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(H Share Stock Code: 0874)

2011 FIRST QUARTERLY REPORT

1. IMPORTANT NOTICE

- 1.1 The board of directors (the "Board"), the supervisory committee (the "Supervisory Committee") of Guangzhou Pharmaceutical Company Limited ("GPC" or the "Company") and its directors, supervisors and senior management collectively and individually accept full responsibility for the authenticity, accuracy and completeness of the information contained in this quarterly report and confirm that there are no false information, misleading statements or material omissions in this quarterly report.
- 1.2 The directors of the Board attended the 7th meeting of the fifth session of the Board held on 28 April 2011, among whom, Mr. Li Shanmin, an independent non-executive director, attended the meeting by means of telephone.
- 1.3 The financial reports of the Company and its subsidiaries (collectively the "Group"), and the Company for the first quarter ended 31 March 2011 (the "Reporting Period") were prepared in accordance with the PRC Accounting Standards and were unaudited.
- 1.4 Mr. Yang Rongming (the chairman), Mr. Wu Changhai (director and general manager), and Mr. Chen Binghua (the financial controller and senior manager of the Finance Department), warrant and confirm the authenticity and completeness of the financial reports contained in this quarterly report.
- 1.5 This 2011 first quarterly report is published in Hong Kong pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- 1.6 This quarterly report is prepared in both English and Chinese. In the event that different interpretation occurs, the Chinese version shall prevail.

2. CORPORATE INFORMATION

2.1 Principal financial data and indicators

Items	As at 31 March 2011 (Unaudited)	As 31 December 20 (Audit	
Total assets (RMB'000) Shareholder's equity attributable to	4,806,731	4,476,5	592 7.37
the shareholders of the Company (RMB'000) Net assets per share attributable to	3,625,794	3,539,3	369 2.44
the shareholders of the Company (RMB)	4.47	4	.36 2.44
Items		Reporting period – 31 March 2011) <i>(Unaudited)</i>	Increase/(Decrease) as compared with the corresponding period of 2010 (%)
Net cash flow from operating activities (RMB'000) Net cash flow from operating activities per share (RMB)		(58,467) (0.072)	(1,409.65) (1,409.65)
Items	The Reporting Period (Unaudited)	1 Januar 31 March 2 (Unaudia	011 period of 2010

Net profit attributable to the shareholders			
of the Company (RMB'000)	86,980	86,980	27.36
Basic earnings per share (RMB)	0.107	0.107	27.36
Basic earnings per share after			
deducting non-operating items (RMB)	0.101	0.101	30.22
Diluted earnings per share (RMB)	0.107	0.107	27.36
Weighted average return on net assets ratio (%)	2.43	2.43	An increase of 0.38
			percentage point
Ratio of weighted return on net assets after	2.29	2.29	An increase of 0.41
deducting non-operating items (%)			percentage point

Notes: (1) The above financial data and indicators are computed based on the consolidated financial statements.

(2) Non-operating items include:

Non-operating Items (1 January – 31 March 2011)	Amount (<i>RMB</i> '000)	Explanation
Loss on disposal of non-current assets	(140)	
Government subsidies recognized as gain/(loss)	4,059	This is the amount of government subsidies received by the Company's subsidiaries and currently transferred to non-operating income.
Changes in fair value arising from trading financial assets and trading financial liabilities held (excluding the valid hedging business related to normal operating activities of the Company), as well as investment gains received from disposal of trading financial assets	211	
Write back of provision for impairment of accounts receivable undergoing independent impairment test	624	During the Reporting Period, the Company's subsidiaries strengthened clearance of accounts receivable, and the accounts receivable for which independent provision for impairment had been made previously were received during the Reporting Period.
Loss received from entrusted loans	(142)	
Other non-operating income and expenses excluding the above items	740	
Income tax effect	(235)	
Effect on minority interests	(21)	
Total	5,096	

3

2.2 Number of shareholders and the top ten shareholders of the Company and their shareholdings at the end of the Reporting Period (with the Share Reform Plan completed):

As at 31 March 2011, there were 59,120 shareholders in total, among which, 59,085 shareholders holding the Renminbi-denominated ordinary shares (A shares) and 35 shareholders holding overseas listed foreign shares (H shares).

