



# 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)*

(H Share Stock Code: 0874)

---

## NOTICE CONVENING THE THIRD EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2004

Guangzhou Pharmaceutical Company Limited (the “Company”) and all members of the board of Directors of the Company (the “Board”) hereby confirm the truthfulness, accuracy and completeness of the contents of this notice and jointly and individually accept full responsibility for any false representations, misleading statements or material omissions herein contained.

### IMPORTANT NOTICE

- Time for the third extraordinary general meeting of the shareholders of the Company for the year 2004 (the “EGM”): 10:00 a.m. on Thursday, 30 December 2004.
- Place where the EGM will be held: the conference room of the Company at 2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”).
- Manner for holding the EGM: present.
- Proposed special resolution: the proposed subscription of new shares of Guangzhou WangLaoJi Pharmaceutical Company Limited (“WangLaoJi”) by Golden Force Pharmacy Limited (“Golden Force”).

### 1. INFORMATION ON THE EGM

- (1) The proposal for convening the EGM was considered and passed at the eighth meeting of the Third Session of the Board (the “Board Meeting”).
- (2) Time for the EGM: 10:00 a.m. on Thursday, 30 December 2004.
- (3) Place where the EGM will be held: the conference room of the Company at 2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC.

## **2. MATTERS TO BE CONSIDERED AT THE EGM**

To consider and, if thought fit, pass the following resolution by way of a special resolution:

“That the subscription by Golden Force of 98,378,439 new shares of WangLaoJi, of which the Company is an existing major shareholder holding approximately 92.48 % of its current issued share capital, pursuant to the terms and conditions of a subscription agreement dated 8 November 2004 entered into between Golden Force and WangLaoJi (the “Subscription”), details of which are set out in a circular dated 12 November 2004 issued by the Company to its shareholders, be and is hereby approved and that the Directors of the Company be and they are hereby authorised on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and deeds and do all such acts, matters and things as they may in their absolute discretion consider necessary or desirable and in the interests of the Company for the purpose of and in connection with the implementation of the Subscription.”

The Subscription was considered and approved at the Board Meeting and the resolutions passed thereat were published in the PRC and Hong Kong on 9 November 2004.

## **3. ATTENDEES OF THE EGM**

- (1) Holders of domestic shares and overseas listed shares of the Company (“H shares”) whose names appear in the Register of Members of the Company at the close of trading in the afternoon of Monday, 29 November 2004 (including those holders of H Shares who have already successfully submitted verified share transfer applications on or before 29 November 2004) are entitled to attend the EGM. The Register of Members of the Company will be closed from Tuesday, 30 November 2004 to Wednesday, 29 December 2004 (both days inclusive) during which period no transfer of H shares will be effected.
- (2) Each shareholder who has the right to attend and vote at the EGM is entitled to appoint one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the EGM. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. In order to be valid, the form of proxy together with a notarially certified copy of the power of attorney or other documents of authorisation (if any) must be deposited at the Company’s office not less than 24 hours before the time for holding the EGM or any adjournment thereof.
- (3) The Directors, supervisors and senior management of the Company.

#### **4. REGISTRATION FOR THE EGM**

- (1) To register for the EGM, an individual shareholder should produce his/her identity card and shareholder account card; a proxy should produce the form of proxy, the appointor's and the proxy's identity cards and the shareholder account card of the appointor; and a corporate shareholder should produce a photocopy of its business license, the authorisation document executed by its legal representative, its shareholder account card and the attendee's identity card. Overseas shareholders may make the registration by mail, telephone or fax.
- (2) Registration time and place  
Registration time: 8:30 a.m. - 11:30 a.m. and 2:00 p.m. - 4:30 p.m. on Thursday, 9 December 2004  
Place of registration: the Secretariat to the Board  
2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC

#### **5. OTHERS**

- (1) Address of the Company: Guangzhou Pharmaceutical Company Limited, 2nd floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC  
Postal code: 510130  
Contact person: He Shuhua  
Tel: (86)20-81218119 Fax: (86)20-81216408
- (2) Address of Shanghai Securities Central Clearing and Registration Corporation: 36/F, China Insurance Building, No. 166 Lujiazui Road East, Shanghai, the PRC  
  
Address of Hong Kong Registrars Limited: 46/F, Hopewell Centre, 183 Queen's Road East, Hong Kong
- (3) The EGM is expected to last half a day. Shareholders attending the EGM shall be responsible for their own traveling and accommodation expenses.

