

*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 RESOLUTIONS PASSED AT THE 22ND MEETING OF THE THIRD SESSION OF THE BOARD**

Guangzhou Pharmaceutical Company Limited (the "Company") held the 22nd meeting of the third session of the board of directors (the "Board") on 27 April 2006 at the conference room of the Company at 2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC, notice of which was dispatched on 17 April 2006 by way of fax and email. 7 out of the 7 eligible directors attended the meeting, among whom Mr. Zhang Heyong attended the meeting by means of telephone. The meeting was presided by the Chairman, Mr. Yang Rongming. The supervisors, senior management and lawyers of the Company attended the meeting, which was in compliance with the requirements of the Company Law and the Articles of Association of the Company.

After due consideration at the meeting, the following resolutions were passed with 7 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting:

1. The first quarterly report of the Company in 2006;
2. The amendments to the Articles of Association of the Company (Please refer to the website of the Shanghai Stock Exchange for the full texts);
3. The amendments to the Rules of Procedures for Shareholders' Meetings of the Company (Please refer to the website of the Shanghai Stock Exchange for the full texts);
4. The amendment to the Rules of Procedures for the Board of the Company (Please refer to the website of the Shanghai Stock Exchange for the full texts);
5. The approval of the resignation of Mr. Zhou Yuejin as Director & Vice Chairman of the Company;
6. The nomination of Mr. Chen Zhinong as a candidate for new director of the Company (profile attached); and
7. The proposed submission of the abovementioned resolutions No. 2, No. 3, No. 4, and No. 6 to the 2005 Annual General Meeting of the Company for consideration and approval.

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

Guangzhou, the PRC, 27 April 2006

As at the date of this announcement, the Board comprises Mr. Yang Rongming, Mr. Zhou Yuejin (resigned on 27 April 2006), 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.

**Attachment:**

**Profile of candidate as director for the Company**

**Mr. Chen Zhinong**, aged 45, university diploma holder, is currently Director and Deputy General Manager of Guangzhou Pharmaceutical Holdings Limited, General Manager of Guangzhou Hanfang Contemporary Medicine Research and Development Co., Ltd. and Vice Chairman of Guangzhou Pharmaceutical Soccer Club Co., Ltd.. Mr. Chen commenced working since November 1983 and served as technician and deputy factory manager of the first branch factory of Guangzhou Baiyunshan Pharmaceutical General Factory, deputy factory manager and factory manager of Guangzhou Baiyunshan Pharmaceutical General Factory, assistant to the general manager, deputy general manager, general manager and chairman of Guangzhou Baiyunshan Enterprise Group Company. Mr. Chen has extensive experience in corporate management and technology research and development.

---

**ANNOUNCEMENT OF RESOLUTIONS PASSED AT THE 8TH MEETING OF THE THIRD SESSION OF THE SUPERVISORY COMMITTEE**

Guangzhou Pharmaceutical Company Limited (the “Company”) held the 8th meeting of the third session of the supervisory committee of the Company (the “Supervisory Committee”) on 27 April 2006 at the conference room of the Company at 2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC, notice of which was dispatched on 17 April 2006 by way of fax and email. 3 out of the 3 eligible supervisors attended the meeting. The meeting was presided by the chairman of the Supervisory Committee, Mr. Chen Canying. The convening of the meeting was in compliance with the requirements of the Company Law and the Articles of Association of the Company.

After due consideration at the meeting, the following resolutions were passed with 3 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting:

1. The first quarterly report of the Company in 2006;
2. The amendments to the Rules of Procedures of the Supervisory Committee (for details please refer to the website of the Shanghai Stock Exchange);
3. The proposed submission of the abovementioned resolution No. 2 to the 2005 Annual General Meeting of the Company for consideration and approval.

*The Supervisory Committee of*  
**Guangzhou Pharmaceutical Company Limited**

Guangzhou, the PRC, 27 April 2006

*As at the date of this announcement, the Board comprises Mr. Yang Rongming, Mr. Zhou Yuejin (resigned on 27 April 2006), 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.