Name of shareholders	No. of shares held as at the end of the Reporting Period (share)	Nature of shares
Guangzhou Pharmaceutical Holdings Limited	390,833,391	Domestic shares
HKSCC Nominees Limited (note)	219,249,299	H shares
Guangzhou Beicheng Rural Credit Cooperative	8,742,000	Domestic shares
CCB – Rongtong Leading Growing stock fund	3,679,908	Domestic shares
National Social Security Fund 108 Combination	2,999,889	Domestic shares
Yinfeng Securities Investment Fund	2,291,980	Domestic shares
ICBC – BOCOM Schroders Tendency		
Priority Securities Investment Funds	2,099,913	Domestic shares
Tao Haian	1,928,087	Domestic shares
Huaxia Growing Securities Investment Funds	1,809,533	Domestic shares
Zhongrong International Trust – No. 5 Feifan Structure	ing 1,800,000	Domestic shares

Note: According to the information provided by HKSCC Nominees Limited, the H shares held by it were held on behalf of several clients.

3 MAJOR EVENTS

3.1 Significant changes in major accounting items and financial indicators of the Company's financial statements and reasons for change

 $\sqrt{\text{Applicable}}$ \square Not applicable

Items	As at 31 March 2011 (RMB'000)	As at 31 December 2010 (<i>RMB</i> '000)	Increase/ (Decrease) (%)	Reason for change
Notes receivable	293,843	200,471	46.58	During the Reporting Period, the settlement of bank acceptance bills of the Group increased.
Accounts receivable	490,336	331,183	48.06	During the Reporting Period, the sales revenue of the Group increased and the accounts receivable increased accordingly.
Prepayment	189,281	126,960	49.09	During the Reporting Period, the Company's trading enterprises made advance payment for imported raw materials and purchase of equipments.
Short-term borrowings	54,558	38,868	40.37	During the Reporting Period, the Company's trading enterprises actively extended their import and export business, and loans denominated in foreign currencies increased.
Accounts payable	404,927	264,375	53.16	During the Reporting Period, the Company's trading enterprises actively developed quality downstream clients and obtained longer commercial credit terms.
Advance payments	175,069	99,011	76.82	During the Reporting Period, the Company's trading enterprises received advance payments for imported raw materials and purchase of equipments.
Accrued expenses	58,048	34,421	68.64	As at 31 March 2011, the accrued but unpaid advertising costs and transportation fees of the Group increased.

Items	The Reporting Period (RMB '000)	The corresponding period of 2010 (RMB'000)	Increase/ (Decrease) (%)	Reason for change
Sales taxes and surcharges	11,395	7,577	50.38	During the Reporting Period, the corporate tax payable of the Group increased as a result of the growth in the Group's total profit.
Investment income	36,008	12,613	185.48	During the Reporting Period, the investment income of the Company recognized in equity method increased as the result of the growth in the net profit of the Company's joint ventures as compared with the corresponding period of last year.
Income tax expense	13,237	5,248	152.22	During the Reporting Period, the corporate income tax payable of the Group increased as a result of the growth in the Group's total profit.
Net cash flows from operating activities	(58,467)	(3,873)	(1,409.65)	During the Reporting Period, the accounts receivable of the Group increased and the corporate tax payable of the Group increased as a result of the growth in the import and export business.
Net cash flows from investing activities	(21,505)	1,588	(1,454.33)	During the Reporting Period, the purchase of the Group's financing products increased.
Net cash flows from financing activities	15,054	(5,489)	374.25	During the Reporting Period, the Company's trading enterprises actively extended the import and export business and loans denominated in foreign currencies increased.

3.2 Explanation and analysis on major events and their impact and solutions

 \Box Applicable $\sqrt{\text{Not applicable}}$

3.3 Performance of the undertakings by the Company, its shareholders and beneficial owner

 \Box Applicable $\sqrt{}$ Not applicable

3.4 Early warning and explanation for negative impact on profit for the next reporting period, or significant profit fluctuation in comparison to the corresponding period of 2010

 \Box Applicable \sqrt{Not} applicable

3.5 The status of implementation of cash dividend policy during the Reporting Period

Pursuant to the resolution in relation to the proposed profit distribution and dividend payment for the year 2010 passed at the meeting of the Board on 25 March 2011, the Board proposed to distribute the final dividend of RMB0.05 per share (including tax) for 2010, with the total amount of RMB40,545,000.

The above proposal is subject to the approval by shareholders at the 2010 annual general meeting of the Company.

