

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



廣州藥業股份有限公司

Guangzhou Pharmaceutical Company Limited

(a joint stock company with limited liability established in the People's Republic of China)

ANNOUNCEMENT

THE RESOLUTIONS PASSED AT THE 27TH MEETING OF THE 2ND SESSION OF THE BOARD OF DIRECTORS

IT IS HEREBY ANNOUNCED THAT the 27th meeting of the 2nd session of the board of directors of Guangzhou Pharmaceutical Company Limited (the “Company”) was held at the premises of the Company at the Conference Room, 2nd Floor, 45 Shamian North Street, Guangzhou on 6 February 2004. Nine directors attended the meeting, of which Mr. Chu Youlin attended the meeting by means of teleconferencing. The meeting was presided by Mr. Cai Zhixiang, chairman of the Board with the supervisors and senior management staff of the Company sitting in which was in compliance with the requirements of the Company Law and the Articles of Association of the Company. After detailed discussion, the following matters were considered and unanimously approved and passed by the directors at the meeting:-

1. The resolution in relation to the connected transaction for acquisition of 51% equity shares of Guangzhou Pharmaceutical Yingbang Marketing Company Limited (廣州醫藥集團盈邦營銷有限公司) by the Company;

2. The resolution in relation to the connected transactions regarding lease of 2nd and 3rd Floor, Rear portion, 45 Shamian North Street, Guangzhou from Guangzhou Pharmaceutical Holdings Limited by the Company and renewal of the lease of 2nd Floor, Front portion, 45 Shamian North Street, Guangzhou and other premises;
3. The resolution in relation to the non-competition agreement entered into between the Company and Guangzhou Baiyunshan Pharmaceutical Company Limited (廣州白雲山股份有限公司);
4. The resolution in relation to the amendments of the Articles of Association of the Company and the relevant articles of “ Rules of Discussions in the Board”;

Article 90 of the Articles of Association of the Company has been amended as follows:

The Board of Directors shall be established by the Company (the “Board”). The Board shall comprise seven directors consisting of one chairman and one vice-chairman.

Article 35 of “Rules of Discussions in the Board” has been amended as:

The Board shall be established by the Company and shall comprise seven directors, of which three are independent directors. The Board shall consist of one chairman and one vice-chairman. The Board shall be the policy making center of the Company as entrusted by the shareholders responsible for operating and managing the assets for legal entity of the Company and shall be responsible to the shareholders.

5. The consent on recommending Mr. Cai Zhixiang, Mr. Li Yimin, Mr. Feng Zansheng and Mr. Zhou Yuejin as the candidates of directors of the next Board of the Company, and Mr. Wu Zhang, Mr. Wong Hin Wing and Mr. Zhang He Yong as the candidates of independent non-executive directors of the next Board of the Company (detailed biographies see Appendix 1);

6. The resolution of the appointment of Ms. Huang Xue Zhen as the representative of the securities affairs of the Board of the Company (biography see Appendix 6); and
7. The proposal for the Company to hold an extraordinary general meeting to consider and approve the above fourth resolution for the part of amendment of the Articles of Association of the Company, the above fifth resolution and the resolution of purchase of Directors and Officers' Liabilities Insurance. (which was passed at the Board meeting held on 28 October 2003 and was published in Hong Kong and the PRC on 29 October 2003).

The Board of the Directors
Guangzhou Pharmaceutical Company Limited
6 February 2004

Appendix 1:

Biography of the candidates of non-independent directors:

Mr. Cai Zhixiang, aged 54, Chairman of the Board of the Company, joined GZPHL in 1981 and has over 20 years' experience in the pharmaceutical industry. Mr. Cai graduated from Guangzhou Administration College and was awarded an University diploma in Business Administration in 1991. In 2000, he was awarded a master degree in management by University of Management and Technology in the United States. At present, he is the Chairman of GZPHL. Mr. Cai is also an executive member and Vice Chairman of the Executive Committee of Guangzhou Red-Cross Association, the Honorary Vice Chairman of Guangdong Medical Association of Industry and Commerce, an executive member of the Guangzhou Association Entrepreneurs, the vice-chairman of Guangdong Enterprise Assessment Association, an executive member of the China Entrepreneurs National Executive Committees and an Executive member of the Executive Committee of the Cultural Construction Association of China Top 100 Enterprises (中國百強企業文化建設協會理事會).

