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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 OF RESOLUTIONS PASSED AT THE TWENTIETH MEETING OF THE FOURTH SESSION OF THE BOARD

**Guangzhou Pharmaceutical Company Limited (the “Company”) and all members of the Board of Directors (the “Board”) hereby confirm the truthfulness, accuracy and completeness of the contents of this announcement and jointly and severally accept full responsibility for any false representation, misleading statement or material omission herein contained.**

The twentieth meeting of the fourth session of the Board was held on 11 May 2010 at the Company’s conference room at Room 203, 2nd Floor, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC, notice of which was despatched on 7 May 2010 by way of fax and email. All of the seven eligible directors attended the meeting. Mr. Yang Rongming, the Chairman of the Board presided over the meeting. The supervisors and senior management of the Company attended the meeting. The meeting was in compliance with the requirements of the Company Law and the Articles of Association of the Company.

After due consideration by the Board, resolutions set out below were passed with 7 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting:

1. The nomination of Mr. Yang Rongming, Mr. Shi Shaobin and Mr. Wu Changhai as candidates for election as directors of the new session of the Board of the Company, and Mr. Liu Jinxiang, Mr. Li Shanmin, Mr. Zhang Yonghua and Mr. Wong Lung Tak Patrick as candidates for election as independent non-executive directors of the new session of the Board of the Company (profiles attached in Attachment 1);
2. The approval of the resignation of Mr. Feng Zansheng as director of the Company.

Resolution numbered 1 above will be submitted to the 2009 Annual General Meeting for consideration.

This announcement is made pursuant to Rule 13.09 (2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board of  
**Guangzhou Pharmaceutical Company Limited**

Guangzhou, the PRC, 11 May 2010

*As at the date of this announcement, the Board comprises Mr. Yang Rongming, Mr. Shi Shaobin and Mr. Feng Zansheng (resigned on 11 May 2010) as Executive Directors, and Mr. Wong Hin Wing, Mr. Liu Jinxiang, Mr. Li Shanmin and Mr. Zhang Yonghua as Independent Non-executive Directors.*

**Attachement 1:**

***Profiles of the candidates for election as executive directors***

**Mr. Yang Rongming**, aged 56, chairman of the Company, is a postgraduate and currently the chairman and general manager of Guangzhou Pharmaceutical Holdings Limited (“GPHL”). Mr. Yang started his career in October 1970 and served as vice factory manager of Guangzhou Monosodium Glutamate and Food Factory, deputy general manager of Guangzhou Ao Sang Monosodium Glutamate & Food Co., Ltd, director and general manager of Guangzhou Eagle Coin Enterprises Group Corporation (“GP Corp.”), chairman and general manager of Guangzhou Zhujiang Brewery Group Co., Ltd, chairman of Guangzhou Zhujiang Brewery Co., Ltd. and director of Guangzhou Pharmaceuticals Corporation. Mr. Yang has served as director of the Company since 1 November 2004. He is also director of Guangzhou Xing Qun Pharmaceutical Co., Ltd., Guangzhou Zhong Yi Pharmaceutical Co., Ltd. (“Zhong Yi”), Guangzhou Baiyunshan Mingxing Pharmaceutical Co., Ltd. and Polian Development Co., Ltd (“Polian Company”). Mr. Yang has extensive experience in business management and sales and marketing.

**Mr. Shi Shaobin**, aged 42, director and general manager of the Company, is a master’s degree postgraduate and senior engineer. Mr. Shi started his career in 1989 and served in a research institute of Guangzhou Jing Xiu Tang Pharmaceutical Co., Ltd. as a technician, an officer of the marketing and promotion department, head of the administrative department, assistant to the general manager and manager of the marketing department, and deputy general manager of Guangzhou Jing Xiu Tang Pharmaceutical Co., Ltd., chairman and general manager of Guangzhou Wang Lao Ji Pharmaceutical Co., Ltd (“Wang Lao Ji”), chairman of Guangzhou Han Fang Modern Chinese Medicine Research and Development Co., Ltd, chief executive of Wang Lao Ji, factory manager of Guangzhou Qi Xing Pharmaceutical Factory and supervisor of Labour Union of GPHL. Mr. Shi has served as the general manager of the Company since June 2006 and a director of the Company since 2 April 2007. Mr. Shi is also chairman and secretary of the Party Committee of Wang Lao Ji, general secretary and chairman of Guangzhou Qi Xing Pharmaceutical Co., Ltd (“Qi

Xing”), vice chairman of GP Corp., vice chairman of Guangzhou Nuo Cheng Bio-tech Co., Ltd and director of GPHL, director of Zhong Yi, and director of Guangzhou Bai Di Bio-technology Co., Ltd. Mr. Shi has extensive experience in production, marketing and operation management.

