THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Guangzhou Pharmaceutical Company Limited (the "Company"), you should at once hand this circular, together with the accompanying form of proxy, to the purchasers or transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchasers or transferees.

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PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of the Company is to be held at the conference room of the Company, 45 Sha Mian North Street, Guangzhou, Guangdong, the People's Republic of China, on Friday, 19 June 2009 at 10 am. A notice convening the annual general meeting is set out on pages 8 to 14 of this circular.

Whether or not you proposed to attend the meeting, you are requested to complete and return the form of proxy attached to the notice of the annual general meeting in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

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In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"AGM"	the annual general meeting of the Company to be convened on Friday, 19 June 2009, the notice of which is set out in this circular
"Articles of Association"	the articles of association of the Company
"Board"	the board of Directors
"Company"	Guangzhou Pharmaceutical Company Limited, a joint stock company with limited liability established in the PRC, the shares of which are listed on the Stock Exchange and the Shanghai Stock Exchange
"Directors"	the directors of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"PRC"	the People's Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC, and Taiwan
"Shares(s)"	ordinary share(s) of RMB1.00 each in the capital of the Company
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"RMB"	Renminbi, the lawful currency of the PRC



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)

Board of Directors: Executive: Mr. Yang Rongming (Chairman) Mr. Shi Shaobin Mr. Feng Zansheng

Mr. Feng Zansheng *Independent non-executive Directors:* Mr. Wong Hin Wing Mr. Liu Jinxiang Mr. Li Shanmin Mr. Zhang Yonghua Registered address and principal office: 45 Sha Mian North Street Guangzhou Guangdong the PRC

Principal place of business in Hong Kong: Room 2005 20th Floor Tower Two, Lippo Center 89 Queensway Hong Kong

30 April 2009

To the Shareholders

Dear Sir or Madam,

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the special resolution to be proposed at the AGM relating to the proposed amendments to the Articles of Association and the notice of AGM.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles of Association in order to (i) get in line with and engage within the business scope registered with the State Administration for Industry and Commerce of the PRC; (ii) update the latest shareholding structure of the Company; and (iii) to amend the details of profit distribution of the Company.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolutions at the AGM. Details of the proposed amendments are set out below:

Article 11

Article 11 prior to the proposed amendments is as follows:

"The business scope of the Company covers: the operation, investment, development and financing of state-owned assets; development and manufacturing of Chinese Patent Medicine ("CPM"), biological products, healthcare medicines and drinks (licensed); the sales of chemical dangerous products and medical apparatus (licensed), wholesale and retail trade (except for the items exclusively sold and controlled by the PRC government).

(The following operation are carried out by licensed branches): Wholesale and retail of Chinese medicines (through purchase), Chinese traditional prepared herbal medicine slices, chemical crude drug and preparation, antibiotics, biochemical medicines, curing and diagnostic biological products, medicine packaging materials and vessels, healthcare food, coal, and packaged food (licensed); provision of technological services for new technology, products, and materials in the medicine sector; product information enquiry; import and export of goods and technology (exclusive of projects restricted by the PRC Government); operation of imported material processing and three categories of processing and one category of compensation business; operation of counter trade and entrecote trade; field leasing; storage; and manufacturing of chemical medicine preparation (licensed).

The Company should engage in operations within the business scope of the Company."

Article 11 post the proposed amendments is as follows:

The business scope of the Company should be consistent with those set out in the business license. The Company shall engage in operations within the business scope registered with the Administration for Industry and Commerce.

The business scope of the Company covers: the operation, investment, development and financing of state-owned assets; development and manufacturing of Chinese Patent Medicine ("CPM"), biological products, healthcare medicines and drinks (licensed), wholesale and retail trade (including CPM and except for items exclusively sold and controlled by the other countries).