4 APPENDIX

The financial statements prepared in accordance with the PRC accounting standards (unaudited)

Balance Sheet

As at 31 March 2011

	Consolidated		The Company		
		At the beginning	At the beginning		
	At the end of the	of the Reporting	At the end of the	of the Reporting	
Items	Reporting Period	Period	Reporting Period	Period	
	(RMB)	(RMB)	(RMB)	(RMB)	
ASSETS					
Current assets:					
Cash	658,170,087.44	707,396,997.50	183,085,623.21	213,007,698.60	
Trading financial assets	5,884,764.90	11,669,292.02	5,884,764.90	6,669,292.02	
Notes receivable	293,842,554.37	200,470,880.49	550,627.21	5,609,282.66	
Accounts receivable	490,336,128.75	331,182,885.42	5,773,307.29	9,733,387.79	
Prepayment	189,281,297.17	126,959,980.73	95,075.66	-	
Interests receivable	_	_	_	_	
Dividends receivable	_	_	73,448,099.44	73,448,099.44	
Other receivables	60,991,514.70	42,773,798.29	474,849,621.90	436,817,367.74	
Inventories	784,581,162.33	755,055,590.28	403,296.30	132,488.56	
Prepaid expenses	4,625,851.09	367,104.88	_	_	
Entrusted loans	_	_	228,000,000.00	233,000,000.00	
Non-current assets	_	_	_	_	
due within 1 year					
Other current assets	_	_	_	_	
Total current assets	2,487,713,360.75	2,175,876,529.61	972,090,415.91	978,417,616.81	
Non-currents assets:					
Available-for-sale	24,892,252.73	25,615,245.16	23,171,500.00	23,958,000.00	
financial assets					
The held-to-maturity	_	_	_	_	
investments					
Long-term receivables	_	_	_	-	
Long-term equity investment	987,209,368.23	952,492,546.46	2,181,075,979.00	2,145,413,498.40	
Investment properties	106,960,425.02	108,517,274.59	37,127,664.81	37,463,208.95	
Fixed assets	1,019,647,664.95	1,040,084,682.18	14,467,692.90	14,569,977.14	
Construction in progress	29,175,458.97	27,452,013.77	-	-	
Construction supplies	_	_	_	_	
Disposal of fixed assets	_	_	_	_	
Intangible assets	96,119,467.31	96,963,070.09	_	_	
Development expenses	1,184,908.20	996,251.69	_	_	

	Consolidated		The Company		
	At the beginning		At the beginning		
	At the end of the	of the Reporting	At the end of the	of the Reporting	
Items	Reporting Period	Period	Reporting Period	Period	
	(RMB)	(RMB)	(RMB)	(RMB)	
Goodwill	_	_	_	_	
Long-term deferred expenses	6,793,899.82	6,967,625.69	_	_	
Deferred income tax assets	47,034,560.14	41,627,089.31	1,238,629.23	1,777,407.75	
Other non-current assets	_	_	_	_	
Total non-current assets	2,319,018,005.37	2,300,715,798.94	2,257,081,465.94	2,223,182,092.24	
Total assets	4,806,731,366.12	4,476,592,328.55	3,229,171,881.85	3,201,599,709.05	
Liabilities and	, , ,	, , ,	, , ,	, , ,	
shareholders' equity					
Current liabilities:					
Short-term borrowings	54,558,264.21	38,867,878.83	30,000,000.00	30,000,000.00	
Trading financial liabilities	_	_	_	_	
Notes payable	69,768,765.52	76,326,446.93	_	_	
Accounts payable	404,927,054.05	264,375,227.56	543,717.21	511,104.98	
Advances payment	175,069,128.24	99,011,229.83	41,853.69	56,508.19	
Salaries payable	67,872,704.19	61,258,810.66	1,875,848.78	3,566,497.59	
Taxes payable	48,394,012.48	44,924,602.21	2,776,353.34	5,851,655.08	
Interests payable	_	_	_	_	
Dividend payable	113,546.99	113,739.69	(921.30)	(728.60)	
Other payables	85,239,637.36	94,828,011.18	2,816,185.53	6,750,296.51	
Accrued expenses	58,047,984.09	34,420,595.90	3,830,827.89	4,380,827.89	
Non-current liabilities	_	_	_	_	
due within 1 year					
Other current liabilities	_	_	_	-	
Total current liabilities	963,991,097.13	714,126,542.79	41,883,865.14	51,116,161.64	
Non-current liabilities:					
Long-term borrowings	_	_	_	-	
Bonds payable	_	_	_	-	
Long-term payables	4,423,405.56	4,423,405.56	_	_	
Special payables	_	_	_	-	
Estimated liabilities	10,896,373.28	14,396,857.57	58,968.73	73,633.45	
Deferral income tax liabilities	5,425,327.56	5,822,215.05	4,658,042.65	5,044,811.04	
Other non-current liabilities	90,288,467.81	96,283,137.99	_	-	
Total non-current liabilities	111,033,574.21	120,925,616.17	4,717,011.38	5,118,444.49	
Total liabilities	1,075,024,671.34	835,052,158.96	46,600,876.52	56,234,606.13	
Shareholders' equity:					
Share capital	810,900,000.00	810,900,000.00	810,900,000.00	810,900,000.00	
Capital reserves	1,152,164,266.73	1,152,720,122.24	1,099,091,193.38	1,099,698,769.68	

