

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)*

(H Share Stock Code: 0874)

---

## ANNOUNCEMENT OF THE RESOLUTION PASSED AT THE THIRD EXTRAORDINARY GENERAL MEETING OF 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 announcement and jointly and severally accept full responsibility for any false representation, misleading statement or material omission herein contained.

### 1. CONVENING OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2004 (THE "EGM") AND ATTENDANCE THEREOF

The EGM was held by the Company on 30 December 2004 at 10:00 a.m. at the Conference Room, 2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the People's Republic of China (the "PRC"). 5 shareholders (in person or represented by proxies) attended the EGM, representing a total of 525,325,000 shares (of which 513,000,000 shares were State-owned shares, representing approximately 63.26% of the total number of shares of the Company, 12,324,000 shares were H shares, representing approximately 1.52% of the total number of shares of the Company, and 1,000 shares were A shares, representing approximately 0.00012% of the total number of shares of the Company) or approximately 64.78% of the total shares of the Company. The EGM was convened by the Board and was presided by Mr. Yang Yongming, the chairman of the Company. Some of the directors, supervisors and senior management of the Company, together with the attesting lawyer and auditor of the Company were present at the EGM. The EGM was held in compliance with the relevant provisions of the Company Law of the PRC (the "Company Law") and the Company's Articles of Association (the "Articles").

As at the date of the EGM, there were a total of 810,900,000 shares of the Company in issue, entitling the holders thereof to attend and vote for or against the resolution set out in the notice of the EGM (the "Notice") published on 15 November 2004. No holders of shares in the Company were entitled to attend and vote only against the resolution at the EGM.

### 2. CONSIDERATION OF THE RESOLUTION

In accordance with the agenda of the EGM, the following resolution (details of which were set out in the Notice) was passed at the EGM by means of a poll:

The proposed subscription of new shares of Guangzhou WangLaoJi Pharmaceutical Company Limited by Golden Force Pharmacy Limited was considered and passed by means of a special resolution.

The voting results are:

525,303,000 shares voted in favour (of which 513,000,000 shares were State-owned shares, 12,302,000 shares were H shares and 1,000 shares were A shares), representing 99.99% of the total number of shares attended the EGM carrying the right to vote; 0 shares voted against, representing 0%, and 22,000 shares abstained, representing 0.01%.

### 3. PROCEEDINGS WITNESSED BY LAWYER AND AUDITOR

Guangzhou Yangcheng Certified Public Accountants Co., Ltd., the Company's domestic auditor, acted as the scrutineer for the voting at the EGM.

The EGM was witnessed by Zhang Zhenya, a lawyer of Z & T Law Firm which issued its legal opinion that the procedures for convening and holding of the EGM complied with the requirements of the Company Law and the Articles, and the eligibility of the persons attending the EGM was lawful and valid. No new motions were proposed by shareholders at the EGM. The voting procedures of the meeting complied with the laws and regulations and the provisions of the Articles. The resolution passed at the EGM was lawful and valid.

### 4. DOCUMENTS AVAILABLE FOR INSPECTION

- (1) The resolution passed at the EGM signed by the shareholders who were present in person or by proxies; and
- (2) The legal opinion issued by the lawyer in relation to the EGM.

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

Guangzhou, PRC, 30 December 2004

*As at the date of this announcement, the Board 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.*

---

## **ANNOUNCEMENT OF THE RESOLUTION PASSED AT THE 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 announcement and jointly and severally accept full responsibility for any false representation, misleading statement or material omission herein contained.

### **1. CONVENING OF THE CLASS MEETING (THE “CLASS MEETING”) OF THE HOLDERS OF THE OVERSEAS LISTED FOREIGN SHARES (THE “H SHARES”) AND ATTENDANCE THEREOF**

The Class Meeting of the holders of H shares was held by the Company on 30 December 2004 at 11: 00 a.m. at the Conference Room, 2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”). 3 holders of H shares (in person or represented by proxies) attended the Class Meeting of the holders of H shares, representing a total of 12,224,000 H shares of the Company or approximately 5.56% of the total number of H shares of the Company in issue. Up to 9 December 2004 (the date by which the completed and signed reply slips from holders of H shares who intended to attend the Class Meeting of the holders of H shares must be received by the Company), the Company had not received written replies from holders of H shares who intended to attend the Class Meeting of the holders of H shares and whose shareholdings together represented more than 50% of the total H shares having the right to vote at the Class Meeting of the holders of H shares. Therefore, the Company published a Second Notice Convening the Class Meeting of the Holders of H Shares on Shanghai Securities in the PRC and on Economic Times and The Standard in Hong Kong on 14 December 2004. According to Article 87 of the Articles of Association of the Company (the “Articles”), after the publication of a second notice of the details of the Class Meeting of the holders of H shares, such meeting can be held by the Company as originally scheduled.

The Class Meeting of the holders of H shares was convened by the Board and was presided by Mr. Yang Yongming, the chairman of the Company. Some of the directors, supervisors and senior management of the Company, together with the attesting lawyer and auditor of the Company were present at the Class Meeting of the holders of H shares. The Class Meeting of the holders of H shares was held in compliance with the relevant provisions of the Company Law of the PRC (the “Company Law”) and the Articles.

As at the date of the Class Meeting of the holders of H shares, there were a total of 219,900,000 H shares of the Company in issue (representing approximately 27.12% of the total issued shares of the Company), entitling the holders thereof to attend and vote for or against the resolution set out in the notice of the Class Meeting of the holders of H shares (the “Notice”) published on 15 November 2004. No holders of H shares of the Company were entitled to attend and vote only against the resolution at the Class Meeting of the holders of H shares.