#### **6. DOCUMENTS AVAILABLE FOR INSPECTION**

Resolutions passed at the Board Meeting and the announcement in relation thereof.

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

Guangzhou, PRC, 12 November 2004

**As at the date of this notice, 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.**

---

## **NOTICE CONVENING A CLASS MEETING OF THE HOLDERS OF THE OVERSEAS LISTED FOREIGN SHARES**

Guangzhou Pharmaceutical Company Limited (the “Company”) and all members of the board of Directors of the Company (the “Board”) hereby confirm the truthfulness, accuracy and completeness of the contents of this notice and jointly and individually accept full responsibility for any false representations, misleading statements or material omissions herein contained.

### **IMPORTANT NOTICE**

- Time for the class meeting (the “Class Meeting”) of the holders of the overseas listed foreign shares of the Company (“H shares”): 11:00 a.m. (or immediate after the conclusion or adjournment of the third extraordinary general meeting of the shareholders of the Company for the year 2004 (the “EGM”) which will be held on the same date and at the same place) on Thursday, 30 December 2004.
- Place where the Class Meeting of the holders of H shares will be held: the conference room of the Company at 2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”).
- Manner for holding the Class Meeting of the holders of H shares: present.
- Proposed special resolution: the proposed subscription of new shares of Guangzhou WangLaoJi Pharmaceutical Company Limited (“WangLaoJi”) by Golden Force Pharmacy Limited (“Golden Force”).

### **1. INFORMATION ON THE CLASS MEETING OF THE HOLDERS OF H SHARES**

- (1) The proposal for convening the Class Meeting of the holders of H shares was considered and approved at the eighth meeting of the Third Session of the Board (the “Board Meeting”).
- (2) Time for the Class Meeting of the holders of H shares: 11:00 a.m. (or immediate after the conclusion or adjournment of the EGM which will be held on the same date and at the same place) on Thursday, 30 December 2004.
- (3) Place where the Class Meeting of the holders of H shares will be held: the conference room of the Company at 2nd floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC.

## **2. MATTERS TO BE CONSIDERED AT THE CLASS MEETING OF THE HOLDERS OF H SHARES**

To consider and, if thought fit, pass the following resolution by way of a special resolution:

“That the subscription by Golden Force of 98,378,439 new shares of WangLaoJi, of which the Company is an existing major shareholder holding approximately 92.48 % of its current issued share capital, pursuant to the terms and conditions of a subscription agreement dated 8 November 2004 entered into between Golden Force and WangLaoJi (the “Subscription”), details of which are set out in a circular dated 12 November 2004 issued by the Company to its shareholders, be and is hereby approved and that the Directors of the Company be and they are hereby authorised on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and deeds and do all such acts, matters and things as they may in their absolute discretion consider necessary or desirable and in the interests of the Company for the purpose of and in connection with the implementation of the Subscription.”

The Subscription was considered and approved at the Board Meeting and the resolutions passed thereat were published in the PRC and Hong Kong on 9 November 2004.

