**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended (dd/mm/yyyy) :**     <u>31/10/2009</u>

To : Hong Kong Exchanges and Clearing Limited

| | |
|---|---|
| Name of Issuer | **GUANGZHOU PHARMACEUTICAL COMPANY LIMITED (STOCK CODE: 874)** |
| Date Submitted | **November 2, 2009** |

I. Movements in Authorised Share Capital
**Not applicable as the Company is incorporated in the PRC**

1. Ordinary Shares

(1) Stock code : _____ Description : _____

| | No. of ordinary shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

(2) Stock code : _____ Description : _____

| | No. of ordinary shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

2. Preference Shares

| | No. of preference shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Stock code : _____ Description : _____ | | | |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

3. Other Classes of Shares

| | No. of other classes of shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Stock code : _____ Description : _____ | | | |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

Total authorised share capital at the end of the month *(State currency)* : _____

## II. Movements in Issued Share Capital

| | No. of ordinary shares of par value RMB1.00 | | No of preference shares | No. of other classes of shares |
|---|---|---|---|---|
| | (1)<br>**H Shares** | (2)<br>**Domestic Shares** | | |
| Balance at close of preceding month | **219,900,000** | **591,000,000** | **N/A** | **N/A** |
| Increase/ (decrease) during the month | **Nil** | **Nil** | **N/A** | **N/A** |
| Balance at close of the month | **219,900,000** | **591,000,000** | **N/A** | **N/A** |

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)       **N/A**

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|---|---|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. _____<br>_____<br>_____<br>( / / )<br>shares<br>*(Note 1)* | | | | | | |
| 2. _____<br>_____<br>_____<br>( / / )<br>shares<br>*(Note 1)* | | | | | | |
| 3. _____<br>_____<br>_____<br>( / / )<br>shares<br>*(Note 1)* | | | | | | |

Total A.   (Ordinary shares) _____

(Preference shares) _____

(Other class) _____

Total funds raised during the month from exercise of options (State currency)      _____

Warrants to Issue Shares of the Issuer which are to be Listed    **N/A**

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|---|---|---|
| 1. _____ <br> _____ <br> _____ <br> (   /   /      ) <br> Stock code (if listed) _____ <br> Class of shares issuable *(Note 1)* _____ <br> Subscription price _____ <br> EGM approval date (if applicable) (dd/mm/yyyy) ____ (  /  /    ) ____ | | | | | | |
| 2. _____ <br> _____ <br> _____ <br> (   /   /      ) <br> Stock code (if listed) _____ <br> Class of shares issuable *(Note 1)* _____ <br> Subscription price _____ <br> EGM approval date (if applicable) (dd/mm/yyyy) ____ (  /  /    ) ____ | | | | | | |
| 3. _____ <br> _____ <br> _____ <br> (   /   /      ) <br> Stock code (if listed) _____ <br> Class of shares issuable *(Note 1)* _____ <br> Subscription price _____ <br> EGM approval date (if applicable) (dd/mm/yyyy) ____ (  /  /    ) ____ | | | | | | |
| 4. _____ <br> _____ <br> _____ <br> (   /   /      ) <br> Stock code (if listed) _____ <br> Class of shares issuable *(Note 1)* _____ <br> Subscription price _____ <br> EGM approval date (if applicable) (dd/mm/yyyy) ____ (  /  /    ) ____ | | | | | | |

Total B.    (Ordinary shares) _____
(Preference shares) _____
(Other class) _____

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)     **N/A**

For Main Board and GEM listed issuers

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|---|---|---|
| 1. _____ _____ _____ | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable *(Note 1)* | | | | | | |
| Subscription price | | | | | | |
| AGM approval date (if applicable) (dd/mm/yyyy)) | ( / / ) | | | | | |
| 2. _____ _____ _____ | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable *(Note 1)* | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / ) | | | | | |
| 3. _____ _____ _____ | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable *(Note 1)* | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / ) | | | | | |
| 4. _____ _____ _____ | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable *(Note 1)* | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / ) | | | | | |

