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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 4<sup>th</sup> MEETING OF THE FIFTH SESSION OF THE BOARD**

The 4<sup>th</sup> meeting of the fifth session of the board of directors (the “Board”) of Guangzhou Pharmaceutical Company Limited (“GPC” or the “Company”) was held on 28 October 2010 at the Company’s conference room, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”), notice of which was despatched on 14 October 2010 by way of fax and email. All of the nine eligible directors attended the meeting, among whom, Mr. Zhang Yonghua, an independent director, was unable to attend the meeting personally and appointed Mr. Li Shanmin, an independent director, to attend the meeting and vote on his behalf. Mr. Yang Rongming, the chairman of the Board, 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 numbered 1, 4 and 5 set out below were passed with 9 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting. Resolution numbered 2 set out below was passed with 6 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting. Mr. Yang Yongming, Mr. Li Chuyuan and Mr. Shi Shaobin refrained from voting on resolution numbered 2. Resolution numbered 3 set out below was passed with 7 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting. Mr. Li Chuyuan and Mr. Shi Shaobin refrained from voting on resolution numbered 3.

1. The 2010 third quarterly report of the Company (please refer to the website of The Shanghai Stock Exchange for the full texts);
2. The Purchase and Sale Agreement in relation to Connected Transactions entered into between the Company and Guangzhou Pharmaceutical Holdings Limited;
3. The Purchase and Sale Agreement in relation to Connected Transactions entered into between the Company, Guangzhou Pharmaceutical Corporation and Guangzhou Wang Lao Ji Pharmaceutical Company Limited;

4. The amendment to the Rules of Procedures for the Board of the Company (please refer to the website of The Shanghai Stock Exchange for the full texts);
5. The resolution to convene the extraordinary general meeting (the date and matters to be considered will be further notified).

Resolutions numbered 2 to 4 above will be submitted to the extraordinary 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, 28 October 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.*