**Mr. Wu Changhai**, aged 44, bachelor of engineering, economist, graduated from Tongji University in 1989 and started his career in the same year and studied as graduate student in world economics at Zhongshan University between 1997 to 1999. He was in the professional world economy graduate of Zhongshan University between 1997 to 1999. He served as assistant to the supply section chief, assistant chief of the supply section, assistant manager of the supply and marketing department of Guangzhou Zhong Sheng Pharmaceutical Factory; regional sales manager of the supply and marketing department and manager of the regional marketing center, assistant manager of the marketing department and manager of the central marketing center of Zhong Yi; deputy general manager of Guangxi Ying Kang Pharmaceutical Co., Ltd; deputy general manager and acting general manager of Zhong Yi. Mr. Wu is currently chairman and general manager of Zhong Yi. Mr. Wu has extensive experience in operation, management, marketing, research and development.

#### *Profiles of the candidates for election as independent non-executive directors*

**Mr. Liu Jinxiang**, aged 69, has served as an independent non-executive director of the Company since 15 June 2007. Mr. Liu graduated from Xi’an Construction Technology University in 1964. He was an independent non-executive director of the Company from August 2000 to March 2004, chairman of Yue Xiu Enterprises (Holdings) Limited and Guangzhou Investment Company Limited, chairman of Yue Xiu Transportation Company Limited, head of Guangzhou Economic Committee and vice-mayor of Guangzhou City. Mr. Liu has more than 40 years of experience in industrial technology, enterprise and economic affairs management.

**Mr. Li Shanmin**, aged 47, has served as an independent non-executive director of the Company since 15 June 2007. Mr. Li graduated from Nanjing Agricultural University with a doctorate degree in management science in 1990. He is currently a Professor of the School of Management of Zhongshan University, the mentor of Ph. D. students whose majors are in finance and investment, section chief for finance and state-owned asset section of Zhongshan University, Secretary-General of Zhongshan University Education Fund and a member of International Financial Management Association. Mr. Li is also acting as an independent director of Hubei Yihua Chemical Industry Co., Ltd., an independent director of Guangdong Haida Group Co., Ltd., an independent director of Dongguan Development (Holdings) Co., Ltd., and Guangdong Finance Trust Company Limited, director of Guangzhou Zhujiang Industrial Co., Ltd., directive expert of postdoctorate station of The Shenzhen Stock Exchange.

**Mr. Zhang Yonghua**, aged 51, has served as an independent non-executive director since 15 June 2007. Mr. Zhang graduated from Huazhong Normal University with a bachelor degree in Law in 1982 and received a master degree in Law in 1989. He is currently the director of Education and Legal System Institute under the School of Law of Guangdong University of Foreign Studies. Mr. Zhang acted as deputy director of Publicity Department and vice-professor of School of Political Science & Law of Huazhong Normal University, deputy director of Minor Department of Guangzhou University of Foreign Studies and deputy director of Guangdong University of Foreign Studies. Mr. Zhang is also a director of Guangdong Law Society, a legal consultant of the Standing Committee of the People's Congress of Guangzhou City, consultation expert of the Legal System Office of Guangzhou Government and an arbitrator of Guangzhou Arbitration Commission.

**Dr. Wong Lung Tak Patrick**, aged 62, PhD, JP, FCPA (Practising). He is a fellow member of the Hong Kong Institute of Certified Public Accountants; an associate member of the Institute of Chartered Accountants in England and Wales; a fellow member of the Association of Chartered Certified Accountants in the United Kingdom; a fellow member of the Association of International Accountants; a fellow member of the Society of Chinese Accountants and Auditors of Hong Kong; a fellow member of the Institute of Chartered Secretaries and Administrators; a fellow member of the Hong Kong Institute of Company Secretaries, a fellow member of the Taxation Institute of Hong Kong and a fellow member of the Hong Kong Institute of Directors Limited. Dr. Wong is Managing Practicing Director of Wong Lam Leung & Kwok CPA Limited, Managing Practicing Director of Hong Kong Pengcheng CPA Limited and Sole-Proprietor of Patrick L T Wong & Co. He is independent non-executive director of CC Land Holdings Limited, independent non-executive director of Galaxy Entertainment Group Limited, independent non-executive director of Water Oasis Group Limited, independent non-executive director of China Precious Metal Resources Holdings Company Limited, independent non-executive director of Vertex Group Limited and independent non-executive director of Ruinian International Limited. Dr. Wong has over 30 years' experience in the accountancy profession. He is Adjunct Professor, School of Accounting and Finance, The Hong Kong Polytechnic University. Among his qualifications, he obtained a Doctor of Philosophy in Business in 2000, awarded a Badge of Honour in 1993 by the Queen of England and was appointed a Justice of the Peace in 1998. Dr. Wong involves in many other community services, holding posts in various organizations and committees in government and voluntary agencies.