(The following operation are carried out by licensed branches during the valid period):

Wholesale and retail of Chinese medicines (through purchase), CMP, Chinese traditional prepared herbal medicine slices, biochemical medicines, chemical crude drug and preparation, antibiotics crude drugs and preparations, biological products (except

preventive biological products); wholesale, retail and storage of dangerous chemicals (except highly toxicants, refined oil products and liquefied petroleum gas); wholesale and retail of ethanol and coal; wholesale of category one medical apparatus and packaged food (not containing healthcare food). Sales of medical apparatus (category three of injection apparatus, medical and optical instruments and apparatus and endoscopic equipment, medical X-ray equipment, extracorporeal circulation and blood processing equipment, equipment and apparatus for operation theatres, accidents and emergency rooms and clinics and medical macromolecule materials and products; category two of general treatment apparatus, physiotherapy and rehabilitation equipment, medical X-ray auxiliary devices and components, clinical testing and analytical apparatus and diagnosis reagent, medical suture materials and adhesives and bandages); healthcare food, curing and diagnostic biological products, and medicine packaging materials and vessels; provision of technological services for new technology, products, and materials in the medicine sector; product information enquiry; import and export of goods and technology (exclusive of projects restricted by the State); operation of imported material processing and three categories of processing and one category of compensation business; operation of counter trade and entrecote trade; field leasing; storage (except dangerous chemicals); wine distribution and agency services of transportation;

Manufacturing of chemical medicine preparation;

General cargo transportation.

Articles 18

Article 18 prior to the proposed amendments is as follows:

"As approved by the approval authority authorized by the State Council, upon the establishment of the Company, 513,000,000 shares, representing 100% of the then aggregate issuable ordinary shares of the Company, were issued to its promoter and such shares were held by Guangzhou Pharmaceutical Holdings Limited. The contribution of such shares by Guangzhou Pharmaceutical Holdings Limited was made by converting its state-owned assets into consideration.

As approved by the securities competent authorities of the State Council, the Company issued 219,900,000 overseas listed foreign capital shares after its establishment.

As approved by the securities competent authorities of the State Council, the Company issued 78,000,000 additional Renminbi-denominated ordinary shares to the public community. After the completion of this additional issue, the shareholding structure of the Company is as follows:

The total number of ordinary shares of the Company is 810,900,000, among which, 513,000,000 shares, representing 63.263% of the total number of ordinary shares of the Company are held by Shareholders of the State shares; while 491,000,000 shares, representing 60.550% of the total number of ordinary shares of the Company are held by Guangzhou Pharmaceutical Holdings Limited, the promoter;

219,900,000 shares (foreign shares), representing 27.118% of the total number of shares of the Company, are held by overseas investors;

78,000,000 shares, representing 9.619% of the total number of Shares of the Company, are held by the public community."

Article 18 post the proposed amendments is as follows:

"As approved by the approval authority authorized by the State Council, upon the establishment of the Company, 513,000,000 shares, representing 100% of the then aggregate issuable ordinary shares of the Company, were issued to its promoter and such shares were held by Guangzhou

Pharmaceutical Holdings Limited. The contribution of such shares by Guangzhou Pharmaceutical Holdings Limited was made by converting its state-owned assets into consideration.

As approved by the securities competent authorities of the State Council, the Company issued 219,900,000 overseas listed foreign capital shares after its establishment.

As approved by the securities competent authorities of the State Council, the Company issued 78,000,000 additional Renminbi-denominated ordinary shares to domestic investors. After the completion of the additional issue, the total number of shares of the Company is 810,900,000. The shareholding structure of the Company is as follows:

- (1) 390,833,391 shares (State shares), representing 48.20% of the total number of shares of the Company, are held by Guangzhou Pharmaceutical Holdings Limited, the promoter;
- (2) 219,900,000 shares (foreign shares), representing 27.12% of the total number of shares of the Company, are held by overseas investors;
- (3) 200,166,609 shares (domestic shares), representing 24.68% of the total number of shares of the Company, are held by domestic investors."

Article 211

Article 211 prior to the proposed amendments is as follows:

"Unless there is a specific resolution by the shareholders to the contrary, the Board is authorized by the shareholders to distribute interim dividend."

Article 211 post the proposed amendments is as follows:

"The profit distribution of the Company is made according to the proportion of the shares held by the shareholders, emphasizing on bringing reasonable investment returns to the investors. The profit distribution policy strives to maintain continuity and stability. The Company's profit distribution policy is as follows:

- (1) Dividends can be paid by way of cash or shares and subject to the approval of the shareholders, the directors may be authorized to declare interim cash dividends;
- (2) In respect of the profit for the year to which no proposed scheme of profit distribution is made by the Board, disclosure regarding the reasons for not making profit distribution and the application of the retained undistributed profit shall be made in the annual report for the year. Independent directors should express their independent opinions in this regard;
- (3) In event of misappropriation of the Company's funds by a shareholder, the Company can deduct the funds misappropriated from the cash dividends to be allocated to that shareholder as repayment."