Mr. Li Yimin, aged 53, Vice Chairman of the Board and Chief Pharmacist of the Company, joined GZPHL in 1970 and has 33 years' experience in the Chinese pharmaceutical industry. Mr. Li further studied at the Faculty of Biology of Zhong Shan University in 1976. He was awarded a master degree in management by University of Management and Technology in the United States in 2000. At present,

he is the Deputy Chairman and General Manger of GZPHL, the Chairman of Guangzhou Baiyunshan Pharmaceutical Co., Ltd. and an independent director of Guangzhou Steel Company Ltd. Mr. Li is also an executive member of Chinese Medicine Society of China, Chairman of the Association of Pharmaceutical Industry of Guangdong Province, Vice Chairman of the Medicine Societies of Guangdong Province, Vice Chairman of the Chinese Medicine Society of Guangdong Province, and Vice Chairman of Guangzhou Chain Store Operations Association.

Mr. Feng Zansheng, aged 53, a Director of the Company, joined GZPHL in 1970. He graduated from Guangzhou Medical College in 1977 with an University diploma in Medical Treatment. He is the chief pharmacist. Mr. Feng is the Chairman and General Manager of GZPHL, and Vice Chairman of the Chinese Medical Commerce Association, an executive member of Guangdong Medical Society and Vice Commissioner of Trading Specialty.

Mr. Zhou Yuejin, aged 46, is a Director and the General Manager of the Company. Mr. Zhou has a bachelor degree in Industrial Study and a master degree in Economics, and is qualified as a Senior Economist and a Certified Pharmacist. He joined GZPHL in 1975. He has been the head of business department, assistant to factory manager, deputy factory manager, factory manager of the Guangzhou Hejigong Pharmaceutical Company Ltd., director and deputy General Manager of Po Lian Development Company Limited. He has been the General Manager of the Company since December 2001. Mr. Zhou has extensive experience in business management and investment.

Biographies of the candidates of independent non-executive directors:

Mr. Wu Zhang, aged 46, independent non-executive director of the 2nd session of the Board of the Company, is currently the Chairman of the Board of Directors of Guangzhou Securities Limited Liability Company, chairman of Golden Eagle Asset Management Co., Ltd (金鷹基金管理有限公司) and an independent director of Guangzhou Zhujiang Enterprise Company Ltd. Mr. Wu received a master degree in Business Management from Murdoch University in Australia and has a strong theoretical knowledge in economics and finance and rich experience securities management. From 1989 to 1999, Mr. Wu was General Manager of Guangzhou Yue Yin Finance Development Company, Deputy Managing Director of Hong Kong Yue Xiu Finance Company Limited and Deputy Managing Director of Hong Kong Yue Xiu Securities Company Limited.

Mr. Wong Hin Wing, aged 41, is currently the Managing Director of Legend Capital Partners Inc., a licensed corporation under the Securities and Futures Ordinance. Mr. Wong holds master degree in Executive Business Administration from the Chinese University of Hong Kong. He is a Certified Public Accountant in Hong Kong, a member of American Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and the Institute of Chartered Secretaries and Administrators. He is also a member of the Securities Institute in United Kingdom. Mr Wong had served with an international audit firm for four years and worked as the chief financial officer of a listed company on the Stock Exchange for more than seven years.

