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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)*

(H Share Stock Code: 0874)

## ANNOUNCEMENT ON THE VOTING RESULTS OF THE RELEVANT A SHAREHOLDERS' MEETING

Upon the authorization and acting on behalf of the Holders of Non-circulating Shares, the Board hereby announces that the Amended Share Reform Plan was approved at the Relevant A Shareholders' Meeting.

This announcement is made in accordance with Rule 13.09 (2) of the Listing Rules.

Reference is made to the announcements (the "Announcements") of Guangzhou Pharmaceutical Company Limited (the "Company") dated 3 March 2006, 14 March 2006, 23 March 2006 and 6 April 2006. Terms used in this announcement shall have the same meanings as defined in the Announcements unless otherwise defined herein.

Upon the authorization and acting on behalf of the Holders of Non-circulating Shares of the Company, namely GPLH and Great Wall Corporation, the Board hereby announces that the Amended Share Reform Plan was approved at the Relevant A Shareholders' Meeting.

### 1. THE HOLDING OF THE RELEVANT A SHAREHOLDERS' MEETING

Upon the authorization and acting on behalf of the Holders of Non-circulating Shares, the Board convened the Relevant A Shareholders' Meeting, which commenced at 2:00 p.m. on 12 April 2006 at the Company's conference room located at 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC, and was chaired by Mr. Zhou Yuejin, the vice chairman of the Company. Online voting through the trading system of the Shanghai Stock Exchange ("SSE") was available from 9:30 a.m. to 11:30 a.m. and 1:00p.m. to 3:00 p.m. on each trading day from 10 April 2006 to 12 April 2006.

The Relevant A Shareholders' Meeting was convened and held in compliance with the relevant laws, regulations and provisions of standardized documents including the Company Law of the PRC, The Guidelines on Share Reform Plan of Listed Companies, the Opinions on the Standardization of the Shareholders' General Meeting of Listed Companies, the Listing Rules of the SSE and the Articles of Association of the Company.

No new resolution nor any resolution to overrule or amend the Amended Share Reform Plan was proposed at the Relevant A Shareholders' Meeting.

## **2. THE ATTENDANCE OF THE RELEVANT A SHAREHOLDERS' MEETING**

A total of 1,154 shareholders (including by proxies) voted in person at the Relevant A Shareholders' Meeting, and voted through the trading system and online representing a total of 532,859,136 shares with entitlement to vote and 90.16% of the total number of shares with entitlement to vote of the Company, among which:

2 persons representing the Holders of Non-circulating Shares attended and voted at the Relevant A Shareholders' Meeting, representing a total of 513,000,000 shares or 100.00% of the total number of Company's Non-circulating Shares.

A total of 36 holders of A shares (including by proxies) attended and voted at the Relevant A Shareholders' Meeting, representing a total of 789,107 A shares or 1.01% of the total number of A shares with entitlement to vote of the Company at the Relevant A Shareholders' Meeting (among which a total of 33 holders of A shares voted through appointing the Board as their proxies, representing a total of 757,607 A shares or 0.97% of the total number of A shares with entitlement to vote of the Company).

A total of 1,161 holders of A shares voting through the trading system or online representing a total of 19,070,029 A shares or 24.45% of the total number of A shares with entitlement to vote of the Company.

Certain directors, supervisors, senior management members, representatives of the sponsor and financial adviser, and witnessing lawyer attended the Relevant A Shareholders' Meeting.

## **3. CONSIDERATION AND VOTING OF THE RESOLUTION**

The resolution relating to the amended "Share Reform Plan in relation to Guangzhou Pharmaceutical Company Limited" was considered and approved by way of voting by poll at the Relevant A Shareholders' Meeting. Please refer to the "Share Reform Plan in relation to Guangzhou Pharmaceutical Company Limited" (Revised Version) published on 23 March 2006 on the website of the SSE (<http://www.sse.com.cn>) for the full version of the Amended Share Reform Plan.

## 1 VOTING RESULTS ON RESOLUTION

	Number of shares represented	For	Against	Abstained	<i>Unit: share</i> Percentage represented by votes in favour of the resolution(%)
All Relevant A Shareholders	532,859,136	531,371,254	1,441,082	46,800	99.72
In particular:					
Holders of trading share	19,859,136	18,371,254	1,441,082	46,800	92.51
Holders of Non- circulating Shares	513,000,000	513,000,000	0	0	100.00

## 2 SHAREHOLDINGS AND VOTING RESULTS OF THE TOP TEN HOLDERS OF A SHARES

No.	Name of shareholder	Number of shares held (share)	Voting results
1.	Shenyin & Wanguo - Citibank - UBS Limited	1,836,200	For
2.	Everbright Bank of China - Taixin Strategic Open Securities Investment Fund	1,677,560	For
3.	Merchants Securities - Standard Chartered - ING Bank N.V.	1,662,332	For
4.	Guotai Junan - Construction Bank - The Hong Kong and Shanghai Banking Corporation Limited	1,395,037	For
5.	Shenyin Wanguo - HSBC - Merrill Lynch International	451,499	For
6.	National Social Security Fund 109 Group	1,143,314	For
7.	National Social Security Fund 601 Group	567,600	For
8.	Xinhua Life Insurance Co., Ltd - Dividend - Group Dividend - 018L - FH001 Shanghai	547,130	For
9.	Cai Sanfeng	371,000	For
10.	Wang Hongfu	347,100	For

### 3 VOTING RESULTS

According to the voting results, the resolution on the “Share Reform Plan in relation to Guangzhou Pharmaceutical Company Limited” was approved by more than two-thirds of the voting rights of the shareholders voted at the Relevant A Shareholders’ Meeting and by more than two-thirds of the voting rights of the holders of A shares voted at the Relevant A Shareholders’ Meeting.

Details of the announcement on the voting results of the Relevant Shareholders’ Meeting and copies of other relevant documents required under the supervisory rules of the SSE are available for inspection on the website of the SSE (<http://www.sse.com.cn>).

An announcement on the implementation and completion of the Amended Share Reform Plan will soon be made by the Company. Please refer to such announcement for the details of the time of suspension and resumption of trading in the A shares.

### 4. LEGAL OPINION BY THE PRC LAWYER

Ms. Lv Hui from Z&T Law Firm witnessed the Relevant A Shareholders’ Meeting and issued a legal opinion confirming that (1) the convention of the Relevant A Shareholders’ Meeting and the holding procedures, qualifications of the shareholders or their proxies attending the meeting, voting procedures and voting results of the meeting are in compliance with the provisions of the relevant laws, regulations, rules, standardized documents of the PRC and the Articles of Association of the Company; and (2) the consideration and the approval of the resolution on the “Share Reform Plan in relation to Guangzhou Pharmaceutical Company Limited” is legally valid.

This announcement is made in accordance with Rule 13.09 (2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

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

Guangzhou, the PRC, 12 April 2006

*As at the date of this announcement, the Board comprises Mr. Yang Rongming, Mr. Zhou Yuejin, Mr. Xie Bin and Mr. Feng Zansheng as executive directors, and Mr. Wu Zhang, Mr. Wong Hin Wing and Mr. Zhang Heyong as independent non-executive directors.*

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