## **Attachment 2:**

### **Declaration in respect of the nomination as an independent non-executive director of Guangzhou Pharmaceutical Company Limited**

The Board of Guangzhou Pharmaceutical Company Limited publicly declared its nomination of Mr. Liu Jinxiang, Mr. Li Shanmin, Mr. Zhang Yonghua and Mr. Wong Lung Tak, as candidates for election as independent non-executive directors of the 5th session of the Board of Guangzhou Pharmaceutical Company Limited. The nominated candidates have absolutely no relationship with Guangzhou Pharmaceutical Company Limited which may affect the independence of the nomination. The particulars are as follows:

This nomination is made in full knowledge of the nominated candidates' profession, academic background, professional status, detailed working experience, and all other concurrent posts. The nominated candidates have already given written consent to the appointment as independent non-executive director of the 5th section of the Board of Guangzhou Pharmaceutical Company Limited (Declarations of Candidates for independent non-executive directors are enclosed). The nominator is of the opinion that each nominated candidate:

1. is qualified to be a director of a listed company based on statutes, administrative laws and regulations and other stipulations;
2. complies with the conditions of appointment as director as stipulated in the Articles of Association of Guangzhou Pharmaceutical Company Limited;
3. has the independence required by the Guidance on Setting Up a System of independent non-executive directors for Listed Companies issued by the China Securities Regulatory Commission;
  - (i) Neither the nominated candidate nor his immediate relatives, and other important social connections are employed by Guangzhou Pharmaceutical Company Limited;
  - (ii) Neither the nominated candidate nor his immediate relatives are shareholders holding either directly or indirectly 1% or more of the issued shares of Guangzhou Pharmaceutical Company Limited, nor are they amongst the ten largest shareholders of Guangzhou Pharmaceutical Company Limited;
  - (iii) Neither the nominated candidate nor his immediate relatives hold office in shareholders holding 5% or more of the issued shares of Guangzhou Pharmaceutical Company Limited, nor did they held office in one of the top five shareholders of such company;
  - (iv) During the past one year, the nominated candidate did not fall within any one of the conditions listed above.

4. The nominated candidate and their immediate family members are not the directors (independent directors), supervisors and senior management of the controlling shareholder of Guangzhou Pharmaceutical Company Limited or its actual controller or their subsidiaries;
5. The nominated candidate is not or in the one year prior to his nomination providing financial, legal, and consultancy services to Guangzhou Pharmaceutical Company Limited or its subsidiaries;
6. The nominated candidate is not with Guangzhou Pharmaceutical Company Limited and its controlling shareholder or their respective affiliates of major business units served, not in the business units serving the controlling shareholder of units;
7. The nominated candidate is not a national civil servant, or the serving as the independent director do not violate the “The People’s Republic of China Civil Law”;
8. The nominated candidate is in the management cadres (other leading cadres) or taking office as independent directors do not violate the requirement of “Notice on regulating the management cadres as independent directors, independent supervisors of listed companies, fund management company after resignation or retirement” (Zhong Ji Fa [2008] 22).

Including Guangzhou Pharmaceutical Company Limited, the number of listed companies (mainland A shares and B shares listed companies) in which the nominated candidate serves as independent director should not be more than five, and has not served as director of Guangzhou Pharmaceutical Company Limited for not more than six consecutive years.

Guangzhou Pharmaceutical Company Limited has verified the relevant information of the candidates for independent directors pursuant to the first article of the “Notice on strengthening the records on the qualification of independent directors of listed companies” (on the certificate [2008] 120) of the Shanghai Stock Exchange.

The nominated nominator pledges the veracity, completeness and correctness of the above declaration and that it does not contain any false or misleading statements. Guangzhou Pharmaceutical Company Limited is fully aware of the possible consequences of making a false declaration.

