

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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)

NOTICE OF 2012 ANNUAL GENERAL MEETING

IMPORTANT NOTICE

- Date and time of the 2012 annual general meeting (“AGM”): Wednesday, 26 June 2013, at 10:00 a.m.
- The shareholding registration date of AGM: Friday, 24 May 2013
- Place of the AGM: Conference Room 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”)
- Manner of holding the AGM: physical meeting
- Significant items to be considered:
 1. Report of the board of directors (the “Board”) of the Company for year 2012;
 2. Report of the supervisory committee of the Company for year 2012;
 3. Financial reports of the Company for year 2012;
 4. Auditors’ reports of the Company for year 2012;
 5. Proposal for profit distribution and dividend payment of the Company for year 2012;
 6. Financial budget report of the Company for year 2013;
 7. Total service emoluments to be paid to the directors of the Company for year 2013;

8. Total service emoluments to be paid to the supervisors of the Company for year 2013;
9. Provision of guarantees by the Company to secure bank loans for its subsidiaries;
10. Provision of guarantees by Guangzhou Baiyunshan Bai Di Bio-technology Co., Ltd., a subsidiary of the Company, to secure bank loans for Guangzhou Nuo Cheng Bio-technology Co., Ltd;
11. Appointment of BDO CHINA SHU LUN PAN CPAS LLP as auditors of the Company for year 2013, and the proposal to the shareholders' meeting to authorize the Board to determine their remuneration;
12. Appointment of BDO CHINA SHU LUN PAN CPAS LLP as auditors for the internal control of the Company for year 2013, and the proposal to the shareholders' meeting to authorize the Board to determine their remuneration;
13. Change of company name and amendment to the relevant provisions of the Articles of Association of the Company;
14. Change of business scope and amendment to the relevant provisions of the Articles of Association of the Company; and
15. Change of registered capital and amendment to the relevant provisions of the Articles of Association of the Company.

I. INFORMATION REGARDING THE CONVENING OF THE AGM

1. The resolution to convene the AGM was considered and passed at the 21st meeting of the fifth session of the Board;
2. Date and time of the AGM: Wednesday, 26 June 2013, at 10:00 a.m.;
3. Place of the AGM: Conference Room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC;

II. MATTERS TO BE CONSIDERED AT THE AGM

(1) To be considered and approved by way of ordinary resolutions:

1. Report of the Board of the Company for year 2012;
2. Report of the supervisory committee of the Company for year 2012;
3. Financial reports of the Company for year 2012;

4. Auditors' reports of the Company for year 2012;
5. Proposal for profit distribution and dividend payment of the Company for year 2012;
6. Financial budget report of the Company for year 2013;
7. Total service emoluments to be paid to the directors of the Company for year 2013;
8. Total service emoluments to be paid to the supervisors of the Company for year 2013;
9. Provision of guarantees by the Company to secure bank loans for its subsidiaries;
10. Provision of guarantees by Guangzhou Baiyunshan Bai Di Bio-technology Co., Ltd., a subsidiary of the Company, to secure bank loans for Guangzhou Nuo Cheng Bio-technology Co., Ltd;
11. Appointment of BDO CHINA SHU LUN PAN CPAS LLP as auditors of the Company for year 2013, and the proposal to the shareholders' meeting to authorize the Board to determine their remuneration;
12. Appointment of BDO CHINA SHU LUN PAN CPAS LLP as auditors for the internal control of the Company for year 2013, and the proposal to the shareholders' meeting to authorize the Board to determine their remuneration.

(2) To be considered and approved by way of special resolutions

1. Change of company name and amendment to the relevant provisions of the Articles of Association of the Company;
2. Change of business scope and amendment to the relevant provisions of the Articles of Association of the Company; and
3. Change of registered capital and amendment to the relevant provisions of the Articles of Association of the Company.

The above resolutions were considered and passed at the 21st meeting of the fifth session of the the Board and the 16th meeting of the fifth session of the supervisory committee held on 28 February 2013, and the 22nd meeting of the fifth session of the the Board held on 26 April 2013.

III. ATTENDEES OF THE AGM

1. Holders of domestic shares and overseas listed foreign shares whose names appeared on the register of members of the Company at the end of the trading session in the afternoon on Friday, 24 May 2013 (including those overseas shareholders who have already

submitted documents of shareholding transfer applications on or before 24 May 2013) are entitled to attend the AGM. The register of members of the Company will be closed from Saturday, 25 May 2013 to on Wednesday, 26 June 2013 (both days inclusive) during which period no transfer of H shares will be effected. In order to determine who are entitled to attend the AGM, all share transfer documents together with the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, namely Hong Kong Registrars Limited, for share transfer registration not later than 4:30 p.m. on Friday, 24 May 2013.

2. Any shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies (whether he/she is a shareholder or not) to attend and vote at the meeting on his/her behalf. If any shareholder appoint more than one proxy, the proxy(ies) can only vote by poll. To be valid, the proxy form and the notarially certified power of attorney or other documents of authorization (if any) must be delivered to the office address of the Company no less than 24 hours before the time appointed for the holding of the AGM or its any adjournment thereof.
3. Shareholders who intend to attend the AGM in person or by proxy should complete and return the attached reply slip by hand, by mail or by fax in accordance with the instructions printed thereon, before Thursday, 6 June 2013.
4. The directors, supervisors and senior management of the Company.

IV. REGISTRATION FOR THE AGM

(1) Methods of registration

To attend the AGM, an individual shareholder should bring along his/her identity card, the shareholder account card; a proxy should bring along the proxy form, his/her identity card and the identity card of the principal and the shareholder account card. A legal person shareholder shall bring along a copy of the business license, the proxy form signed by the legal entity, the shareholder account card and the identity card of the attendee. Shareholders outside Guangzhou can make registration by mail, telephone or fax.

(2) Place and time of registration

Registration date and time: 8:30 a.m. to 11:30 a.m. and 2:00 p.m. to 4:30 p.m.
on Thursday, 6 June 2013

Place of registration: The Secretariat of the Company, 2nd Floor, 45
Sha Mian North Street, Liwan District, Guangzhou
City, Guangdong Province, the PRC

V. OTHERS

1. Address: Guangzhou Pharmaceutical Company Limited, 2nd Floor, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC
Postal code: 510130
Contact person: Pang Jianhui, Huang Xuezheng, Huang Ruimei
Tel: 8620-8121 8117/8121 8119
Fax: 8620-8121 6408
2. Address of the Shanghai branch of China Securities Depository and Clearing Corporation Limited: 3/F, China Insurance Building, No. 166 Lujiazui Road East, Shanghai, the PRC
Address of Hong Kong Registrars Limited: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
3. The AGM is expected to last for a half day. Shareholders attending the meeting shall be responsible for their own travelling and accommodation expenses.
4. Reporters attending the AGM shall register in advance during the shareholder registration time.

VI. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions and announcements of resolutions passed at the 21st meeting of the fifth session of the Board of the Company;
2. Resolutions and announcements of resolutions passed at the 16th meeting of the fifth session of the supervisory committee of the Company; and
3. Resolutions and announcements of resolutions passed at the 22nd meeting of the fifth session of the Board of the Company.

The Board of
Guangzhou Pharmaceutical Company Limited

Guangzhou, the PRC, 8 May 2013

As at the date of this notice, 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.