### **2. CONSIDERATION OF THE RESOLUTION**

In accordance with the agenda of the Class Meeting of the holders of H shares, the following resolution (details of which were set out in the Notice) was passed at the Class Meeting of the holders of H shares by means of a poll:

The proposed subscription of new shares of Guangzhou WangLaoJi Pharmaceutical Company Limited by Golden Force Pharmacy Limited was considered and passed by means of a special resolution.

The voting results are:

12,202,000 shares voted in favour, representing 99.82% of the total number of H shares attended the Class Meeting of the holders of H shares carrying the right to vote; 0 shares voted against, representing 0%, and 22,000 shares abstained, representing 0.18%.

### 3. PROCEEDINGS WITNESSED BY LAWYER AND AUDITOR

Guangzhou Yangcheng Certified Public Accountants Co., Ltd., the Company's domestic auditor, acted as the scrutineer for the voting at the Class Meeting of the holders of H shares.

The Class Meeting of the holders of H shares was witnessed by Zhang Zhenya, a lawyer of Z & T Law Firm which issued its legal opinion that the procedures for convening and holding of the Class Meeting of the holders of H shares complied with the requirements of the Company Law and the Articles, and the eligibility of the persons attending the Class Meeting of the holders of H shares was lawful and valid. No new motions were proposed by the holders of H shares at the Class Meeting of the holders of H shares. The voting procedures of the meeting complied with the laws and regulations and the provisions of the Articles. The resolution passed at the Class Meeting of the holders of H shares was lawful and valid.

### 4. DOCUMENTS AVAILABLE FOR INSPECTION

- (1) The resolution passed at the Class Meeting of the holders of H shares signed by holders of H shares who were present in person or by proxies; and
- (2) The legal opinion issued by the lawyer in relation to the Class Meeting of the holders of H shares.

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

Guangzhou, PRC, 30 December 2004

*As at the date of this announcement, the Board 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.*

---

## **ANNOUNCEMENT OF THE RESOLUTION PASSED AT THE 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 announcement and jointly and severally accept full responsibility for any false representation, misleading statement or material omission herein contained.

### **1. CONVENING OF THE CLASS MEETING (THE “CLASS MEETING”) OF THE HOLDERS OF THE DOMESTIC SHARES AND ATTENDANCE THEREOF**

The Class Meeting of the holders of domestic shares was held by the Company on 30 December 2004 at 11: 30 a.m. at the Conference Room, 2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”). 2 holders of domestic shares (in person or represented by proxies) attended the Class Meeting of the holders of domestic shares, representing a total of 513,001,000 domestic shares of the Company (of which 513,000,000 shares were State-owned shares and 1,000 shares were A shares) or approximately 86.80% of the total number of issued domestic shares of the Company. The Class Meeting of the holders of domestic shares was convened by the Board and was presided by Mr. Yang Yongming, the chairman of the Company. Some of the directors, supervisors and senior management of the Company, together with the attesting lawyer and auditor of the Company were present at the Class Meeting of the holders of domestic shares. The Class Meeting of the holders of domestic shares was held in compliance with the relevant provisions of the Company Law of the PRC (the “Company Law”) and the Company’s Articles of Association (the “Articles”).

As at the date of the Class Meeting of the holders of domestic shares, there were a total of 591,000,000 domestic shares of the Company in issue, entitling the holders thereof to attend and vote for or against the resolution set out in the notice of the Class Meeting of the holders of domestic shares (the “Notice”) published on 15 November 2004. No holders of domestic shares of the Company were entitled to attend and vote only against the resolution at the Class Meeting of the holders of domestic shares.

### **2. CONSIDERATION OF THE RESOLUTION**

In accordance with the agenda of the Class Meeting of the holders of domestic shares, the following resolution (details of which were set out in the Notice) was passed at the Class Meeting of the holders of domestic shares by means of a poll:

The proposed subscription of new shares of Guangzhou WangLaoJi Pharmaceutical Company Limited by Golden Force Pharmacy Limited was considered and passed by means of a special resolution.

The voting results are:

513,001,000 shares voted in favour (of which 513,000,000 shares were State-owned shares and 1,000 shares were A shares), representing 100% of the total number of domestic shares attended the Class Meeting of the holders of the domestic shares carrying the right to vote; 0 shares voted against, representing 0 %, and 0 shares abstained, representing 0%.

### **3. PROCEEDINGS WITNESSED BY LAWYER AND AUDITOR**

Guangzhou Yangcheng Certified Public Accountants Co., Ltd., the Company’s domestic auditor, acted as the scrutineer for the voting at the Class Meeting of the holders of domestic shares.

The Class Meeting of the holders of domestic shares was witnessed by Zhang Zhenya, a lawyer of Z & T Law Firm which issued its legal opinion that the procedures for convening and holding of the Class Meeting of the holders of domestic shares complied with the requirements of the Company Law and the Articles, and the eligibility of the persons attending the Class Meeting of the holders of domestic shares was lawful and valid. No new motions were proposed by the holders of domestic shares at the Class Meeting of the holders of domestic shares. The voting procedures of the meeting complied with the laws and regulations and the provisions of the Articles. The resolution passed at the Class Meeting of the holders of domestic shares was lawful and valid.

#### 4. DOCUMENTS AVAILABLE FOR INSPECTION

- (1) The resolution passed at the Class Meeting of the holders of domestic shares signed by holders of domestic shares who were present in person or by proxies; and
- (2) The legal opinion issued by the lawyer in relation to the Class Meeting of the holders of domestic shares.

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

Guangzhou, PRC, 30 December 2004

*As at the date of this announcement, the Board 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.