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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)

**(1) POLL RESULTS OF
THE 2016 FIRST EXTRAORDINARY GENERAL MEETING
HELD ON 9 NOVEMBER 2016;
(2) DISTRIBUTION OF 2016 INTERIM DIVIDEND AND
(3) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

**(1) POLL RESULTS OF THE 2016 FIRST EXTRAORDINARY GENERAL MEETING
HELD ON 9 NOVEMBER 2016**

References are made to the notice (the “**Notice**”) and the circular (the “**Circular**”) of the 2016 first extraordinary general meeting (the “**EGM**”) both dated 23 September 2016, the supplemental notice (the “**Supplemental Notice**”) of the EGM and the supplemental circular of the EGM (the “**Supplemental Circular**”) both dated 24 October 2016 of Charmacy Pharmaceutical Co., Ltd. (the “**Company**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and the Supplemental Circular.

The Board is pleased to announce that all the proposed resolutions as set out in the Notice and the Supplemental Notice of the EGM were dully passed by the Shareholders by way of poll at the EGM held on 9 November 2016.

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 2016 interim dividend for the six months ended 30 June 2016.	95,053,000 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the appointment of Mr. Li Weisheng as a non-executive Director.	91,565,000 (100%)	0 (0%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 2, these resolutions were duly passed as ordinary resolutions of the Company.

Notes:

- As at the date of the EGM, 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 EGM.
- There were no Shareholders, who, pursuant to Rule 13.40 of the Listing Rules, were required to abstain from voting in favour of any of the proposed resolutions at the EGM, 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 and the Supplemental Circular to vote against or to abstain from voting on any of the proposed resolutions at the EGM.
- For the ordinary resolution numbered 1, the Shareholders, proxies or authorised representatives holding in aggregate of 95,053,000 Shares, representing approximately 88.01% of the total voting Shares, were present in person or by proxy at the EGM. For the ordinary resolution numbered 2, the Shareholders, proxies or authorised representatives holding in aggregate of 91,565,000 Shares, representing approximately 84.78% of the total voting Shares, were present in person or by proxy at the EGM.
- The Company's H share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

(2) DISTRIBUTION OF 2016 INTERIM DIVIDEND

Information on Distribution of 2016 Interim Dividend

The Board announces the following information relating to distribution of 2016 interim dividend:

The Company will distribute the interim dividend of RMB0.20 (tax inclusive) per Share for the six months ended 30 June 2016 to the Shareholders whose names appear on the register of members of the Company on Monday, 21 November 2016 (the “**2016 Interim Dividend**”), in which the dividend of Domestic Shares amounts to RMB16 million (tax inclusive) and the dividend of H Shares amounts to RMB5.6 million (tax inclusive). For distribution of the 2016 Interim 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 EGM.

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 EGM, that was, from Wednesday, 2 November 2016 to Tuesday, 8 November 2016, was HK\$1.00 to RMB0.871916. Accordingly, the 2016 Interim Dividend payable per H Share is HK\$0.229380(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 2016 Interim Dividend declared by the Company on behalf of the holders of H Shares. The 2016 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 2016 Interim Dividend at their own risks on or before Thursday, 15 December 2016.

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 2016 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.

(3) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Biographical details of Mr. Li Weisheng appointed by the above ordinary resolution numbered 2 as approved by the Shareholders are set out as follows:

Mr. Li Weisheng (李偉生), aged 52, is a Pharmacist-in-charge. He has been the general manager of Guangzhou Pharmaceutical Baiyunshan Hong Kong Company Limited since December 2015. He worked in Guangzhou Pharmaceutical Trading Co., Ltd. from July 1989 to November 2011 and was the deputy general manager of Guangzhou Pharmaceutical Baiyunshan Hong Kong Company Limited from November 2011 to December 2015. Mr. Li graduated from Guangdong Pharmaceutical University (formerly known as Guangdong Pharmaceutical Institute with a bachelor degree in medicines, majoring preventive healthcare in 1989.

As far as the Directors are aware, Mr. Li has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Save as disclosed above, Mr. Li does not have any relationship with any directors, supervisors, senior management or substantial shareholders of the Company, nor does he hold any position in the Company or any of its subsidiaries.

As at the date of this announcement, Mr. Li does not have any interest in the shares of the Company or its associated companies within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance. Save as disclosed above, there is no other information in relation to the appointment of Mr. Li which is required to be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders.

The Company will enter into a letter of appointment with Mr. Li which include, amongst other terms, the remuneration of Mr. Li. As at the date of this announcement, the Company has not entered into service contract with Mr. Li. Unless adjustment is required by the relevant applicable laws and regulations, the terms of office of Mr. Li shall be the same as the first session of the Board.

In accordance with the PRC law, the appointment of Mr. Li is still subject to the amendment of the Articles of Association of the Company (the “**Articles**”) with respect to the composition of the Board. Further announcement in respect of the amendment of the Articles would be made as and when appropriate.

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

Hong Kong, 9 November 2016

As at the date of this announcement, the executive directors of the Company are Mr. Yao Chuanglong, Ms. Zheng Yuyan, Mr. Fan Jianbo and Mr. Lin Zhixiong; the non-executive director of the Company is Ms. You Zeyan; 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).