Article 212

Article 212 prior to the proposed amendments is as follows:

"The Company is authorized to distribute dividends by way of the following methods:

- (1) Cash; and
- (2) Shares."

Article 212 post the proposed amendments is as follows:

"The existing Article 212 is deleted and the existing Articles are re-numbered accordingly."

3. AGM

The AGM will be held at the conference room of the Company, 45 Sha Mian North Street, Guangzhou, Guangdong, the People's Republic of China on Friday, 19 June 2009 at 10 a.m.. A notice convening the AGM is set out in page 8 to page 14 of this circular. The relevant form of proxy is enclosed.

Whether or not you proposed to attend the meeting, you are requested to complete and return the form of proxy attached to the notice of the annual general meeting in accordance with the instructions printed thereon as soon as possible and in any event not less than 24

hours before the time appointed for holding of the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

All resolutions will be passed by way of a poll.

4. **RECOMMENDATION**

The Board considers that the proposed amendments to the Articles of Association are in the interest of the Company and its Shareholders as a whole, and recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

> Yours faithfully, On behalf of the Board Yang Rongming Chairman



NOTICE OF THE 2008 ANNUAL GENERAL MEETING

IMPORTANT NOTICE

- Date and time of the 2008 annual general meeting ("AGM"): Friday, 19 June 2009 at 10:00 a.m.
- Place of the AGM: Conference Room of the Company, 45 Sha Mian North Street, Guangzhou, Guangdong, the People's Republic of China (the "PRC")
- Manner of holding the AGM: present
- Significant items to be considered:
 - 1. report of the Board of directors of the Company for the year 2008;
 - 2. report of the Supervisory Committee for the year 2008;
 - 3. financial reports of the Company for the year 2008;
 - 4. auditors' reports of the Company for the year 2008;
 - 5. proposal profit distribution and dividend payment of the Company for the year 2008;
 - 6. proposed amount of guarantees to be provided by the Company for bank loans to certain of its subsidiaries;
 - 7. total emoluments to be paid to the directors of the Company for the year 2009;
 - 8. total emoluments to be paid to the supervisors of the Company for the year 2009;
 - 9. resolution in relation to the Purchase and Sale Agreement in relation to Connected Transactions entered into between the Company, Guangzhou Pharmaceuticals Corporation and Guangzhou Wang Lao Ji Pharmaceutical Company Limited;
 - 10. re-appointment of Shu Lun Pan Yangcheng Certified Public Accountants Co., Ltd. and PricewaterhouseCoopers, whose appointments have expired, as the domestic and international auditors respectively, and the proposal to the shareholders' meeting to authorize the Board of directors to determine their respective remuneration;

11. resolution in relation to amendments to the Articles of Association of the Company.

I. INFORMATION REGARDING THE CONVENING OF THE AGM

- 1. The resolution to convene the AGM was considered and passed at the 14th meeting of the 4th session of the Board of the Company;
- 2. Date and time of the AGM: Friday, 19 June 2009 at 10:00 a.m.;
- 3. Place of the AGM: Conference Room of the Company, 45 Sha Mian North Street, Guangzhou, Guangdong, the PRC.

II. MATTERS TO BE CONSIDERED AT THE AGM

- 1. To be considered and approved by way of ordinary resolution:
 - (1) report of the Board of directors of the Company for the year 2008;
 - (2) report of the Supervisory Committee for the year 2008;
 - (3) financial reports of the Company for the year 2008;
 - (4) auditors' reports of the Company for the year 2008;
 - (5) proposal for profit distribution and dividend payment of the Company for the year 2008;
 - (6) proposed amount of guarantees to be provided by the Company for bank loans to certain of its subsidiaries;
 - (7) total emoluments to be paid to the directors of the Company for the year 2009;
 - (8) total emoluments to be paid to the supervisors of the Company for the year 2009;
 - (9) resolution in relation to the Purchase and Sale Agreement in relation to Connected Transactions entered into between the Company, Guangzhou Pharmaceuticals Corporation and Guangzhou Wang Lao Ji Pharmaceutical Company Limited;
 - (10) re-appointment of Shu Lun Pan Yangcheng Certified Public Accountants Co., Ltd. and PricewaterhouseCoopers, whose appointments have expired, as the domestic and international auditors respectively, and the proposal to the shareholders' meeting to authorize the Board of directors to determine their respective remuneration.

