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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 2010 ANNUAL GENERAL MEETING

IMPORTANT NOTICE

- There was no objection or amendment to the resolutions proposed at the 2010 annual general meeting;
- There was no new motion proposed at the 2010 annual general meeting.

I. CONVENING OF THE 2010 ANNUAL GENERAL MEETING (THE “AGM”) AND ATTENDANCE THEREOF

The AGM was held on Tuesday, 21 June 2011 at 10:00 a.m. at conference room 103 of Guangzhou Pharmaceutical Company Limited (“the Company”), 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”). 7 shareholders (in person or by proxy) attended the AGM, representing a total of 439,284,821 shares of the Company (of which 390,929,991 shares were domestic shares and 48,354,830 shares were H shares) or approximately 54.17% of the total number of issued shares of the Company. The AGM was convened by the board of directors of the Company (the “Board”) and was presided by Mr. Yang Rongming, chairman of the Company. Some of 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), which was the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM. No holders of the shares entitled to attend the meeting were required to abstain from voting on any of the resolutions at the AGM, or to attend the AGM and 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 3 May 2011) were passed at the AGM by way of poll:

1. Passed by way of ordinary resolutions:

(1) *Report of the Board of the Company for the year 2010*

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)
439,284,821	439,284,821	100.00	0	0

(2) *Report of the supervisory committee of the Company for the year 2010*

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)
439,284,821	439,284,821	100.00	0	0

(3) *Financial reports of the Company for the year 2010*

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)
439,284,821	439,284,821	100.00	0	0

(4) *Auditors' reports of the Company for the year 2010*

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)
439,284,821	439,284,821	100.00	0	0

- (5) *Proposal for profit distribution and dividend payment of the Company for the year 2010*

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)
439,284,821	439,284,821	100.00	0	0

- (6) *Financial budget report of the Company for the year 2011*

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)
439,284,821	439,284,821	100.00	0	0

- (7) *Total service emoluments to be paid to the directors of the Company for the year 2011*

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)
439,284,821	439,280,821	99.99	0	4,000

- (8) *Total service emoluments to be paid to the supervisors of the Company for the year 2011*

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)
439,284,821	439,280,821	99.99	0	4,000

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

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)
439,284,821	428,610,561	97.57	10,562,260	112,000

(10) *Provision of guarantees by Guangzhou Bai Di Bio-technology Co., Ltd., a subsidiary of the Company, to secure bank loans for Guangzhou Nuo Cheng Bio-technology Co., Ltd.*

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)
439,284,821	428,614,561	97.57	10,562,260	108,000

(11) *Appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as auditor of the Company for the year 2011, and the proposal to the shareholders' meeting to authorize the Board to determine its remuneration*

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)
439,284,821	439,284,821	100.00	0	0

(12) *Appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as auditor for the internal control of the Company for the year 2011, and the proposal to the shareholders' meeting to authorize the Board to determine its remuneration*

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)
439,284,821	439,284,821	100.00	0	0

(13) *Resolution in relation to amendment to the rules of procedures for the supervisory committee of the Company*

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)
439,284,821	438,088,821	99.73	0	1,196,000

2. Passed by way of special resolution:

Resolution in relation to amendments to the Articles of the Company

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)
439,284,821	439,284,821	100.00	0	0

III. PROCEEDINGS WITNESSED BY LAWYERS AND AUDITORS

PricewaterhouseCoopers, the certified accountant, was appointed as the scrutineer at the AGM for the purpose of vote taking. The poll results were scrutinized by PricewaterhouseCoopers, whose work was limited to certain procedures requested by the Company to ensure the poll results summary prepared by the Company is consistent with the poll forms collected and provided by the Company to PricewaterhouseCoopers. The work performed by PricewaterhouseCoopers in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

The AGM was witnessed by Ms. Zhang Zhenya 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 2010

Apart from the above resolutions, the Company made the following explanation of the payment of the final dividend for the year 2010:

1. The holder of H shares whose names appeared on the register of members of the Company at the close of business on Friday, 20 May 2011 were entitled to the final dividend for the year 2010. 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 appreciable exchange rate is HK\$100 to RMB83.1294, 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 before the date of announcement of the dividend. Accordingly, the amount of the final dividend payable per H share is HK\$0.0601 (including tax). The final dividend per H share will be paid on or before 12 August 2011.
2. A separate announcement in relation to the final dividend for the year 2010 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, 21 June 2011

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.