**Nominator: The Board of  
Guangzhou Pharmaceutical Company Limited**

11 May 2010

### **Attachment 3:**

#### **Declaration of the Candidate for Election as Independent Non-executive Director of Guangzhou Pharmaceutical Company Limited**

The declarant, Liu Jinxiang, as candidate for election as an Independent Non-executive Director of the 5th session of the Board of Directors of Guangzhou Pharmaceutical Company Limited (the “Company”), hereby publicly declares, that there does not exist any relationship between myself and the Company which may affect my independence during my tenure as Independent Non-executive Director of the Company. Particulars of the declaration are as follows:

1. Neither myself nor my immediate relatives, nor other important social connections are employed by the Company or its associated companies;
2. Neither myself nor my immediate relatives are shareholders holding either directly or indirectly 1% or more of the Company’s issued shares and is not the top ten shareholders of the company’s natural shareholders;
3. Neither myself nor my immediate relatives hold office in shareholder entities holding either directly or indirectly 5% or more of the Company’s issued shares, and is not holding office in the Company’s five largest shareholders entities;
4. Over the part year, I did not fall within any of the criteria in the above three points that would affect my independence for election as an Independent Non-Executive Director of the Company;
5. Neither myself nor my immediate relatives are the directors (independent directors), supervisors and senior management personnel of the controlling shareholder or actual controller and the its subsidiaries of the Company;
6. I do not provide or in the one year prior to my nomination provide financial, legal, and consultancy services to the Company or its associated companies;
7. I am not employed in the business units that are engaging business to a material extent with the Company and its controlling shareholder or their respective subsidiaries nor employed in the controlling shareholders of those business units;
8. I am not a national civil servant, or the serving as the independent director do not violate the “The People’s Republic of China Civil Law”;

9. I am not in the management cadres (other leading cadres) or taking office as independent directors do not violate the requirement of “Notice on regulating the management cadres as independent directors, independent supervisors of listed companies, fund management company after resignation or retirement” (Zhong Ji Fa [2008] 22).
10. I am not from the company and its major shareholders or interested agencies and personnel to obtain additional, undisclosed other interests;
10. I have not obtained any additional and undisclosed benefits interest from the Company and its major shareholders or interested agencies and personnel;
11. I comply with the conditions of appointment as director as stipulated in the Articles of Association of the Company;
12. There does not exist circumstances that I cannot hold office as director of company(ies) pursuant to “The People’s Republic of China Company Law”;
13. I guarantee that the resume and other relevant personal information provided to the Company are true, accurate and complete.

In addition, I do not concurrently hold the post of Independent Non-executive Director in more than five listed companies (mainland A shares and B shares listed companies) including Guangzhou Pharmaceutical Company Limited. I did not serve continuously in the Company over six years.

I am fully aware of the responsibilities attached to the post of independent non-executive director and pledge the veracity, completeness and correctness of the above declaration and that it does not contain any false or misleading statements. I am fully cognisant of the possible consequences of making a false declaration. The China Securities and Regulatory Commission may ascertain my independence and employment qualifications from this declaration. During my tenure as an independent non-executive director of the Company, I will comply with the requirements of the regulations, stipulations and notices promulgated by the China Securities and Regulatory Commission, I will ensure that I have enough time and energy to carry out my obligations, that my judgement will be independent and that I will not be affected by the Company’s major shareholders, the actual controlling, or other units or individuals which have interests in the Company.

**Declarant: Liu Jinxiang**

11 May 2010



#### **Attachment 4:**

### **Declaration of the Candidate for Election as Independent Non-executive Director of Guangzhou Pharmaceutical Company Limited**

The declarant, Li Shanmin, as candidate for election as an Independent Non-executive Director of the 5th session of the Board of Directors of Guangzhou Pharmaceutical Company Limited (the “Company”), hereby publicly declares, that there does not exist any relationship between myself and the Company which may affect my independence during my tenure as Independent Non-executive Director of the Company. Particulars of the declaration are as follows:

