

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 19th MEETING OF THE FIFTH SESSION OF THE BOARD**

The 19th meeting of the fifth session of the board of directors (the “Board”) of Guangzhou Pharmaceutical Company Limited (the “Company”) was held on 29 October 2012 at the Company’s conference room 203, 2nd Floor, 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 12 October 2012 by way of fax and email. All of the nine eligible directors attended the meeting. Mr. Yang Rongming, the chairman of the Board, presided over the meeting. The supervisors and senior management of the Company also attended the meeting. The meeting was convened and held in compliance with the requirements of the Company Law and the Articles of Association of the Company.

After due consideration by the Board, resolutions set out below were passed with 9 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting.

1. The third quarterly report of the Company for the year 2012;
2. The resolution on emoluments of independent non-executive directors and external supervisors for the year 2012, details of which are set out below:
 - (1) The emoluments of each of the independent non-executive directors who is a Hong Kong resident or domestic resident for the year 2012 is RMB50,000 (taxes inclusive). If an independent non-executive director also serves as a member of the Audit Committee of the Board, his/her emoluments for the year 2012 is RMB80,000 (taxes inclusive);
 - (2) The emoluments of each of the external supervisors for the year 2012 is RMB30,000 (taxes inclusive).

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, 29 October 2012

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