

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim 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 1ST MEETING OF THE FIFTH 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 1st meeting of the fifth session of the Board of the Company was held on 28 June 2010 at the Company’s conference room 203, 2nd Floor, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”). All of the nine eligible directors attended the meeting, Mr. Yang Rongming, a director, presided over the meeting. The supervisors, senior management and the lawyer 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 9 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting:

1. Mr. Yang Rongming was elected to be the chairman of the fifth session of the Board of the Company;
2. Mr. Li Chuyuan was elected to be the vice-chairman of the fifth session of the Board of the Company;
3. Mr. Wu Changhai (whose profile attached) was appointed as the general manager of the Company;
4. Mr. Su Guangfeng (whose profile attached) was appointed as the deputy general manager of the Company;
5. Mr. Chen Binghua (whose profile attached) was appointed as the financial controller of the Company;

6. Mr. Pang Jianhui (whose profile attached) was appointed as the secretary to the Board of the Company;
7. Mr. Wong Lung Tak Patrick, Mr. Liu Jinxiang, Mr. Li Shanmin, Mr. Zhang Yonghua and Mr. Qiu Hongzhong were appointed as members of the Audit Committee of the Company, with Mr. Wong Lung Tak Patrick as the chairman of the Committee;
8. Mr. Yang Rongming, Mr. Li Chuyuan, Mr. Shi Shaobin, Mr. Liu Jinxiang and Mr. Li Shanmin were appointed as members of the Strategic Development & Investment Committee of the Company, with Mr. Yang Rongming as the chairman of the Committee;
9. Mr. Li Chuyuan, Mr. Wu Changhai, Mr. Li Shanmin, Mr. Zhang Yonghua and Mr. Qiu Hongzhong were appointed as members of the Nomination & Remuneration Committee of the Company, with Mr. Li Shanmin as the chairman of the Committee;
10. Mr. Shi Shaobin, Mr. Wu Changhai, Mr. Liu Jinxiang, Mr. Li Shanmin and Mr. Wong Lung Tak Patrick were appointed as members of the Budget Committee of the Company, with Mr. Liu Jinxiang as the chairman of the Committee;
11. Details of the resolution on emoluments of independent non-executive directors and external supervisors for the year 2010 are set out below:
 - (1) The emoluments of each of the independent non-executive directors who are Hong Kong residents or domestic residents for the year 2010 is RMB50,000 (taxes inclusive). If an independent non-executive director also serves as a member of the Audit Committee of the Board, his/her emoluments for the year 2010 is RMB80,000 (taxes inclusive);
 - (2) The emoluments of each of the external supervisors for the year 2010 is RMB30,000 (taxes inclusive).

The Board of
Guangzhou Pharmaceutical Company Limited

Guangzhou, the PRC, 28 June 2010

As at the date of this announcement, the Board comprises Mr. Yang Rongming, Mr. Li Chuyuan, Mr. Shi Shaobin and Mr. Wu Changhai as executive directors, and Mr. Liu Jinxiang, Mr. Li Shanmin, Mr. Zhang Yonghua, Mr. Wong Lung Tak Patrick and Mr. Qiu Hongzhong as non-executive independent directors.

Attachment:

Profiles of the senior 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 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 marketing center of Guangzhou Zhong Yi Pharmaceutical Co., Ltd (“Zhong Yi”); deputy general manager of Guangxi Ying Kang Pharmaceutical Co., Ltd (“Guangxi Ying Kang”); 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, scientific technology, research and development.

Mr. Su Guangfeng, aged 45, an engineer with a Bachelor degree in Industrial Studies, has served as Deputy General Manager of the Company since June 2005. Mr. Su joined Guangzhou Baiyunshan Pharmaceutical Co., Ltd (“Baiyunshan Co., Ltd”) in 1987 and served as the deputy chief of the Operation Department of Baiyunshan Co., Ltd, and deputy plant head of Guangzhou Baiyunshan Chinese Medicine Factory, manager of Ying Bang Branch Company of Guangzhou Pharmaceutical Company Limited, chairman of Guangzhou Xing Qun Pharmaceutical Co., Ltd (“Xing Qun”) and chairman of Guangzhou Pang Gao Shou Pharmaceutical Co., Ltd (“Pang Gao Shou”). Mr. Su is currently general manager of Xing Qun. Mr. Su has extensive experience in enterprise management, sales and marketing.

Mr. Chen Binghua, aged 45, an accountant with a Master degree in Business Administration, is the financial controller and senior manager of the Finance Department of the Company. Mr. Chen was general manager of Shanghai Pudong Xidi Co., Ltd, general finance manager of China Foreign Trade Development Company and financial chief of O-NET Communications Ltd. He is also a director of Guangzhou Bai Di Bio-technology Co., Ltd, Guangxi Ying Kang and Guangzhou Nuo Cheng Bio-tech Co., Ltd and supervisor of Guangzhou Pharmaceuticals Corporation. He has been the senior manager of the Finance Department of the Company since 2002 and the financial controller of the Company since December 2005. Mr. Chen has extensive experience in accounting and financial management.

Mr. Pang Jianhui, aged 37, secretary of the Board of the Company, a senior engineer with a Bachelor of Science degree in Pharmaceutical Science. Mr. Pang joined Guangzhou Pharmaceutical Holdings Limited (“GPHL”) in 1996, and served as the Business Head of Investment Department of GPHL, officer of Guangzhou Pharmaceutical Import & Export Corporation (which was renamed as “Guangzhou Pharmaceutical Import & Export Co., Ltd.”), business manager and department manager of the Business Department of its Hong Kong subsidiary and deputy director of its Investment Department. Mr. Pang is also director of Guangzhou Wang Lao Ji Pharmaceutical Co., Ltd, director of Pang Gao Shao, director of Guangdong Han Fang Modern Chinese Medicine Research and Development Co., Ltd. and Guangxi Ying Kang. Mr. Pang has been the secretary of the Board of the Company since July 2008. He has extensive experience in pharmaceutical manufacturing and management.