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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 WRITTEN RESOLUTION PASSED BY
THE FIFTH SESSION OF THE BOARD OF DIRECTORS**

The fifth session of the board of directors (the “Board”) of Guangzhou Pharmaceutical Company Limited (the “Company”) has passed the resolution regarding the recommendation of Ms. Cheng Ning (whose profile being attached) as a candidate of director of the Company by way of written resolution on July 13, 2012. The aforesaid resolution will be submitted to the first extraordinary general meeting in 2012 for shareholders’ 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, July 16, 2012

As at the date of this announcement, the Board comprises Mr. Yang Rongming, Mr. Li Chuyuan 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.

Attachment:

Profile of the candidate proposed to be appointed as director of the Company

Ms. Cheng Ning, aged 46, received tertiary education, certified public accountant and certified tax consultant in the People's Republic of China. Ms. Cheng started her career in August 1986 and has served as an officer of the finance section of Guangzhou Bai Yun Shan Pharmaceutical General Factory*(廣州白雲山製藥總廠), a deputy section chief of the finance section of Guangzhou Bai Yun Shan Bao De Pharmaceutical Factory *(廣州白雲山寶得藥廠), and a chief of the finance section of Guangzhou Bai Yun Shan Veterinary Medicines Factory*(廣州白雲山獸藥廠), a chief of the settlement section of the operation department, a chief of the accounting and cashier of the settlement center, a deputy manager of the finance department, a member and secretary of the supervision committee of Guangzhou Bai Yun Shan Pharmaceutical Co., Ltd.*(廣州白雲山製藥股份有限公司), a deputy manager, and a director of the financial resources department and a director of the finance department of Guangzhou Bai Yun Shan Enterprise Group*(廣州白雲山企業集團有限公司) and a deputy manager of finance department of Guangzhou Pharmaceutical Holdings Limited (“GPHL”) and so on. Ms. Cheng is currently a vice general manager, financial controller and manager of the finance department of GPHL.

* *for identification purpose only*