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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  
BY THE 20<sup>TH</sup> MEETING OF THE FIFTH SESSION OF THE BOARD**

Notice of the 20<sup>th</sup> meeting of the fifth session of the board of directors (the “Board”) of Guangzhou Pharmaceutical Company Limited (the “Company”) was despatched on 11 January 2013 by way of fax and email, and was held on 15 January 2013 by way of communication voting. All of the nine eligible directors attended the voting of the relevant resolutions. The meeting was convened and held in compliance with the requirements of the Company Law and the Articles of Association of the Company.

Resolutions set out below were passed with 9 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting.

1. The resignation of Mr. Chen Binghua as the financial controller of the Company due to personal reason was approved and became effective on the same date.
2. The resolution in relation to the application for direct selling qualification by the Company was approved.

In order to enhance the Company’s strength and brand advantages, the Company intends to make use of direct selling form to further improve the sales pipeline and to increase its market share quickly. The Company intends to apply for direct selling qualification for sales of great health products of the Company and its subordinated enterprises, including health foods, cosmeceuticals, etc.

This announcement is made pursuant to Rule 13.10B 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, 16 January 2013

*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.*