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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 9<sup>th</sup> MEETING OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE**

The 9<sup>th</sup> meeting of the fifth session of the supervisory committee (the “Supervisory Committee”) of Guangzhou Pharmaceutical Company Limited (the “Company”) was held on 29 February 2012 at the conference room of the Company on 2<sup>nd</sup> Floor, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”). All of the three eligible supervisors attended the meeting, which is in accordance with the quorum required by the Articles of Association of the Company. The notice of the meeting was despatched on 27 February 2012 by way of fax or email. The notice and convening of the meeting are in compliance with the Company Law of the PRC, other relevant laws and regulations and the Articles of Association of the Company. The meeting was presided by Ms. Yang Xiuwei, the chairlady of the Supervisory Committee. After due discussion and consideration by the supervisors present, resolutions set out below were passed at the meeting:

**1. Resolution on the proposal for the absorption and merger of Guangzhou Baiyunshan Pharmaceutical Co., Ltd. by the Company through share swap of additional A shares.**

Voting results: 3 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting.

**2. Resolution on the entering into and implementation of the Absorption and Merger Agreement with Guangzhou Baiyunshan Pharmaceutical Co., Ltd.**

Voting results: 3 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting.

**3. Resolution on the proposal for asset acquisition through issuance of A shares to Guangzhou Pharmaceutical Holdings Limited.**

Voting results: 3 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting.

**4. Resolution on the entering into and implementation of the Asset Acquisition Agreement with Guangzhou Pharmaceutical Holdings Limited.**

Voting results: 3 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting.

**5. Resolution on the Proposal for Absorption and Merger of Guangzhou Baiyunshan Pharmaceutical Co., Ltd. through Share Swap, Asset Acquisition through Issuance of Shares and Connected Transactions of Guangzhou Pharmaceutical Company Limited.**

Voting results: 3 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting.

**6. Resolution on the entering of and implementation of the Trademark Custody Agreement with Guangzhou Pharmaceutical Holdings Limited.**

Voting results: 3 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting.

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 Supervisory Committee of  
**Guangzhou Pharmaceutical Company Limited**

Guangzhou, the PRC, 27 March 2012