Mr. Zhang He Yong, aged 64, graduated from Medical Science of Shanghai Medical University, is currently the consultant of the State Foods and Medicine Supervisory and Administration, Counselor of State Council, Chairman of the China OTC Medicine Association, Chairman of the Association of China Medicine Quality Control, Chairman of the Association of China Medicine Packaging and Chairman of the Association of China Medicine Packaging Equipment Industry. Mr. Zhang has been the Deputy Head of the State Medicine administration and a consultant of the State Medicines Supervisory Administration. He is well experienced in the Pharmaceutical industry.

Appendix 2:

NOMINATOR'S DECLARATION ON INDEPENDENT DIRECTOR OF Guangzhou Pharmaceutical Company Limited

The nominator, the Board of Directors of Guangzhou Pharmaceutical Company Limited, does publicly declare its nomination of Messrs. Wu Zhang, Wong Hin Wing and Zhang He Rong as candidates for independent director of the 3rd Board of Directors of Guangzhou Pharmaceutical Company Limited. The nominees have no relationship with Guangzhou Pharmaceutical Company Limited which affects the independence of the respective nominees. The particulars are as follows:

This nomination is made in full knowledge of each of the nominees' profession, academic background, professional posts, detailed work experience, and all other concurrent posts (see the appendix for the biographies of the nominees. The nominees have already given written consent to be appointed as candidates for independent director of Guangzhou Pharmaceutical Company Limited's 3rd Board of Directors (note: Declarations of the Candidates for Independent Directors are enclosed). The nominator is of the opinion that each of the nominees:

1. is qualified to be a director of a listed company based on statutes, administrative laws and regulations and other stipulations.
2. complies with the conditions of employment in the Articles of Association of Guangzhou Pharmaceutical Company Limited.
3. has the independence required by the Opinions Related to Guidance on the Setting Up of a System of Independent Directors for Listed Companies by the China Securities Regulatory Commission;
 - (i) neither each of the nominees nor his direct relatives, nor other important social connections of the each of the nominees is employed by Guangzhou Pharmaceutical Company Limited or its associates;
 - (ii) neither each of the nominees nor his direct relatives are holding either directly or indirectly 1% of the issued share capital of Guangzhou Pharmaceutical Company Limited, nor are they amongst the ten largest shareholders of Guangzhou Pharmaceutical Company Limited;
 - (iii) neither each of the nominees nor his direct relatives are holding more than 5% of the issued share capital of Guangzhou Pharmaceutical Company Limited, nor are they amongst the top five shareholders in Guangzhou Pharmaceutical Company Limited;
 - (iv) over the past year, the nominees have not breach any of the criteria in points (i), (ii) and (iii).

- (v) each of the nominee is not an employee of providing such services as financial, legal, management consultancy or technical consultancy to such company or its associates.
- 4. each of the nominees may not concurrently hold independent directorship for more than 5 listed companies, including Guangzhou Pharmaceutical Company Limited.

The nominator pledges the accuracy, completeness and correctness of the above declaration and that it does not contain any false statements or misleading elements. The nominator is fully aware of the possible consequences of making false declarations.

Nominator: The Board of Guangzhou Pharmaceutical Company Limited

6 February 2004

Appendix 3:

DECLARATION OF THE CANDIDATE FOR INDEPENDENT NON-EXECUTIVE DIRECTOR OF GUANGZHOU PHARMACEUTICAL COMPANY LIMITED

I, Wu Zhang, being a candidate for independent non-executive director for the 3rd Board of Director of Guangzhou Pharmaceutical Company Limited (the “Company”), hereby publicly declare, my assurance that there are no relations between myself and the Company which may affect my independence. Particulars of the declaration are as follows:

1. Neither myself nor my direct relatives, nor other important social connections are employed by the Company or its associated companies;
2. Neither myself nor my direct relatives are shareholders holding either directly or indirectly 1% or above of the Company’s issued shares;
3. Neither myself nor my direct relatives are amongst the ten largest shareholders of the Company;