	Consoli	dated	The Company		
		At the beginning		At the beginning	
	At the end of the	of the Reporting	At the end of the	of the Reporting	
Items	Reporting Period	Period	Reporting Period	Period	
	(RMB)	(RMB)	(RMB)	(RMB)	
Less: Treasury shares	_	_	_	_	
Surplus reserves	578,042,160.61	578,042,160.61	244,907,696.78	244,907,696.78	
Retained profits	1,084,687,175.77	997,707,102.24	1,027,672,115.17	989,858,636.46	
Exchange difference on foreign currency capital	_	_	_	_	
Shareholders' equity attributable to the shareholders of the	3,625,793,603.11	3,539,369,385.09	3,182,571,005.33	3,145,365,102.92	
Company					
Minority interests	105,913,091.67	102,170,784.50			
Total shareholders' equity	3,731,706,694.78	3,641,540,169.59	3,182,571,005.33	3,145,365,102.92	
Total liabilities and shareholders' equity	4,806,731,366.12	4,476,592,328.55	3,229,171,881.85	3,201,599,709.05	

Income Statement

1 January – 31 March 2011

	Consolidated		The Company		
		The corresponding	r	The corresponding	
	The Reporting	period of the	The Reporting	period of the	
Items	Period	previous year	Period	previous year	
	(RMB)	(RMB)	(RMB)	(RMB)	
1. Income from operations	1,377,122,798.56	1,240,678,837.90	13,427,968.16	302,435,463.87	
Including: income from principal operations	1,356,985,423.62	1,223,438,212.77	4,587,090.35	292,330,714.52	
2. Cost of operations	1,031,491,108.47	927,353,353.31	4,841,387.08	285,937,211.59	
Include: cost of principal operations	1,027,485,093.64	924,898,277.64	4,505,842.94	285,601,667.45	
Less: sales taxes and surcharges	11,394,599.35	7,577,137.43	724,383.11	857,856.00	
Sales expenses	162,436,308.53	135,721,549.75	71,202.92	2,976,813.71	
General and administrative expenses	106,221,422.96	111,072,279.96	7,494,012.82	6,688,119.50	
Finance expenses	361,373.93	(265,358.33)	(315,293.38)	(480,703.75)	
Asset impairment loss	1,142,542.96	(169,027.53)	(621,814.02)	(20,042.12)	
Add: Gain from movement in fair value	(784,527.12)	76,853.34	(784,527.12)	76,853.34	
Investment income	36,008,016.56	12,613,196.81	37,766,922.14	13,112,340.27	
Including: Share of profits from associates and joint venture	35,939,203.99	12,634,941.17	35,680,181.90	11,082,713.39	
3. Operating profit	99,298,931.80	72,078,953.46	38,216,484.65	19,665,402.55	
Add: Non-operating income	5,311,399.63	5,006,016.61	1,029,121.00	507,274.54	
Less: Non-operating expenses	651,949.59	313,613.25	866.73	4,384.43	
Include: Loss from disposal of non-current assets	146,769.54	26,911.19	99.00	_	
4. Total profit	103,958,381.84	76,771,356.82	39,244,738.92	20,168,292.66	
Less: Income tax expense	13,237,324.76	5,248,274.73	1,431,260.21	(823,948.45)	
5. Net profit	90,721,057.08	71,523,082.09	37,813,478.71	20,992,241.11	
Net profit attributable to the shareholders of the Company	86,980,073.53	68,294,942.38			
Minority interests	3,740,983.55	3,228,139.71			
6. Earnings per share					
(1) Basic earnings per share	0.107	0.084			
(2) Diluted earnings per	0.107	0.084			
share					

	Consolidated		The Company	
	The corresponding		Т	he corresponding
	The Reporting	period of the	The Reporting	period of the
Items	Period	previous year	Period	previous year
	(RMB)	(RMB)	(RMB)	(RMB)
7. Other comprehensive income	(554,531.89)	(362,180.25)	(607,576.30)	(125,149.55)
8. Total comprehensive income	90,166,525.19	71,160,901.84	37,205,902.41	20,867,091.56
(1) Comprehensive income attributable to the shareholders of the Company	86,424,218.02	67,938,641.53		
(2) Comprehensive income attributable to the minority shareholders	3,742,307.17	3,222,260.31		

