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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 THE RESOLUTIONS PASSED AT THE 2009 ANNUAL GENERAL MEETING

**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.**

### IMPORTANT NOTICE

- There was no objection or amendment to the resolutions proposed at the 2009 annual general meeting;
- There was no new motion proposed at the 2009 annual general meeting.

### I. CONVENING OF THE 2009 ANNUAL GENERAL MEETING (THE “AGM”) AND ATTENDANCE THEREOF

The AGM was held by the Company on 28 June 2010 at 10:00 a.m. at the conference room 103 of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People's Republic of China (the “PRC”). 5 shareholders (in person or by proxy) attended the AGM, representing a total of 448,484,871 shares of the Company (of which 391,066,841 shares were domestic shares and 57,418,030 shares were H shares) or approximately 55.31% of the total number of issued shares of the Company. The AGM was convened by the Board and was presided by Mr. Yang Rongming, chairman of the Company. The directors, supervisors and senior management of the Company together with the attesting lawyers and auditors of the Company were present at the AGM. The AGM was held in compliance with the relevant provisions of the Company Law of the PRC (the “Company Law”) and the Company's Articles of Association (the “Articles”).

As at the date of the AGM, there were a total of 810,900,000 shares of the Company in issue, of which 591,000,000 shares were domestic shares, and 219,900,000 shares were H shares. No holder of the shares entitled to attend the AGM was required to abstain from voting on any of the resolutions at the AGM, or to vote only against any of the resolutions at the AGM.

## II. CONSIDERATION OF THE RESOLUTIONS

In accordance with the agenda of the AGM, the following resolutions (details of which were set out in the notice of the AGM dated 11 May 2010 and the supplemental notice of the AGM dated 9 June 2010) were passed at the AGM by way of poll:

### 1. Passed by way of ordinary resolution:

#### (1) Report of the Board for the year 2009

No. of Shares Represented (share)	No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	No. of Shares Abstained (share)
448,484,871	448,484,871	100.00	0	0

#### (2) Report of the Supervisory Committee for the year 2009

No. of Shares Represented (share)	No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	No. of Shares Abstained (share)
448,484,871	448,484,871	100.00	0	0

#### (3) Financial reports of the Company for the year 2009

No. of Shares Represented (share)	No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	No. of Shares Abstained (share)
448,484,871	448,228,871	99.94	0	256,000

(4) Auditors' reports of the Company for the year 2009

<b>No. of Shares Represented</b> <i>(share)</i>	<b>No. of Shares Voted in Favor</b> <i>(share)</i>	<b>Percentage of Shares Voted in Favor</b> <i>(%)</i>	<b>No. of Shares Voted Against</b> <i>(share)</i>	<b>No. of Shares Abstained</b> <i>(share)</i>
448,484,871	448,296,871	99.96	0	188,000

(5) Proposal for profit distribution and dividend payment of the Company for the year 2009

<b>No. of Shares Represented</b> <i>(share)</i>	<b>No. of Shares Voted in Favor</b> <i>(share)</i>	<b>Percentage of Shares Voted in Favor</b> <i>(%)</i>	<b>No. of Shares Voted Against</b> <i>(share)</i>	<b>No. of Shares Abstained</b> <i>(share)</i>
448,484,871	448,484,871	100.00	0	0

(6) Total emoluments to be paid to the directors of the Company for the year 2010

<b>No. of Shares Represented</b> <i>(share)</i>	<b>No. of Shares Voted in Favor</b> <i>(share)</i>	<b>Percentage of Shares Voted in Favor</b> <i>(%)</i>	<b>No. of Shares Voted Against</b> <i>(share)</i>	<b>No. of Shares Abstained</b> <i>(share)</i>
448,484,871	448,484,871	100.00	0	0

(7) Total emoluments to be paid to the supervisors of the Company for the year 2010

<b>No. of Shares Represented</b> <i>(share)</i>	<b>No. of Shares Voted in Favor</b> <i>(share)</i>	<b>Percentage of Shares Voted in Favor</b> <i>(%)</i>	<b>No. of Shares Voted Against</b> <i>(share)</i>	<b>No. of Shares Abstained</b> <i>(share)</i>
448,484,871	448,484,871	100.00	0	0

(8) Provision of loans by the Company to Guangzhou Pharmaceuticals Corporation

<b>No. of Shares Represented</b> <i>(share)</i>	<b>No. of Shares Voted in Favor</b> <i>(share)</i>	<b>Percentage of Shares Voted in Favor</b> <i>(%)</i>	<b>No. of Shares Voted Against</b> <i>(share)</i>	<b>No. of Shares Abstained</b> <i>(share)</i>
448,484,871	422,100,441	94.12	26,320,430	64,000

