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# 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)*

(Stock Code: 0874)

## RESOLUTIONS PASSED AT THE FOURTH MEETING OF THE THIRD SESSION OF THE BOARD

This announcement is made in accordance with Rule 13.9 and paragraph 45 of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

The Company and the members of the Board hereby confirm the truthfulness, accuracy and completeness of the contents of this announcement and jointly accept full responsibility for any false representation, misleading statement or material omission contained herein.

Guangzhou Pharmaceutical Company Limited (the "Company") held the fourth meeting of the third session of the board of directors (the "Board") on 9 September 2004 at the Conference Room, 2nd Floor, 45 Sha Mian North Street, Guangzhou City. All of the six eligible directors of the Company attended the meeting, among whom Mr. Wong Hin Wing and Mr. Zhang Heyong did so by means of telephone communication. The meeting was chaired by Mr. Cai Zhixiang. The supervisors and the senior management of the Company were present at the meeting. The meeting was in accordance with the Company Law of the People's Republic of China and the provisions of the Company's Articles of Association. After detailed discussions, the following matters were considered and unanimously approved and passed by the directors at the meeting:

1. The election of Mr. Zhou Yuejin as Vice Chairman of the third session of the Board (profile attached);
2. The resignation of Mr. Cai Zhixiang as Chairman and Director of the Company, and the appointment of Mr. Zhou Yuejin, the Vice Chairman, to act as Chairman until the date of the election of the new Chairman; and
3. The resolution in relation to the nomination of Mr. Yang Rongming and Mr. He Shuhua as candidates for new Directors (profiles attached).

By order of the Board  
**He Shuhua**  
*Company Secretary*

Guangzhou, PRC, 9 September 2004

As at the date of this announcement, the board of directors of the Company comprises Mr. Cai Chixiang (resigned on 9 September, 2004), Mr. Zhou Yuejin and Mr. Feng Zansheng as executive directors and Mr. Wu Zhang, Mr. Wong Hin Wing and Mr. Zhang Heyong as independent non-executive directors.

## ATTACHMENT

### Profile of Vice Chairman

**Mr. Zhou Yuejin**, aged 46, is a Director and General Manager of the Company. Mr. Zhou obtained a Bachelor degree in Industrial Study and a Master degree in Economics, and qualified as a Senior Economist and a Certified Pharmacist. He joined Guangzhou Pharmaceutical Holdings Limited in 1975. He was the supervisor of the business department of, assistant to the factory manager of, vice factory manager of and factory manager of the Guangzhou He Ji Gong Pharmaceutical Factory, a Director and Deputy General Manager of Po Lian Development Co., Ltd.. He has been General Manager of the Company since December 2001. He has extensive experience in business management and investment.

### Profiles of Candidates for Directors

**Mr. Yang Rongming**, aged 51, is a postgraduate and currently Chairman and General Manager of Guangzhou Pharmaceutical Holdings Limited. Mr. Yang started his career in October 1970 and served as vice factory manager of Guangzhou Monosodium Glutamate and Food Factory (廣州味精食品廠), Deputy General Manager of Guangzhou Ao Sang Monosodium Glutamate & Food Co., Ltd (澳桑味精食品廠有限公司), a Director and General Manger of Guangzhou Eagle Coin Enterprises Group Corporation, Chairman and General Manager of Guangzhou Zhujiang Brewery Group Co., Ltd. and Chairman of Guangzhou Zhujiang Brewery Co., Ltd.. Mr. Yang has extensive experience in business management and sales and marketing.

**Mr. He Shuhua**, aged 48, Deputy General Manager and Company Secretary of the Company, joined Guangzhou Pharmaceutical Holdings Limited in 1982. He graduated from Zhong Shan University with a Bachelor degree in Biology. In 1995, he obtained a Master degree in Statistics from the same university. He is also an executive member of Guangdong Statistics Society and a representative of the 12th Guangzhou Municipal People's Congress. Mr. He has been Company Secretary since 1997 and Deputy General Manager of the Company since September 2001, respectively. He has extensive expensive in business management and sales and marketing.

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