1. Neither myself nor my immediate relatives, nor other important social connections are employed by the Company or its associated companies;
2. Neither myself nor my immediate relatives are shareholders holding either directly or indirectly 1% or more of the Company’s issued shares and is not the top ten shareholders of the company’s natural shareholders;
3. Neither myself nor my direct relations hold office in shareholder entities holding either directly or indirectly 5% or more of the Company’s issued shares, and is not holding office in the Company’s five largest shareholders entities;
4. Over the part year, I did not fall within any of the criteria in the above three points that would affect my independence for election as an Independent Non-Executive Director of the Company;
5. Neither myself nor my direct relations are the controlling shareholder or actual controller of its subsidiary company directors (independent directors), supervisors and senior management personnel;
6. I do not provide or in the one year prior to my nomination provide financial, legal, and consultancy services or technical consultancy to the Company or its associated companies;
7. I am not employed in the business units that are engaging business to a material extent with the Company and its controlling shareholder or their respective subsidiaries nor employed in the controlling shareholders of those business units;
8. I am not a national civil service, or serving the independent directors do not violate the “The People’s Republic of China Civil Law”;
9. I am not in the management cadres (other leading cadres) or taking office as independent directors do not violate the requirement of “Notice on regularizing the management cadres as independent directors, independent supervisors of listed companies, fund management company after resignation or retirement” (Zhong Ji Fa [2008] 22).10. I am not from the company and its major shareholders or interested agencies and personnel to obtain additional, undisclosed other interests;

10. I have not obtained and additional and undisclosed benefits interest from the Company and its major shareholders or interested agencies and personnel;
11. I comply with the conditions of appointment as director as stipulated in the Articles of Association of the Company;
12. There does not exist circumstances that I cannot hold office as director of company(ies) pursuant to “The People’s Republic of China Company Law”;
13. I guarantee that the resume and other relevant personal information provided to the Company are true, accurate and complete.

In addition, I do not concurrently hold the post of Independent Non-executive Director in more than five listed companies (mainland A shares and B shares listed companies) including Guangzhou Pharmaceutical Company Limited. the number of not more than five, I did not serve continuously in the company over six years

I am fully aware of the responsibilities attached to the post of independent non-executive director and pledge the veracity, completeness and correctness of the above declaration and that it does not contain any false or misleading statements. I am fully cognisant of the possible consequences of making a false declaration. The China Securities and Regulatory Commission may ascertain my independence and employment qualifications from this declaration. During my tenure as an independent non-executive director of the Company, I will comply with the requirements of the regulations, stipulations and notices promulgated by the China Securities and Regulatory Commission, I will ensure that I have enough time and energy to carry out my obligations, that my judgement will be independent and that I will not be affected by the Company’s major shareholders, the practical controlling personages, or other units or individuals which have interests in the Company.

**Declarant: Li Shanmin**

11 May 2010

## **Attachment 5:**

### **Declaration of the Candidate for Election as Independent Non-executive Director of Guangzhou Pharmaceutical Company Limited**

The declarant, Zhang Yonghua, as candidate for election as an Independent Non-executive Director of the 5th session of the Board of Directors of Guangzhou Pharmaceutical Company Limited (the “Company”), hereby publicly declares, that there does not exist any relationship between myself and the Company which may affect my independence during my tenure as Independent Non-executive Director of the Company. Particulars of the declaration are as follows:

1. Neither myself nor my immediate relatives, nor other important social connections are employed by the Company or its associated companies;
2. Neither myself nor my immediate relatives are shareholders holding either directly or indirectly 1% or more of the Company’s issued shares and is not the top ten shareholders of the company’s natural shareholders;
3. Neither myself nor my direct relations hold office in shareholder entities holding either directly or indirectly 5% or more of the Company’s issued shares, and is not holding office in the Company’s five largest shareholders entities;
4. Over the part year, I did not fall within any of the criteria in the above three points that would affect my independence for election as an Independent Non-Executive Director of the Company;
5. Neither myself nor my direct relations are the controlling shareholder or actual controller of its subsidiary company directors (independent directors), supervisors and senior management personnel;
6. I do not provide or in the one year prior to my nomination provide financial, legal, and consultancy services or technical consultancy to the Company or its associated companies;
7. I am not employed in the business units that are engaging business to a material extent with the Company and its controlling shareholder or their respective subsidiaries nor employed in the controlling shareholders of those business units;
8. I am not a national civil service, or serving the independent directors do not violate the “The People’s Republic of China Civil Law”;

9. I am not in the management cadres (other leading cadres) or taking office as independent directors do not violate the requirement of “Notice on regularizing the management cadres as independent directors, independent supervisors of listed companies, fund management company after resignation or retirement” (Zhong Ji Fa [2008] 22).
10. I am not from the company and its major shareholders or interested agencies and personnel to obtain additional, undisclosed other interests;
10. I have not obtained and additional and undisclosed benefits interest from the Company and its major shareholders or interested agencies and personnel;
11. I comply with the conditions of appointment as director as stipulated in the Articles of Association of the Company;
12. There does not exist circumstances that I cannot hold office as director of company(ies) pursuant to “The People’s Republic of China Company Law”;
13. I guarantee that the resume and other relevant personal information provided to the Company are true, accurate and complete.

