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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)

Second Notice Convening the Class Meeting of the Holders of the Overseas Listed Foreign Shares

The Notice Convening the Class Meeting of the Holders of the Overseas Listed Foreign Shares (“H shares”) (the “Meeting”) of Guangzhou Pharmaceutical Company Limited (the “Company”) was published on 15 November 2004. Up to 9 December 2004 (the date by which the completed and signed reply slips from holders of H shares who intend to attend the Meeting must be received by the Company), the Company had not received written replies from holders of H shares who intend to attend the Meeting and whose shareholdings together represent more than 50% of the total H shares having the right to vote at the Meeting. Thus, in accordance with the requirement of article 87 of the articles of association of the Company, a second notice of the relevant matters of the Meeting is hereby given by the Company as follows:

1. Time for the Meeting: 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) on Thursday, 30 December 2004.
2. Place where the Meeting 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.
3. Proposed resolution (special resolution): the proposed subscription of new shares of Guangzhou Wanglaoji Pharmaceutical Company Limited by Golden Force Pharmacy Limited.

The businesses to be considered at the Meeting as well as its date and place remain the same as those disclosed in the Notice Convening the Class Meeting of the Holders of the Overseas Listed Foreign Shares published on Shanghai Securities in the PRC and on Hong Kong Economic Times and The Standard in Hong Kong respectively on 15 November 2004.

By order of the board of directors

He Shuhua

Secretary to the board of directors

Guangzhou, the PRC, 13 December 2004

As at the date of this announcement, the board of directors of the Company comprises Messrs. Yang Yongming, Zhou Yuejin, Feng Zansheng and He Shuhua as executive directors, and Messrs. Wu Zhang, Wong Hin Wing and Zhang Heyong as independent non-executive directors.

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