Cash Flow Statement

1 January – 31 March 2011

	Consolidated		The Company		
		The corresponding		The corresponding	
Item	The Reporting Period (RMB)	period of the previous year (RMB)	The Reporting Period (RMB)	period of the previous year (RMB)	
1. Cash flows from					
operating activities					
Cash received from sale of goods and rendering of services	1,396,783,841.48	1,257,509,443.44	19,864,956.91	269,082,341.51	
Refund of taxes and levies	4,806,464.97	3,960,507.34	_	_	
Cash received operating activities	25,088,580.61	24,916,254.44	3,514,442.05	3,535,985.77	
Sub-total of cash inflows	1,426,678,887.06	1,286,386,205.22	23,379,398.96	272,618,327.28	
from operating activities	1 075 262 542 45	066 007 294 94	11 062 004 60		
Cash paid for goods and services	1,075,363,542.45	966,997,284.84	11,063,084.68	272,086,970.23	
Cash paid to and on behalf of employees	184,860,445.77	157,626,571.24	3,434,942.06	5,006,832.93	
Taxes paid	118,082,543.29	84,127,440.00	5,285,062.04	6,470,678.00	
Cash paid relating to other operating activities	106,838,883.12	81,507,751.05	10,112,496.40	3,987,906.22	
Sub-total of cash outflows from operating activities	1,485,145,414.63	1,290,259,047.13	29,895,585.18	287,552,387.38	
Net cash flows from	(58,466,527.57)	(3,872,841.91)	(6,516,186.22)	(14,934,060.10)	
operating activities					
2. Cash flows from					
investing activities					
Cash received from investment	227,900,000.00	119,650,000.00	_	6,000,000.00	
Cash received from disposal	_	_	_	_	
of subsidiaries					
Cash received from investment income	211,051.66	91,857.69	-	1,528.93	
Cash received from disposal of fixed assets, intangible assets and other long- term assets	7,090.00	7,606,451.00	100.00	-	
Other cash received from investing activities	531,364.66	531,364.66	33,027,687.99	47,673,064.66	

	Consolidated The corresponding		The Company The corresponding	
Item	The Reporting Period (RMB)	period of the previous year (RMB)	The Reporting Period (RMB)	The corresponding period of the previous year (RMB)
Sub-total of cash inflows from investing activities	228,649,506.32	127,879,673.35	33,027,787.99	53,674,593.59
Cash paid for purchase of fixed assets, intangible assets and other long- term assets	11,560,947.75	20,928,220.51	149,360.00	11,600.00
Cash paid for investments Cash paid for purchase of subsidiaries	222,900,000.00 -	105,250,000.00		1,600,000.00
Other cash paid in relation to investing activities	15,693,259.84	113,602.05	56,002,874.46	42,113,602.05
Sub-total of cash outflows from investing activities	250,154,207.59	126,291,822.56	56,152,234.46	43,725,202.05
Net cash flows from investing activities	(21,504,701.27)	1,587,850.79	(23,124,446.47)	9,949,391.54
3. Cash flows from				
financing activities				
Proceeds from absorbing investments	-	-	-	-
Include: Cash received from minority shareholders from subsidiaries	_	_	-	_
Cash received from borrowings	25,690,385.38	_	_	_
Other proceeds relating to financing activities	-	-	-	-
Sub-total of cash inflows	25,690,385.38	_	_	_
from financing activities				
Repayment of borrowings	10,000,000.00	5,000,000.00	_	_
Cash paid for distribution of dividends, profits or interests	636,451.98	489,157.26	281,442.70	_
Include: Dividend and profit payable to minority shareholders from subsidiaries	_	_	_	_
Other cash paid in relating to financing activities	_	_	_	-

	Consolidated		The Company	
	The corresponding		The corresponding	
Item	The Reporting Period	period of the previous year	The Reporting Period	period of the previous year
	(RMB)	(RMB)	(RMB)	(RMB)
Sub-total of cash outflows from financing activities	10,636,451.98	5,489,157.26	281,442.70	-
Net cash flows from financing activities	15,053,933.40	(5,489,157.26)	(281,442.70)	-
4. Effects of foreign exchange rate changes on cash and cash equivalents	-	-	-	-
5. Net increase in cash and cash equivalents	(64,917,295.44)	(7,774,148.38)	(29,922,075.39)	(4,984,668.56)
Add: Cash and cash equivalents at the beginning of the period	694,759,174.34	667,385,437.68	213,007,698.60	223,165,989.78
6. Cash and cash equivalents at the end of the Reporting Period	629,841,878.90	659,611,289.30	183,085,623.21	218,181,321.22

The Board of Guangzhou Pharmaceutical Company Limited

Guangzhou, the PRC, 28 April 2011

As at the date of this report, 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.