The above resolutions were considered and passed at the 14th and the 15th meetings of the 4th session of the Board held on 27 March 2009 and 29 April 2009, and the 8th meeting of the 4th session of the Supervisory Committee held on 27 March 2009.

2. To be considered and approved by way of special resolution:

Resolution in relation to amendments to the Articles of Association of the Company.

Details are set out as follows:

The existing Article 11 be amended as follows:

The business scope of the Company should be consistent with those set out in the business license. The Company shall engage in operations within the business scope registered with the Administration for Industry and Commerce.

The business scope of the Company covers: the operation, investment, development and financing of state-owned assets; development and manufacturing of Chinese Patent Medicine ("CPM"), biological products, healthcare medicines and drinks (licensed), wholesale and retail trade (including CPM and except for items exclusively sold and controlled by the other countries).

(The following operation are carried out by licensed branches during the valid period):

Wholesale and retail of Chinese medicines (through purchase), CMP, Chinese traditional prepared herbal medicine slices, biochemical medicines, chemical crude drug and preparation, antibiotics crude drugs and preparations, biological products (except preventive biological products); wholesale, retail and storage of dangerous chemicals (except highly toxicants, refined oil products and liquefied petroleum gas); wholesale and retail of ethanol and coal; wholesale of category one medical apparatus and packaged food (not containing healthcare food). Sales of medical apparatus (category three of injection apparatus, medical and optical instruments and apparatus and endoscopic equipment, medical X-ray equipment, extracorporeal circulation and blood processing equipment, equipment and apparatus for operation theatres, accidents and emergency rooms and clinics and medical macromolecule materials and products; category two of general treatment apparatus, physiotherapy and rehabilitation equipment, medical X-ray auxiliary devices and components, clinical testing and analytical apparatus and diagnosis reagent, medical suture materials and adhesives and bandages); healthcare food, curing and diagnostic biological products, and medicine packaging materials and vessels; provision of technological services for new technology, products, and materials in the medicine sector; product information enquiry; import and export of goods and technology (exclusive of projects restricted by the State); operation of imported material processing and three categories of processing and one category of compensation business; operation of counter trade and entrecote trade; field leasing; storage (except dangerous chemicals); wine distribution and agency services of transportation;

Manufacturing of chemical medicine preparation;

General cargo transportation.

The existing Article 18 be amended as follows:

As approved by the approval authority authorized by the State Council, upon the establishment of the Company, 513,000,000 shares, representing 100% of the then aggregate issuable ordinary shares of the Company, were issued to its promoter and such shares were held by Guangzhou Pharmaceutical Holdings Limited. The contribution of such shares by Guangzhou Pharmaceutical Holdings Limited was made by converting its state-owned assets into consideration.

As approved by the securities competent authorities of the State Council, the Company issued 219,900,000 overseas listed foreign capital shares after its establishment.

As approved by the securities competent authorities of the State Council, the Company issued 78,000,000 additional Renminbi-denominated ordinary shares to domestic investors. After the completion of the additional issue, the total number of shares of the Company is 810,900,000. The shareholding structure of the Company is as follows:

- (1) 390,833,391 shares (State shares), representing 48.20% of the total number of shares of the Company, are held by Guangzhou Pharmaceutical Holdings Limited, the promoter;
- (2) 219,900,000 shares (foreign shares), representing 27.12% of the total number of shares of the Company, are held by overseas investors;
- (3) 200,166,609 shares (domestic shares), representing 24.68% of the total number of shares of the Company, are held by domestic investors.

The existing Article 211 be amended as follows:

The profit distribution of the Company is made according to the proportion of the shares held by the shareholders, emphasizing on bringing reasonable investment returns to the investors. The profit distribution policy strives to maintain continuity and stability. The Company's profit distribution policy is as follows:

- (1) Dividends can be paid by way of cash or shares and subject to the approval of the shareholders, the directors may be authorized to declare interim cash dividends;
- (2) In respect of the profit for the year to which no proposed scheme of profit distribution is made by the Board, disclosure regarding the reasons for not making profit distribution and the application of the retained undistributed profit shall be made in the annual report for the year. Independent directors should express their independent opinions in this regard;
- (3) In event of misappropriation of the Company's funds by a shareholder, the Company can deduct the funds misappropriated from the cash dividends to be allocated to that shareholder as repayment.