In addition, I do not concurrently hold the post of Independent Non-executive Director in more than five listed companies (mainland A shares and B shares listed companies) including Guangzhou Pharmaceutical Company Limited. the number of not more than five, I did not serve continuously in the company over six years

I am fully aware of the responsibilities attached to the post of independent non-executive director and pledge the veracity, completeness and correctness of the above declaration and that it does not contain any false or misleading statements. I am fully cognisant of the possible consequences of making a false declaration. The China Securities and Regulatory Commission may ascertain my independence and employment qualifications from this declaration. During my tenure as an independent non-executive director of the Company, I will comply with the requirements of the regulations, stipulations and notices promulgated by the China Securities and Regulatory Commission, I will ensure that I have enough time and energy to carry out my obligations, that my judgement will be independent and that I will not be affected by the Company’s major shareholders, the practical controlling personages, or other units or individuals which have interests in the Company.

**Declarant: Zhang Yonghua**

11 May 2010

## **Attachment 6:**

### **Declaration of the Candidate for Election as Independent Non-executive Director of Guangzhou Pharmaceutical Company Limited**

The declarant, Wong Lung Tak Patrick, as candidate for election as an Independent Non-executive Director of the 5th session of the Board of Directors of Guangzhou Pharmaceutical Company Limited (the “Company”), hereby publicly declares, that there does not exist any relationship between myself and the Company which may affect my independence during my tenure as Independent Non-executive Director of the Company. Particulars of the declaration are as follows:

1. Neither myself nor my immediate relatives, nor other important social connections are employed by the Company or its associated companies;
2. Neither myself nor my immediate relatives are shareholders holding either directly or indirectly 1% or more of the Company’s issued shares and is not the top ten shareholders of the company’s natural shareholders;
3. Neither myself nor my direct relations hold office in shareholder entities holding either directly or indirectly 5% or more of the Company’s issued shares, and is not holding office in the Company’s five largest shareholders entities;
4. Over the part year, I did not fall within any of the criteria in the above three points that would affect my independence for election as an Independent Non-Executive Director of the Company;
5. Neither myself nor my direct relations are the controlling shareholder or actual controller of its subsidiary company directors (independent directors), supervisors and senior management personnel;
6. I do not provide or in the one year prior to my nomination provide financial, legal, and consultancy services or technical consultancy to the Company or its associated companies;
7. I am not employed in the business units that are engaging business to a material extent with the Company and its controlling shareholder or their respective subsidiaries nor employed in the controlling shareholders of those business units;
8. I am not a national civil service, or serving the independent directors do not violate the “The People’s Republic of China Civil Law”;

9. I am not in the management cadres (other leading cadres) or taking office as independent directors do not violate the requirement of “Notice on regularizing the management cadres as independent directors, independent supervisors of listed companies, fund management company after resignation or retirement” (Zhong Ji Fa [2008] 22).
10. I am not from the company and its major shareholders or interested agencies and personnel to obtain additional, undisclosed other interests;
10. I have not obtained and additional and undisclosed benefits interest from the Company and its major shareholders or interested agencies and personnel to obtain additional;
11. I comply with the conditions of appointment as director as stipulated in the Articles of Association of the Company;
12. There does not exist circumstances that I cannot hold office as director of company(ies) pursuant to “The People’s Republic of China Company Law”;
13. I guarantee that the resume and other relevant personal information provided to the Company are true, accurate and complete.

In addition, I do not concurrently hold the post of Independent Non-executive Director in more than five listed companies (mainland A shares and B shares listed companies) including Guangzhou Pharmaceutical Company Limited. the number of not more than five, I did not serve continuously in the company over six years

I am fully aware of the responsibilities attached to the post of independent non-executive director and pledge the veracity, completeness and correctness of the above declaration and that it does not contain any false or misleading statements. I am fully cognisant of the possible consequences of making a false declaration. The China Securities and Regulatory Commission may ascertain my independence and employment qualifications from this declaration. During my tenure as an independent non-executive director of the Company, I will comply with the requirements of the regulations, stipulations and notices promulgated by the China Securities and Regulatory Commission, I will ensure that I have enough time and energy to carry out my obligations, that my judgement will be independent and that I will not be affected by the Company’s major shareholders, the practical controlling personages, or other units or individuals which have interests in the Company.

**Declarant: Wong Lung Tak Patrick**

11 May 2010