4. Neither myself nor my direct relatives are shareholders holding either directly or indirectly 5% or above of the Company's issued share capital;
5. Neither myself nor my direct relatives are amongst the five largest shareholders of the Company;
6. Over the past one year, I do not breach any of the above mentioned points (1) to (5);
7. I do not provide such services as financial, legal, management consultancy or technical consultancy to the Company or its associated companies;
8. I have not received any other benefits from the Company, its major shareholders or interested institutions and employees which have not been disclosed;
9. I shall comply with the conditions of employment set out in the Article of Association of the Company.
10. In addition, including Guangzhou Pharmaceutical Company Limited, we do not concurrently hold independent directorship for more than five listed companies.

I am fully aware of the responsibilities attached to the post of independent non-executive director and pledge the accuracy, completeness and correctness of the above declaration and that it does not contain any false statements or misleading elements. I am fully aware of the possible consequences of making false declarations. The China Securities and Regulatory Commission may ascertain my independence and employment qualifications from this declaration. During my tenure as independent non-executive director of the Company, I shall comply with the requirements of the regulations, stipulations and notices promulgated by the China Securities and Regulatory Commission, I shall ensure that I shall devote enough time and energy to carry out my obligations, that my judgment will be independent and that I shall not be impaired by the Company's major shareholders, the practical controlling personages, or other units or individuals which have interests in the Company.

Declarer: Wu Zhang

6 February 2004

Appendix 4:

**DECLARATION OF THE CANDIDATE FOR
INDEPENDENT NON-EXECUTIVE DIRECTOR OF
GUANGZHOU PHARMACEUTICAL COMPANY LIMITED**

I, Wong Hin Wing, being a candidate for independent non-executive director for the 3rd Board of Director of Guangzhou Pharmaceutical Company Limited (the “Company”), hereby publicly declare, my assurance that there are no relations between myself and the Company which may affect my independence. Particulars of the declaration are as follows:

1. Neither myself nor my direct relatives, nor other important social connections is employed by the Company or its associated companies;
2. Neither myself nor my direct relatives is a shareholder holding either directly or indirectly 1% or above of the Company’s issued share capital;
3. Neither myself nor my direct relatives are amongst the ten largest shareholders of the Company;
4. Neither myself nor my direct relatives are shareholders holding either directly or indirectly 5% or above of the Company’s issued share capital;
5. Neither myself nor my direct relatives are amongst the five largest shareholders of the Company;
6. Over the past one year, I do not breach any of the above mentioned points (1) to (5);
7. I do not provide such services as financial, legal, management consultancy or technical consultancy to the Company or its associated companies;

8. I have not received any other benefits from the Company, its major shareholders or interested institutions and employees which have not been disclosed;
9. I shall with the conditions of employment set out in the Article of Association of the Company.
10. In addition, including Guangzhou Pharmaceutical Company Limited, I do not concurrently hold independent directorship for more than five listed companies.

I am fully aware of the responsibilities attached to the post of independent non-executive director and pledge the accuracy, completeness and correctness of the above declaration and that it does not contain any false statements or misleading elements. I am fully cognizant of the possible consequences of making false declarations. The China Securities and Regulatory Commission may ascertain my independence and employment qualifications from this declaration. During my tenure as independent non-executive directors of the Company, I shall comply with the requirements of the regulations, stipulations and notices promulgated by the China Securities and Regulatory Commission, I shall ensure that I shall devote enough time and energy to carry out my obligations, that my judgment will be independent and that I shall not be impaired by the Company's major shareholders, the practical controlling personages, or other units or individuals which have interests in the Company.

