect from the date of the AGM until the expiration of the term of the third session of the Board of Supervisors and he is eligible for re-election upon expiry of his term. The Company will enter into a letter of appointment with Mr. Zhu. Mr. Zhu will not receive any remuneration for serving as a Supervisor.

The profile of Mr. Zhu has been set out in the Circular. As at the date of this announcement, there has been no change in such information. Save as disclosed in the Circular, as at the date of this announcement, Mr. Zhu has confirmed that (i) he has not held any directorship in any other public company in the past three years whose securities are listed in Hong Kong or any overseas securities market; (ii) he has no relationship with any Director, supervisor, senior management or substantial or controlling shareholder of the Company, nor has he held any position in the Company or any of its subsidiaries; (iii) he has no interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong); and (iv) there is no other information in relation to Mr. Zhu which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there other matters in relation to his appointment that need to be brought to the attention of the Shareholders.

DISTRIBUTION OF THE 2022 FINAL DIVIDEND

The Company proposes to pay a final dividend of RMB0.45 per share (tax inclusive) for the year ended 31 December 2022 to Shareholders whose named on the register of members of the Company as at 5 July 2023 (the “**2022 Final Dividend**”). Based on the number of 108,000,000 Shares issued as at the date of this announcement, the amount of 2022 Final Dividend will be in total RMB48.6 million (tax inclusive). With respect to the distribution of the 2022 Final Dividend, the final dividend of the holders of H shares 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, the amount is RMB 0.45 (tax inclusive) per share, and the other holders of H shares 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 (from Wednesday, 24 May 2023 to Tuesday, 30 May 2023) prior to the date of approval of the final dividend at the AGM. The average medium price of Renminbi against Hong Kong Dollar published by The People’s Bank of China was HK\$1.00 to RMB0.902046. As a result, the final dividend payable by other H shareholders for 2022 is HK\$0.498866 per H share (tax inclusive).

The Company has appointed Computershare Hong Kong Investor Services Limited and China Securities Depository and Clearing Corporation Limited as collection agents for H-share holders (the “**Collection Agents**”). The Collection Agent will pay dividends payable to H-Share holders on 31 July 2023.

The arrangement for withholding and remitting income tax are as follows:

In accordance with the relevant provisions of the Law of the People’s Republic of China 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 PRC, the Company is obliged to withhold and remit corporate income tax at a rate of 10% when distributing the 2022 Final Dividend to shareholders of non-resident enterprises registered on the register of holders of H shares. 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 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 People’s Republic of China 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 PRC, the Company is required to withhold and remit non-resident individual income tax for non-resident individual holders of H shares. 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 holders of H shares, 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 holders of H shares 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 be paid by themselves when the 2022 Final Dividends are distributed by the Company to the domestic corporate holders of H shares 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 shareholders of H shares in full circulation at a rate of 20% when the Company distributes the 2022 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.

By order of the Board

Charmacy Pharmaceutical Co., Ltd.

Yao Chuanglong

Chairman

Shantou, the PRC, 31 May 2023

As at the date of this announcement, the executive Directors are Mr. Yao Chuanglong, Ms. Zheng Yuyan and Ms. Zhang Hanzhi; the non-executive Directors are Mr. Yan Jingbin, Ms. Fu Zheng and Mr. Xu Fei; and the independent non-executive Directors are Mr. Wan Chi Wai Anthony, Mr. Li Hanguo and Mr. Guan Jian (also known as Guan Suzhe).