(9) Provision of guarantees by the Company to secure bank loans for its subsidiaries

<b>No. of Shares Represented</b> <i>(share)</i>	<b>No. of Shares Voted in Favor</b> <i>(share)</i>	<b>Percentage of Shares Voted in Favor</b> <i>(%)</i>	<b>No. of Shares Voted Against</b> <i>(share)</i>	<b>No. of Shares Abstained</b> <i>(share)</i>
448,484,871	422,100,441	94.12	26,320,430	64,000

(10) Elections of members of the new session of the Board and members of the new session of the supervisory committee by means of cumulative voting system. The elections results are as follow:

A. Directors:

<b>Mr. Yang Rongming</b>	<b>No. of Shares Represented</b> <i>(share)</i>	<b>No. of Shares Voted in Favor</b> <i>(share)</i>	<b>Percentage of Shares Voted in Favor</b> <i>(%)</i>	<b>No. of Shares Voted Against</b> <i>(share)</i>	<b>No. of Shares Abstained</b> <i>(share)</i>
	448,484,871	444,596,871	99.13	3,888,000	0

<b>Mr. Shi Shaobin</b>	<b>No. of Shares Represented</b> <i>(share)</i>	<b>No. of Shares Voted in Favor</b> <i>(share)</i>	<b>Percentage of Shares Voted in Favor</b> <i>(%)</i>	<b>No. of Shares Voted Against</b> <i>(share)</i>	<b>No. of Shares Abstained</b> <i>(share)</i>
	448,484,871	448,484,871	100.00	0	0

<b>Mr. Wu Changhai</b>	<b>No. of Shares Represented</b> <i>(share)</i>	<b>No. of Shares Voted in Favor</b> <i>(share)</i>	<b>Percentage of Shares Voted in Favor</b> <i>(%)</i>	<b>No. of Shares Voted Against</b> <i>(share)</i>	<b>No. of Shares Abstained</b> <i>(share)</i>
	448,484,871	448,484,487	100.00	0	0

<b>Mr. Li Chuyuan</b>	<b>No. of Shares Represented</b> <i>(share)</i>	<b>No. of Shares Voted in Favor</b> <i>(share)</i>	<b>Percentage of Shares Voted in Favor</b> <i>(%)</i>	<b>No. of Shares Voted Against</b> <i>(share)</i>	<b>No. of Shares Abstained</b> <i>(share)</i>
	448,484,871	432,952,841	96.54	0	15,532,030

<b>Mr. Liu Jinxiang</b>	<b>No. of Shares Represented (share)</b>	<b>No. of Shares Voted in Favor (share)</b>	<b>Percentage of Shares Voted in Favor (%)</b>	<b>No. of Shares Voted Against (share)</b>	<b>No. of Shares Abstained (share)</b>
	448,484,871	448,484,871	100.00	0	0

<b>Mr. Li Shanmin</b>	<b>No. of Shares Represented (share)</b>	<b>No. of Shares Voted in Favor (share)</b>	<b>Percentage of Shares Voted in Favor (%)</b>	<b>No. of Shares Voted Against (share)</b>	<b>No. of Shares Abstained (share)</b>
	448,484,871	448,484,871	100.00	0	0

<b>Mr. Zhang Yonghua</b>	<b>No. of Shares Represented (share)</b>	<b>No. of Shares Voted in Favor (share)</b>	<b>Percentage of Shares Voted in Favor (%)</b>	<b>No. of Shares Voted Against (share)</b>	<b>No. of Shares Abstained (share)</b>
	448,484,871	448,484,871	100.00	0	0

<b>Mr. Wong Lung Tak</b>	<b>No. of Shares Represented (share)</b>	<b>No. of Shares Voted in Favor (share)</b>	<b>Percentage of Shares Voted in Favor (%)</b>	<b>No. of Shares Voted Against (share)</b>	<b>No. of Shares Abstained (share)</b>
	448,484,871	448,484,871	100.00	0	0

<b>Mr. Qiu Hongzhong</b>	<b>No. of Shares Represented (share)</b>	<b>No. of Shares Voted in Favor (share)</b>	<b>Percentage of Shares Voted in Favor (%)</b>	<b>No. of Shares Voted Against (share)</b>	<b>No. of Shares Abstained (share)</b>
	448,484,871	432,952,841	96.54	0	15,532,030

The above nine directors appointed comprise the 5th session of the Board of the Company. Each of the above appointed directors shall have a term of three years from the date of their respective appointments to the date when members of the new session of the Board are elected.