Declarer: Wong Hin Wing

6 February 2004

Appendix 5:

DECLARATION OF THE CANDIDATE FOR INDEPENDENT NON-EXECUTIVE DIRECTOR OF GUANGZHOU PHARMACEUTICAL COMPANY LIMITED

I, Zhang He Yong, being a candidate for independent non-executive director for the 3rd Board of Director of Guangzhou Pharmaceutical Company Limited (the “Company”), hereby publicly declare, my assurance that there is no relations between myself and the Company which may affect my independence. Particulars of the declaration are as follows:

1. Neither myself nor my direct relatives, nor other important social connections is employed by the Company or its associated companies;
2. Neither myself nor my direct relatives is shareholder holding either directly or indirectly 1% or above of the Company’s issued share capital;
3. Neither myself nor my direct relatives are amongst the ten largest shareholders of the Company;
4. Neither myself nor my direct relatives are shareholders holding either directly or indirectly 5% of above of the Company’s issued share capital;
5. Neither myself nor my direct relatives are amongst the five largest shareholders of the Company;
6. Over the past year, I do not breach any of the above mentioned points (1) to (5);
7. I do not provide such services as financial, legal, management consultancy or technical consultancy to the Company or its associated companies;
8. I have not received any other benefits from the Company, its major shareholders or interested institutions and employees which have not been disclosed;

9. I shall comply with the conditions of employment set out in the Article of Association of the Company.
10. In addition, including Guangzhou Pharmaceutical Company Limited, I do not concurrently hold the independent directorship for more than five listed companies.

I am fully aware of the responsibilities attached to the post of independent non-executive director and pledge the accuracy, completeness and correctness of the above declaration and that it does not contain any false statements or misleading elements. I am fully aware of the possible consequences of making false declarations. The China Securities and Regulatory Commission may ascertain my independence and employment qualifications from this declaration. During my tenure as independent non-executive directors of the Company, I shall comply with the requirements of the regulations, stipulations and notices promulgated by the China Securities and Regulatory Commission, I shall ensure that I shall devote enough time and energy to carry out my obligations, that my judgment will be independent and that I shall not be impaired by the Company's major shareholders, the practical controlling personages, or other units or individuals which have interests in the Company.

Declarer: Zhang He Yong

6 February 2004

Appendix 6:

Biography of Representative of Securities Affairs of the Board:

Ms. Huang Xue Zhen, an intermediate economist, and translator, joined the Company in September 2003. She graduated with a bachelor degree from Faculty of Foreign Language in South China Normal University in 1996. She also graduated with a postgraduate master degree from Faculty of Foreign Language in South China Normal University in 1999. She has worked for Shenzhen Expressway Co. Ltd. in the period between July 1999 and September 2003 and has taken up positions of assistant to secretary of the Board, secretary of the Supervisory Committee and the representative of H share securities affairs.

Guangzhou Pharmaceutical Company Limited
Announcement of Resolutions Passed at the Sixteenth Meeting
of the 2nd Session of the Supervisory Committee

It is hereby announced that the sixteenth Meeting of the 2nd Session of the Supervisory Committee of Guangzhou Pharmaceutical Company Limited (the “Company”) was held on 6 February 2004 at the Conference Room, 2nd Floor of the Company. The meeting was chaired by Mr. Chen Can Ying , chairman of the Supervisory Committee. All of the supervisors of the Company attended the meeting which complied with the Company Law and the Articles of Association of the Company. The following resolutions were considered and passed unanimously at the meeting:

1. The resolution of the connected transaction in relation to the acquisition of 51% equity shares of Guangzhou Pharmaceutical Yingbang Marketing Company Limited (廣州醫藥集團盈邦營銷有限公司) by the Company;
2. The resolution in relation to the agreement on the leasing of office building and other premises entered into between the Company and Guangzhou Pharmaceutical Holdings Limited;
3. The resolution in relation to the non-competition agreement entered into between the Company and Guangzhou Baiyunshan Pharmaceutical Company Limited (廣州白雲山股份有限公司);
4. The resolutions in relation to the amendment of the Articles of Association;
5. The consent of recommending Mr. Zhong Yu Gan and Mr. Ou Yang Qiang as the candidates of the shareholder representatives of the next Supervisory Committee; Mr. Chen Canying as the candidate of the staff representative of the next Supervisory Committee (whose biographies are enclosed herewith);

6. The Company proposed to hold an extraordinary general meeting to approve the fourth resolution, the fifth resolution and the resolution of the purchase of Directors and Officers' Liabilities Insurance.

