

*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 established in the People's Republic of China with limited liability)*

(Stock Code: 0874)

## **Announcement of Resolutions Passed at the Eighth Meeting of the Third Session of the Board of Directors**

**The Company and all members of the Board of Directors hereby confirm the truthfulness, accuracy and completeness of the contents of this announcement and jointly accept full responsibility for any false statements or misleading representations contained in or material omissions from this announcement.**

The eighth meeting of the Third Session of the Board of Directors of Guangzhou Pharmaceutical Company Limited (the "Company") was held at the conference room of the Company at 2nd floor, 45 Sha Mian North Street, Guangzhou City, the PRC on 5 November 2004 at 3:00 p.m. All of the 7 eligible directors attended the meeting, of whom Mr. Zhang Heyong, an independent director, participated in the meeting by way of telephone conference. The meeting was presided by Mr. Yang Rongming and also attended by certain supervisors and senior management members of the Company in compliance with the Company Law and the Articles of Association of the Company. After due discussions and upon the unanimous vote of the participating directors, the following proposals were duly approved:

1. the proposed subscription of new shares of Guangzhou Wanglaoji Pharmaceutical Company Limited ("Wanglaoji") by Golden Force Pharmacy Limited ("Golden Force");
2. the proposed supplemental trademark licence agreement between Guangzhou Pharmaceutical Holdings Limited ("GPHL") and the Company;
3. the proposed trademark licence agreement between GPHL and Wanglaoji; and
4. the proposal for convening an extraordinary general meeting and separate class meetings of shareholders of the Company to consider the proposed subscription of new shares of Wanglaoji by Golden Force (further announcement will be made regarding the date for convening the extraordinary general meeting and the separate class meetings of the shareholders of the Company).

*The Board of Directors of*  
**Guangzhou Pharmaceutical Company Limited**

Guangzhou, the PRC, 5 November 2004

**As at the date of this announcement, the Board of Directors comprises executive directors Messrs. Yang Rongming, Zhou Yuejin, Feng Zansheng and He Shuhua and independent non-executive directors Messrs. Wu Zhang, Wong Hin Wing and Zhang Heyong.**

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