## **3. ATTENDEES OF THE CLASS MEETING OF THE HOLDERS OF H SHARES**

- (1) Holders of H shares whose names appear in the Register of Members of the Company at the close of trading in the afternoon of Monday, 29 November 2004 (including those holders of H shares who have already successfully submitted verified share transfer applications on or before 29 November 2004) are entitled to attend the Class Meeting of the holders of H shares. The Register of Members of the Company will be closed from Tuesday, 30 November 2004 to Wednesday, 29 December 2004 (both days inclusive) during which period no transfer of H shares will be effected.
- (2) Each holder of H shares who has the right to attend and vote at the Class Meeting of the holders of H shares is entitled to appoint one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Class Meeting of the holders of H shares. A proxy of a holder of H shares who has appointed more than one proxy may only vote on a poll. In order to be valid, the form of proxy together with a notarially certified copy of the power of attorney or other documents of authorisation (if any) must be deposited at the Company’s office not less than 24 hours before the time for holding the Class Meeting of the holders of H shares or any adjournment thereof.
- (3) The Directors, supervisors and senior management of the Company.

#### **4. REGISTRATION FOR THE CLASS MEETING OF THE HOLDERS OF H SHARES**

(1) To register for the Class Meeting of the holders of H shares, an individual holder of H shares should produce his/her identity card and shareholder account card; a proxy should produce the form of proxy, the appointor's and the proxy's identity cards and the shareholder account card of the appointor; and a corporate holder of H shares should produce a photocopy of its business license, the authorisation document executed by its legal representative, its shareholder account card and the attendee's identity card. Overseas shareholders may make registration by mail, telephone or fax.

(2) Registration time and place

Registration time: 8:30 a.m. - 11:30 a.m. and 2:00 p.m. - 4:30 p.m. on Thursday, 9 December 2004

Place of registration: the Secretariat to the Board  
2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC.

#### **5. OTHERS**

(1) Address of the Company: Guangzhou Pharmaceutical Company Limited, 2nd floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC.

Postal code: 510130

Contact person: He Shuhua

Tel: (86)20-81218119 Fax: (86)20-81216408

(2) Address of Hong Kong Registrars Limited: 46/F, Hopewell Centre, 183 Queen's Road East, Hong Kong

(3) The Class Meeting of the holders of H shares is expected to last half a day. Shareholders attending the Class Meeting of the holders of H shares shall be responsible for their own traveling and accommodation expenses.

#### **6. DOCUMENTS AVAILABLE FOR INSPECTION**

Resolutions passed at the Board Meeting and the announcement in relation thereof.

By order of the Board

**He Shuhua**

*Company Secretary*

Guangzhou, PRC, 12 November 2004

**As at the date of this notice, 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.**

---

## **NOTICE CONVENING A CLASS MEETING OF THE HOLDERS OF THE DOMESTIC SHARES**

Guangzhou Pharmaceutical Company Limited (the “Company”) and all members of the board of Directors of the Company (the “Board”) hereby confirm the truthfulness, accuracy and completeness of the contents of this notice and jointly and individually accept full responsibility for any false representations, misleading statements or material omissions herein contained.

### **IMPORTANT NOTICE**

- Time for the class meeting (the “Class Meeting”) of the holders of the domestic shares of the Company: 11:30 a.m. (or immediate after the conclusion or adjournment of the third extraordinary general meeting of the shareholders of the Company for the year 2004 (the “EGM”) and the Class Meeting of the holders of H shares, both of which will be held on the same date and at the same place) on Thursday, 30 December 2004 .
- Place where the Class Meeting of the holders of the domestic shares will be held: the conference room of the Company at 2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”).
- Manner for holding the Class Meeting of the holders of the domestic shares: present.
- Proposed special resolution: the proposed subscription of new shares of Guangzhou WangLaoJi Pharmaceutical Company Limited (“WangLaoJi”) by Golden Force Pharmacy Limited (“Golden Force”).

### **1. INFORMATION ON THE CLASS MEETING OF HOLDERS OF THE DOMESTIC SHARES**

- (1) The proposal for convening the Class Meeting of the holders of the domestic shares was considered and approved at the eighth meeting of the Third Session of the Board (the “Board Meeting”).
- (2) Time for the Class Meeting of the holders of the domestic shares: 11:30 a.m. (or immediate after the conclusion or adjournment of the EGM and the Class Meeting of the holders of H shares, both of which will be held on the same date and at the same place) on Thursday, 30 December 2004.
- (3) Place where the Class Meeting of the holders of the domestic shares will be held: the conference room of the Company at 2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC.