The Supervisory Committee
**Guangzhou Pharmaceutical
Company Limited**

6 February 2004

Appendix:

Biography of candidate of supervisor of staff representatives:

Mr. Chen Canying, aged 54, jointed GZPHL in 1973. Mr. Chen is the chairman of the Supervisory Committee of the Company. Mr. Chen graduated from Guangzhou Administration College in 1985. Mr. Chen is also the Chairman of the Labor Union of the Company Limited, chairman of the Guangzhou Pharmaceutical Company Limited. Mr. Chen is also the director of the Guangzhou Entrepreneurs Association, a member of the Editorial Committee of "Chinese Medicine Affairs Paper", and the director of the Chinese Medicine Economic Research Association.

Biography of candidate of supervisors

Mr. Zhong Yu Gan, aged 48, graduated from Business Economics Department of Beijing Business College in 1982 and was awarded a bachelor of arts in economics. He studied abroad in the former University of 契里爾，墨托蒂 in Yugoslavia. Mr. Zhong is currently the Head of Business Administration Faculty in the Guangdong Business College, the professor of management studies and the tutor of Master degree postgraduates. He is also the deputy chairman of the Association of Marketing Research of China higher institutes, the deputy secretary general of the Association of China Marketing Study, the committee member of academic work of the Association of China International Public Relations, the deputy chairman of the Guangdong

Province Business Economics Association, the executive member of the Guangdong Province Public Relations Association. Mr. Zhong is well experienced in the fields of marketing and sales, strategic decision making and corporate management.

Mr. Ou Yang Qiang, aged 42, is the senior manager of the human resources division and an intermediate economist. He graduated from Guangzhou Administrative College and was awarded a diploma in Economics Management University in 2000. Mr. Ou Yang joined Guangzhou Pharmaceutical Holdings Limited in 1999 and has been the deputy chairman and chairman of Guangzhou Pharmaceutical Holdings Limited.

**Announcement of Convening
the First Extraordinary General Meeting of
Guangzhou Pharmaceutical Company Limited in 2004**

Notice is hereby given that the first Extraordinary General Meeting (“EGM”) of Guangzhou Pharmaceutical Company Limited (the “Company”) will be held at the address of the Company at 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the People’s Republic of China at 11:30 a.m. on Friday, 26 March 2004 for the following purposes:

1. To approve the following resolutions by way of ordinary resolutions:

- (1) The election of Mr. Cai Zhixiang, Mr. Li Yimin, Mr. Feng Zansheng and Mr. Zhou Yuejin as the candidates of non-independent directors of the next board of directors (the “Board”) of the Company, and Mr. Wu Zhang, Mr. Wong Hin Wing and Mr. Zhang He Yong as the candidates of independent non-executive directors of the next Board of the Company; Mr. Ou Yang Qiang and Mr. Zhong Yu Gan as the candidates of the supervisors of the next Supervisory Committee of the Company (Biographies of the candidates have already been announced in the resolutions of the Board on 6 February 2004). The tenure of each of the directors and supervisors of the next Board appointed is three years, and will be terminated until the directors of the next Board and supervisors of the next Supervisory Committee are elected.
- (2) The purchase of insurance of liability for the directors and senior management of the Company (which was passed at the board meeting held on 28 October 2003 and was published in Hong Kong and the PRC on 29 October 2003) and the granting of mandate to the Board to handle the procedures thereof.