Total C.  (Ordinary shares) _____
(Preference shares) _____
(Other class) _____

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)     **N/A**

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|
| 1. _____<br>_____<br>_____<br>_____ ( / / )<br>_____ shares *(Note 1)* | | |
| 2. _____<br>_____<br>_____<br>_____ ( / / )<br>_____ shares *(Note 1)* | | |
| 3. _____<br>_____<br>_____<br>_____ ( / / )<br>_____ shares *(Note 1)* | | |
| Total D.     (Ordinary shares) | | |
| (Preference shares) | | |
| (Other class) | | |

For Main Board and GEM listed issuers

Other Movements in Issued Share Capital     **N/A**

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|---|---|
| 1. Rights issue | At price : | State currency ———— | Class of shares issuable ———— *(Note 1)* <br> Issue and allotment date : (dd/mm/yyyy)  ( / / ) <br> EGM approval date: (dd/mm/yyyy)  ( / / ) | | |
| 2. Open offer | At price : | State currency ———— | Class of shares issuable ———— *(Note 1)* <br> Issue and allotment date : (dd/mm/yyyy)  ( / / ) <br> EGM approval date: (dd/mm/yyyy)  ( / / ) | | |
| 3. Placing | At price : | State currency ———— | Class of shares issuable ———— *(Note 1)* <br> Issue and allotment date : (dd/mm/yyyy)  ( / / ) <br> EGM approval date: (dd/mm/yyyy)  ( / / ) | | |
| 4. Bonus issue | | | Class of shares issuable ———— *(Note 1)* <br> Issue and allotment date : (dd/mm/yyyy)  ( / / ) <br> EGM approval date: (dd/mm/yyyy)  ( / / ) | | |

| Type of Issue | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|---|---|---|
| 5. | Scrip dividend | At price : | State currency ——— | Class of shares issuable *(Note 1)* ——— | | |
| | | | | Issue and allotment date : (dd/mm/yyyy) | ( / / ) | |
| | | | | EGM approval date: (dd/mm/yyyy) | ( / / ) | |
| 6. | Repurchase of shares | | | Class of shares repurchased *(Note 1)* ——— | | |
| | | | | Cancellation date : (dd/mm/yyyy) | ( / / ) | |
| | | | | EGM approval date: (dd/mm/yyyy) | ( / / ) | |
| 7. | Redemption of shares | | | Class of shares redeemed *(Note 1)* ——— | | |
| | | | | Redemption date : (dd/mm/yyyy) | ( / / ) | |
| | | | | EGM approval date: (dd/mm/yyyy) | ( / / ) | |
| 8. | Consideration issue | At price : | State currency ——— | Class of shares issuable *(Note 1)* ——— | | |
| | | | | Issue and allotment date : (dd/mm/yyyy) | ( / / ) | |
| | | | | EGM approval date: (dd/mm/yyyy) | ( / / ) | |

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|
| 9. Capital reorganisation | Class of shares issuable ———— *(Note 1)*<br><br>Issue and allotment date : (dd/mm/yyyy)  ( / / )<br><br>EGM approval date: (dd/mm/yyyy)  ( / / ) | | |
| 10. Other (Please specify)  At price : State currency ———— | Class of shares issuable ———— *(Note 1)*<br><br>Issue and allotment date : (dd/mm/yyyy)  ( / / )<br><br>EGM approval date: (dd/mm/yyyy)  ( / / ) | | |
| | Total E.  (Ordinary shares) ————<br>(Preference shares) ————<br>(Other class) ———— | | |

| | | |
|---|---|---|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | **Nil** |
| | (2) | **Nil** |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | **N/A** |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | **N/A** |
| *(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)* | | |

Remarks (if any):

Submitted by:  **Chen Bing Hua**

Title:  **Financial Controller**
        (Director, Secretary or other duly authorised officer)

*Notes :*

*1.     State the class of shares (e.g. ordinary, preference or other).*

*2.     If there is insufficient space, please append the prescribed continuation sheet.*