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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 20 MAY 2024;
AND
DISTRIBUTION OF THE 2023 FINAL DIVIDEND**

References are made to the notice of the annual general meeting of Charmacy Pharmaceutical Co., Ltd. (the “Company”) dated 26 April 2024 (the “Notice of AGM”) and the circular of the Company dated 26 April 2024 (the “Circular”). Capitalised 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 percentage of total number of votes cast (%)		
		FOR	AGAINST	ABSTAIN OR NUMBER OF SHARES THAT HAVE NOT INDICATED VOTING
1	To consider and, if thought fit, approve the report of the Board of the Company for the year ended 31 December 2023.	90,468,000 (100%)	0 (0%)	0 (0%)
2	To consider and, if thought fit, approve the report of Board of Supervisors of the Company for the year ended 31 December 2023.	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)
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.	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)
4	To consider and, if thought fit, approve the profit distribution plan and declaration of final dividend for the year ended 31 December 2023.	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)

ORDINARY RESOLUTIONS		Number of votes cast and percentage of total number of votes cast (%)		
		FOR	AGAINST	ABSTAIN OR NUMBER OF SHARES THAT HAVE NOT INDICATED VOTING
5	To consider and, if thought fit, approve the remuneration of the Directors and Supervisors for the year 2024.	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)
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;	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)
6.2	to consider and approve the re-election of Ms. Zheng Yuyan as an executive Director;	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)
6.3	to consider and approve the re-election of Ms. Zhang Hanzi as an executive Director;	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)
6.4	to consider and approve the re-election of Mr. Yan Jingbin as a non-executive Director;	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)
6.5	to consider and approve the re-election of Ms. Fu Zheng as a non-executive Director;	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)
6.6	to consider and approve the re-election of Mr. Xu Fei as a non-executive Director;	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)
6.7	to consider and approve the re-election of Mr. Li Hanguo as an independent non-executive Director;	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)
6.8	to consider and approve the re-election of Mr. Wan Chi Wai Anthony as an independent non-executive Director; and	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)
6.9	to consider and approve the re-election of Mr. Guan Jian as an independent non-executive Director.	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)
7	To consider and, if thought fit, approve the election of the Supervisors of the fourth session of 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	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)
7.2	to consider and approve the re-election of Ms. Zhang Ling as the independent Supervisor.	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)
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.	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)
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	61,418,000 (67.89%)	0 (0%)	29,050,000 (32.11%)

	proposal is passed at the AGM to the conclusion of the next annual general meeting, and sign all the relevant documents.			
SPECIAL RESOLUTION		Number of votes cast and percentage of total number of votes cast (%)		
		FOR	AGAINST	ABSTAIN OR NUMBER OF SHARES THAT HAVE NOT INDICATED VOTING
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 as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares:	60,420,500 (66.79%)	0 (0%)	30,047,500 (33.21%)

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, the resolution was duly passed as special resolution of the Company.

Notes:

1.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.

2.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 any Shareholders who were required under the Listing Rules to abstain from voting at the AGM.

3.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.

4.For the above resolutions, the Shareholders, proxies or authorised representatives holding in aggregate of 90,468,000 Shares, representing approximately 83.77% of the total number of issued Shares, were present in person or by proxy at the AGM.

5.Pursuant to the Listing Rules, SHINEWING Certified Public Accountants (LLP), the auditors of the Company for the year 2023, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

6.The attendance record of the Directors at the AGM was as follows:

Mr. Yao Chuanglong, Ms. Zheng Yuyan, Ms. Zhang Hanzi attended in person; and

Mr. Yan Jingbin, Ms. Fu Zheng, Mr. Xu Fei, Mr. Li Hanguo, Mr. Wan Chi Wai Anthony and Mr. Guan Jian attended by electronic means.

DISTRIBUTION OF THE 2023 FINAL DIVIDEND

The Company proposes to pay a final dividend of RMB0.30 per share (tax inclusive) for the year ended 31 December 2023 to the Shareholders whose named 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 date of this announcement, the amount of 2023 Final Dividend will be in total RMB32.4 million (tax inclusive). With respect to the distribution of the 2023 Final Dividend, the 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, the amount is RMB0.30 (tax inclusive) per Share, and 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 (from Monday, 13 May 2024 to Friday, 17 May 2024) 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 RMB0.909722. As a result, the final dividend payable to other H Shareholders for 2023 is HK\$0.329771 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 Shareholders (the "**Collection Agents**"). The Collection Agent will pay dividends payable to H Shareholders on 10 July 2024.

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 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.

By order of the Board

Charmacy Pharmaceutical Co., Ltd.

Yan Jingbin

Chairman

Shantou, the PRC, 20 May 2024

As at the date of this announcement, 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).