The Directors and Officers’ liabilities Insurance (including risks in relation to the United States of America and Canada) covers the directors and senior management of the Company (including the person-in-charge of finance department of the Company), for one year, and the annual charge of the insurance is expected to be not exceeding RMB200,000.

2. To approve the following resolution by way of special resolutions:

- (1) The amendment of the Articles of Associations of the Company.

To amend the Articles of Associations of the Company:

Article 90: The Board of Directors shall be established by the Company (the “Board”). The Board shall comprise 9 directors consisting of one chairman and a vice-chairman.

To read:

Article 90: The Board of Directors shall be established by the Company (the “Board”). The Board shall comprise 7 directors consisting of one chairman and a vice-chairman.

3. Attendees:

- (1) Domestic and foreign shareholders whose names appear on the Register of Members of the Company at the close of trading in the afternoon on Tuesday, 24 February 2004 (including those foreign shareholders who have already successfully submitted verified documents of shareholding transfer applications on or before 24 February 2004) are entitled to attend the meeting. The Register of Members of the Company will be closed from Wednesday 25 February 2004 to Friday, 26 March 2004 (both days inclusive) during which period no transfer of H shares will be effected;
- (2) Each shareholder can appoint his/her representative to attend the meeting on his/her behalf; and
- (3) The directors, supervisors and senior management of the Company.

4. Registration for the meeting:

- (1) Registration procedures: to attend the meeting, an individual shareholder should bring along his/her identity card, shareholder account card; a representativeshould bring along his/her identity card, the power of attorney issued by the unit, shareholder account card of the legal entity and a copy of the business license of the legal entity. Overseas shareholders can make registration by mail, telephone or fax.
- (2) Registration time: 8:30 a.m. - 11:30 a.m. and 2:00 p.m. - 4:30 p.m. on Friday, 5 March 2004;
- (3) Place of registration: Company Secretary Office

5. Others:

- (1) Shareholders attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (2) Contact person: Mr. He Shuhua
Tel: 020-81218117 Fax: 020-81216408

Appendix: Proxy Form

I/We hereby appoint Mr./Ms. _____ as my/our representative to attend and vote on behalf of me/us at the first Extraordinary General Meeting of Guangzhou Pharmaceutical Company Limited in 2004.

(Please indicate clearly whether you are in favour, against or abstaining with respect to each of the resolution)

Signature of Appointor: _____

Identity card number of Appointor: _____

Number of shares held by Appointor: _____

Shareholder account number of Appointor: _____

Signature of representative: _____

Identity card number of representative: _____

Date of appointment: _____ 2004

Reply slip for attending to the first Extraordinary General Meeting of Guangzhou Pharmaceutical Company Limited

According to the Company's Articles of Association, the Company Law of the PRC, and the relevant regulations, all shareholders of the Company intended to attend the first Extraordinary General Meeting of Guangzhou Pharmaceutical Company Limited (the "Company") in 2004 are required to complete the following confirmation form:

Name: _____

Holders of: _____ shares

Identity card number: _____

Telephone number: _____

Address: _____

Date: _____

Signature of Shareholders: _____

Notes:

1. Please insert full name(s) in block letters. Copies of this confirmation form are also valid.
2. Please present copies of identity card.
3. Please present copy of documents indicating the number of shares held by you.
4. To be valid, this form must be delivered to the Company in person, by post or fax before 6 Mach 2004.

5.

- (1) To deliver this form by hand or by post to:

2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the People's Republic of China

Postal code: 510130

The Secretary Office of the Board of Guangzhou Pharmaceutical Company Limited

(2) To obtain this form by fax, please fax to:

The Secretary Office of the Board of Guangzhou Pharmaceutical Company
Limited

Fax number: 8620-81216408

The Board

Guangzhou Pharmaceutical Company Limited

6 February 2004

The above announcements are made in accordance with paragraph 2(2)
of the Listing Agreement.

Please also refer to the published version of this announcement in The
Standard / Hong Kong Economic Times