The existing Article 212 is deleted and the existing Articles are re-numbered accordingly.

III. ATTENDEES OF THE AGM

1. Holders of domestic shares and overseas listed foreign capital shares whose names appeared on the Register of Members of the Company at the close of business in the afternoon on Tuesday, 19 May 2009 (including those foreign shareholders who have already successfully submitted documents of shareholding transfer applications on or before 19 May 2009) are entitled to attend the AGM. The Register of Members of the Company will be closed from Wednesday, 20 May 2009 to Friday, 19 June 2009 (both days inclusive) during which no transfer of H shares will be effected. Holders of H shares of the Company, who are entitled to the final dividend for the year 2008, should deposit all of the share transfer documents together with the relevant share certificates to the share registrar of the Company in Hong Kong, namely Hong Kong Registrars Limited, for share transfer registration not later than 4:00 p.m. on 19 May 2009.

Holders of H shares please be noted that according to (Enterprise Income Tax of the People's Republic of China) and (Implementation Rules of Enterprise Income Tax Law of the People's Republic of China) (collectively, "Tax Laws"), from 1 January 2008 onwards, any PRC domestic enterprise shall withhold and pay enterprise income tax upon distribution of dividends for the accounting period since 1 January 2008 to non-resident enterprise shareholders and the payer shall be treated as the obligatory withholder. Accordingly, the Company shall be obligated to withhold and pay a 10% enterprise income tax when distributing final dividends to non-resident enterprise shareholders whose names appeared on the

register of holders of H shares on 19 May 2009; but the Company has no obligation to withhold and pay such enterprise income tax when distributing final dividends to the resident enterprise shareholders whose names appeared on the register of holders of H shares on 19 May 2009. A resident enterprise (with the same meaning as defined in the Tax Laws) which is incorporated in the PRC or is incorporated under the law of a foreign country (or region) with its de facto management organisation located within the PRC shall submit to the Hong Kong Registrars Limited not later than 4:00 p.m. on 19 May 2009 (Tuesday) a legal opinion (stamped with the chop of the law firm) issued by a qualified PRC practicing lawyer ascertaining its resident enterprise status. Otherwise, the Company shall not be held responsible for any disputes in relation to withholding and payment of enterprise income tax arising from failure to submit the legal opinion within the prescribed period.

For payment of dividend to the holders of domestic shares, the registration date, payment procedures will be separately notified.

- 2. Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies (whether he/she is a shareholder or not) to attend and vote at the meeting 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 the notarially certified power of attorney or other documents of authorization (if any) must be delivered to the address of the Company no less than 24 hours before the time appointed for the holding of the AGM or its any adjournment thereof.
- 3. The directors, supervisors and senior management of the Company.

IV. REGISTERATION FOR THE AGM

- 1. To attend the AGM, 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. Shareholders outside Guangzhou 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 29 May 2009 (Friday)
Place of registration:	The Secretariat of the Company, 2nd Floor, 45 Sha Mian North Street, Guangzhou, Guangdong, the PRC

V. OTHERS

1.	Address:	Guangzhou Pharmaceutical Company Limited, 2nd Floor, 45 Sha Mian North Street, Guangzhou, Guangdong, the PRC
	Postal code:	510130
	Contact person:	Pang Jianhui Tel: 8620-8121 8117/8119 Fax: 8620-8121 6408
2.	Address of Shanghai Branch Company of China Securities Depository and Clearing Corporation Limited:	3/F., China Insurance Building, No. 166 Lujiazui Road East, Shanghai, the PRC
	Address of Hong Kong Registrars Limited:	Shops 1712-1716 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

3. The AGM 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

- 1. Resolutions and announcements of resolutions passed at the 14th and the 15th meetings of the 4th session of the Board of the Company.
- 2. Resolutions and announcement of resolutions passed at the 8th meeting of the 4th session of the Supervisory Committee of the Company.