



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 OF THE FIRST CLASS MEETING OF OVERSEAS LISTED FOREIGN CAPITAL SHARES IN 2007

IMPORTANT NOTICE

- Date and time of the first class meeting of overseas listed foreign shares (the “Class Meeting of H Shares”) in 2007: 2 April 2007 (Monday) at 11:00 a.m. (or immediately after the conclusion of the first Extraordinary General Meeting (the “EGM”) in 2007 or any adjournment thereof held on the same date and at the same place)
- Place of the Class Meeting of H Shares: Conference Room of the Company, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”).
- Manner of holding the Class Meeting of H Shares: Present.
- Significant items in the agenda (by way of special resolution):

“Transfer of equity interests in Guangzhou Pharmaceutical Corporation (“GP Corp.”) held by Guangzhou Jing Xiu Tang (Pharmaceutical) Co., Ltd. (“Jingxiutang”) and Guangzhou Pangaoshou Pharmaceutical Co., Ltd. (“Pangaoshou”), both of which are subsidiaries of the Company, and 33 natural persons, and capital increase in GP Corp. by Alliance BMP Limited (“Alliance BMP”)”.

I INFORMATION REGARDING THE CONVENING OF THE CLASS MEETING OF H SHARES

- (1) The resolution to convene the Class Meeting of H Shares was considered and passed at the 30th meeting of the 3rd session of the Board (the “Board Meeting”).
- (2) Date and time of the Class Meeting of H Shares: 2 April 2007 (Monday) at 11:00 a.m. (or immediately after the conclusion of the EGM or any adjournment thereof held on the same date and at the same place).
- (3) Place of the Class Meeting of H Shares: Conference Room of the Company, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC.

II. MATTERS TO BE CONSIDERED AT THE CLASS MEETING OF H SHARES

Resolution to be considered and approved by way of special resolution:

“THAT the Capital Transfer Contract of GP Corp. entered into by Jingxiutang, Pangaoshou and 33 natural persons and Alliance BMP on 27 January 2007, the Capital Increase Contract and JV Contract entered into by the Company and Alliance BMP on the same day and the relevant transactions contemplated thereunder be approved, ratified and confirmed. The details of the above transactions are set out in the Circular to Shareholders of the Company despatched on 14 February 2007. The directors of the Company be and are hereby authorized to sign, seal, execute, perfect and deliver for and on behalf of the Company all such documents and deeds and to do all other acts and things as they may in their absolute discretion consider necessary or desirable for the purpose of carrying out the relevant transactions and in the interests of the Company.”

The above transactions were approved at the Board Meeting and announcements in relation to the transactions were published both in the PRC and Hong Kong on 30 January 2007 and 31 January 2007 respectively.

III. ATTENDEES OF THE CLASS MEETING OF H SHARES

- (1) Holders of H Shares whose names appeared on the Register of Members of the Company at the close of trading in the afternoon on Friday, 2 March 2007 (including those holders of H Shares who have already successfully submitted verified documents of shareholding transfer applications on or before 2 March 2007) are entitled to attend the Class Meeting of H Shares. The Register of Members of the Company will be closed from Saturday, 3 March 2007 to Sunday 1 April 2007 (both days inclusive) during which no transfer of H Shares will be effected.
- (2) Any shareholder entitled to attend and vote at the Class Meeting of H Shares is entitled to appoint one or more proxies (whether or not he/she is a shareholder) to attend and vote at the Class Meeting of H Shares on his/her behalf. If any shareholder appoint more than one proxy, the proxy(ies) can only vote by poll. To be valid, the proxy form and notarially certified power of attorney, or other documents of authorization (if any) must be delivered to the address of the Company not less than 24 hours before the time appointed for the holding of the Class Meeting of H Shares or any adjournment thereof.
- (3) The Directors, Supervisors and senior management of the Company.

IV. REGISTRATION FOR THE CLASS MEETING OF H SHARES

- (1) To attend the Class Meeting of H Shares, an individual shareholder should bring along his/her identity card, the shareholder account card; a proxy should bring along the proxy form, his/her identity card and the identity card of the principal and the shareholder account card. A legal person shareholder shall bring along a copy of the business license, the proxy form signed by the legal entity, the shareholder account card and the identity card of the attendee. Overseas shareholders can make registration by mail, telephone or fax.
- (2) Place and time of registration:

Registration date and time: 8:30 a.m. to 11:30 a.m. and 2:00 p.m. to 4:30 p.m. on 13 March 2007 (Tuesday).

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

V. OTHERS

- (1) Address: 2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC.

Postal code: 510130

Contact person: He Shuhua

Tel: (8620) 8121 8119 Fax: (8620) 8121 6408

- (2) Address of Hong Kong Registrars Limited: 46th Floor Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (3) The Class Meeting of H Shares is expected to last for a half day. Shareholders attending the meeting shall be responsible for their own travelling and accommodation expenses.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

Resolutions and announcement of the Board Meeting.

The Board of Guangzhou Pharmaceutical Company Limited

13 February 2007

As at the date of this notice, the Board comprises Mr. Yang Rongming, Mr. Feng Zansheng and Mr. Chen Zhinong 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.