Mr. Wong Hin Wing, an independent non-executive director of the 4th session of the Board, ceased to be director of the Company. The Board hereby extends its sincere appreciation for Mr. Wong Hin Wing's efforts and contributions to the Group during his tenure of office.

B. Supervisors:

<b>Ms. Yang Xiuwei</b>	<b>No. of Shares Represented</b> <i>(share)</i>	<b>No. of Shares Voted in Favor</b> <i>(share)</i>	<b>Percentage of Shares Voted in Favor</b> <i>(%)</i>	<b>No. of Shares Voted Against</b> <i>(share)</i>	<b>No. of Shares Abstained</b> <i>(share)</i>
	448,484,871	448,484,871	100.00	0	0

<b>Mr. Zhong Yugan</b>	<b>No. of Shares Represented</b> <i>(share)</i>	<b>No. of Shares Voted in Favor</b> <i>(share)</i>	<b>Percentage of Shares Voted in Favor</b> <i>(%)</i>	<b>No. of Shares Voted Against</b> <i>(share)</i>	<b>No. of Shares Abstained</b> <i>(share)</i>
	448,484,871	448,484,871	100.00	0	0

The two supervisors appointed and Mr. Wu Quan, the supervisor representing the staff of the Company elected at a meeting of the Company's staff representative, comprise the 5th session of the supervisory committee of the Company. Each of the above appointed supervisors shall have a term of three years from the date of their respective appointments to the date when members of the new session of the supervisory committee are elected.

- (11) 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 to determine their respective remuneration.

<b>No. of Shares Represented</b> <i>(share)</i>	<b>No. of Shares Voted in Favor</b> <i>(share)</i>	<b>Percentage of Shares Voted in Favor</b> <i>(%)</i>	<b>No. of Shares Voted Against</b> <i>(share)</i>	<b>No. of Shares Abstained</b> <i>(share)</i>
448,484,871	448,484,871	100.00	0	0

2. Passed by way of special resolution:

Resolution in relation to amendments to the Articles.

<b>Total number of votes</b> <i>(share)</i>	<b>For shares</b> <i>(share)</i>	<b>For percentage of total number of votes cast</b> <i>(%)</i>	<b>Against shares</b> <i>(share)</i>	<b>Abstained shares</b> <i>(share)</i>
448,484,871	448,116,871	99.92	0	368,000

### III. PROCEEDINGS WITNESSED BY LAWYERS AND AUDITORS

Shu Lun Pan Yangcheng Certified Public Accountants Co., Ltd., the Company's domestic auditors, acted as the scrutineer for the voting at the AGM.

The AGM was witnessed by Ms. Lv Hui and Mr. Wu Chunshuang, lawyers from Z&T Law Firm, which issued its legal opinion that the procedures for convening and holding of the AGM complied with the provisions of the Company Law and the Articles, and the eligibility of the persons attending the AGM was lawful and valid. No new motion was proposed by the shareholders at the AGM. The voting procedures for the meeting complied with the laws and regulations and the provisions of the Articles. The resolutions passed at the AGM were lawful and valid.

### IV. EXPLANATION OF THE PAYMENT OF FINAL DIVIDEND FOR THE YEAR 2009

Apart from the above resolutions, the Company made the following explanation of the payment of the final dividend for the year 2009:

1. The holders of H shares whose names appeared on the register of members of the Company at the close of business on Friday, 28 May 2010 were entitled to the final dividend for the year 2009. According to Article 213 of the Articles, dividends payable to the Company's shareholders of H shares shall be paid in Hong Kong dollars. For the purpose of payment of the dividend, the applicable exchange rate is HK\$100 to RMB87.5334, being the average of the exchange rate between Hong Kong dollar and Renminbi as announced by the People's Bank of China for the week preceeding the date of announcement of the dividend. Accordingly, the amount of the final dividend payable per H share is HK\$0.0571 (including tax). The final dividend for H shares is expected to be paid on or before 10 August 2010.
2. A separate announcement in relation to the final dividend for shareholders of A shares of the Company will be made in due course.

### V. DOCUMENTS AVAILABLE FOR INSPECTION

1. The resolutions passed at the AGM signed by the shareholders who were present in person or by proxy; and
2. The legal opinion issued by the lawyers in relation to the AGM.

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 independent non-executive directors.*