## **2. MATTERS TO BE CONSIDERED AT THE CLASS MEETING OF THE HOLDERS OF THE DOMESTIC SHARES**

To consider and, if thought fit, pass the following resolution by way of a special resolution:

“That the subscription by Golden Force of 98,378,439 new shares of WangLaoJi, of which the Company is an existing major shareholder holding approximately 92.48 % of its current issued share capital, pursuant to the terms and conditions of a subscription agreement dated 8 November 2004 entered into between Golden Force and WangLaoJi (the “Subscription”), details of which are set out in a circular dated 12 November 2004 issued by the Company to its shareholders, be and is hereby approved and that the Directors of the Company be and they are hereby authorised on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and deeds and do all such acts, matters and things as they may in their absolute discretion consider necessary or desirable and in the interests of the Company for the purpose of and in connection with the implementation of the Subscription.”

The Subscription was considered and approved at the Board Meeting and the resolutions passed thereat were published in the PRC and Hong Kong on 9 November 2004.

## **3. ATTENDEES OF THE CLASS MEETING OF HOLDERS OF THE DOMESTIC SHARES**

- (1) Holders of the domestic shares whose names appear in the Register of Members of the Company at the close of trading in the afternoon of Monday, 29 November 2004 are entitled to attend the Class Meeting of the holders of the domestic shares.
- (2) Each holder of the domestic shares who has the right to attend and vote at the Class Meeting of the holders of the domestic shares is entitled to appoint one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Class Meeting of the holders of the domestic shares. A proxy of a holder of domestic shares who has appointed more than one proxy may only vote on a poll. In order to be valid, the form of proxy together with a notarially certified copy of the power of attorney or other documents of authorisation (if any) must be deposited at the Company’s office not less than 24 hours before the time for holding the Class Meeting of the holders of the domestic shares or any adjournment thereof.
- (3) The Directors, supervisors and senior management of the Company.



#### **4. REGISTRATION FOR THE CLASS MEETING OF THE HOLDERS OF THE DOMESTIC SHARES**

- (1) To register for the Class Meeting of the holders of the domestic shares, an individual holder of domestic shares should produce his/her identity card and shareholder account card; a proxy should produce the form of proxy, the appointor's and the proxy's identity cards and the shareholder account card of the appointor; and a corporate holder of domestic shares should produce a photocopy of its business license, the authorisation document executed by its legal representative, its shareholder account card and the attendee's identity card. Overseas shareholders may make registration by mail, telephone or fax.
- (2) Registration time and place  
Registration time: 8:30 a.m. - 11:30 a.m. and 2:00 p.m. - 4:30 p.m. on Thursday, 9 December 2004  
Place of registration: the Secretariat to the Board  
2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC.

#### **5. OTHERS**

- (1) Address of the Company: Guangzhou Pharmaceutical Company Limited, 2nd floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC.  
Postal code: 510130  
Contact person: He Shuhua  
Tel: (86)20-81218119 Fax: (86)20-81216408
- (2) Address of Shanghai Securities Central Clearing and Registration Corporation: 36/F, China Insurance Building, No. 166 Lujiazui Road East, Shanghai, the PRC.
- (3) The Class Meeting of holders of the domestic shares is expected to last half a day. Shareholders attending the Class Meeting of the holders of the domestic shares shall be responsible for their own traveling and accommodation expenses.

#### **6. DOCUMENTS AVAILABLE FOR INSPECTION**

Resolutions passed at the Board Meeting and the announcement in relation thereof.

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

Guangzhou, PRC, 12 November 2004

**As at the date of this notice, the Board of Directors of the Company 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.