

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 ON THE RESOLUTIONS PASSED AT THE 2012 ANNUAL GENERAL MEETING

IMPORTANT NOTICE

- There was no objection or amendment to the resolutions proposed at the 2012 annual general meeting (the "AGM");
- There was no new motion proposed at the AGM.

I. CONVENING OF THE AGM AND ATTENDANCE THEREOF

1. The AGM was held on 26 June 2013 (Wednesday) at 10:00 a.m at the 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").
2. Number of shareholders and the proxies attended the AGM, number of shares with voting right held by them and the relevant percentage to the total number of the issued shares of the Company with voting right are set out below:

total number of shareholders and the proxies attended the AGM is 61, of which:

45 were holders of domestic shares

16 were holders of H shares

number of shares with voting right held by the shareholders and the proxies who attended the AGM is 631,058,543 shares, of which:

576,428,965 is the number of A shares held by holders of domestic shares

54,629,578 is the number of H shares held by holders of foreign shares

percentage of the total number of the issued shares of the Company held by the shareholders and the proxies who attended the AGM in the total number of the issued shares of the Company is 50.22%, and:

55.61% is the percentage of the total number of A shares held by the holders of domestic shares who attended the AGM in the total number of the A shares of the Company

24.84% is the percentage of the total number of H shares held by the holders of foreign shares who attended the AGM in the total number of the H shares of the Company

3. The AGM was convened by the board of directors (the "Board") and was presided by Mr. Li Chuyuan, vice chairman of the Company. Some of the directors, supervisors and senior management of the Company together with the attesting lawyers and auditors of the Company were present at the AGM. The AGM was held in compliance with the relevant provisions of the Company Law of the PRC (the "Company Law") and the Company's Articles of Association (the "Articles").
4. As at the date of the AGM, there were a total of 1,256,501,005 issued shares of the Company (of which 1,036,601,005 shares were domestic shares and 219,900,000 shares were H shares), which was also the total number of shares entitling the holders thereof to attend and vote at the AGM. There were no shares entitling the holders thereof to attend and abstain from voting in favor as set out in rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), and no shareholder of the Company was required under the Listing Rules to abstain from voting on any of the resolutions at the AGM. No parties have stated any intention in the circular of the Company in relation to the AGM dated 8 May 2013 that it would vote against or abstain from voting on any of the resolutions proposed at the AGM.

II. CONSIDERATION OF THE RESOLUTIONS

In accordance with the agenda of the AGM, the following resolutions (details of which were set out in the notice of the AGM dated 8 May 2013) were voted at the AGM by way of poll and were all duly passed:

1 Passed by way of ordinary resolutions:

(1) Report of the Board for year 2012

No. of Shares Represented (share)	No. of Shares Voted in Favor (share)	Percentage of Shares Voted in Favor (%)	No. of Shares Voted Against (share)	No. of Shares Abstained (share)
631,058,543	631,058,543	100	0	0

(2) Report of the supervisory committee of the Company for year 2012

No. of Shares Represented <i>(share)</i>	No. of Shares Voted in Favor <i>(share)</i>	Percentage of Shares Voted in Favor <i>(%)</i>	No. of Shares Voted Against <i>(share)</i>	No. of Shares Abstained <i>(share)</i>
631,058,543	631,058,543	100	0	0

(3) Financial reports of the Company for year 2012

No. of Shares Represented <i>(share)</i>	No. of Shares Voted in Favor <i>(share)</i>	Percentage of Shares Voted in Favor <i>(%)</i>	No. of Shares Voted Against <i>(share)</i>	No. of Shares Abstained <i>(share)</i>
631,058,543	631,058,543	100	0	0

(4) Auditors' reports of the Company for year 2012

No. of Shares Represented <i>(share)</i>	No. of Shares Voted in Favor <i>(share)</i>	Percentage of Shares Voted in Favor <i>(%)</i>	No. of Shares Voted Against <i>(share)</i>	No. of Shares Abstained <i>(share)</i>
631,058,543	631,058,543	100	0	0

(5) Proposal for profit distribution and dividend payment of the Company for year 2012

No. of Shares Represented <i>(share)</i>	No. of Shares Voted in Favor <i>(share)</i>	Percentage of Shares Voted in Favor <i>(%)</i>	No. of Shares Voted Against <i>(share)</i>	No. of Shares Abstained <i>(share)</i>
631,058,543	631,051,443	99.99	7,100	0

(6) Financial budget report of the Company for year 2013

No. of Shares Represented <i>(share)</i>	No. of Shares Voted in Favor <i>(share)</i>	Percentage of Shares Voted in Favor <i>(%)</i>	No. of Shares Voted Against <i>(share)</i>	No. of Shares Abstained <i>(share)</i>
631,058,543	631,058,543	100	0	0

(7) *Total service emoluments to be paid to the directors of the Company for year 2013*

No. of Shares Represented <i>(share)</i>	No. of Shares Voted in Favor <i>(share)</i>	Percentage of Shares Voted in Favor <i>(%)</i>	No. of Shares Voted Against <i>(share)</i>	No. of Shares Abstained <i>(share)</i>
631,058,543	631,058,543	100	0	0

(8) *Total service emoluments to be paid to the supervisors of the Company for year 2013*

No. of Shares Represented <i>(share)</i>	No. of Shares Voted in Favor <i>(share)</i>	Percentage of Shares Voted in Favor <i>(%)</i>	No. of Shares Voted Against <i>(share)</i>	No. of Shares Abstained <i>(share)</i>
631,058,543	631,058,543	100	0	0

(9) *Provision of guarantees by the Company to secure bank loans for its subsidiaries*

No. of Shares Represented <i>(share)</i>	No. of Shares Voted in Favor <i>(share)</i>	Percentage of Shares Voted in Favor <i>(%)</i>	No. of Shares Voted Against <i>(share)</i>	No. of Shares Abstained <i>(share)</i>
631,058,543	627,837,049	99.49	1,348,000	1,873,494

(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.*

No. of Shares Represented <i>(share)</i>	No. of Shares Voted in Favor <i>(share)</i>	Percentage of Shares Voted in Favor <i>(%)</i>	No. of Shares Voted Against <i>(share)</i>	No. of Shares Abstained <i>(share)</i>
631,058,543	613,386,781	97.20	15,798,268	1,873,494

(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*

No. of Shares Represented <i>(share)</i>	No. of Shares Voted in Favor <i>(share)</i>	Percentage of Shares Voted in Favor <i>(%)</i>	No. of Shares Voted Against <i>(share)</i>	No. of Shares Abstained <i>(share)</i>
631,058,543	622,793,267	98.69	8,265,276	0

(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*

No. of Shares Represented <i>(share)</i>	No. of Shares Voted in Favor <i>(share)</i>	Percentage of Shares Voted in Favor <i>(%)</i>	No. of Shares Voted Against <i>(share)</i>	No. of Shares Abstained <i>(share)</i>
631,058,543	622,789,867	98.68	8,265,276	3,400

2. Passed by way of special resolutions:

(1) *Change of company name and amendment to the relevant provisions of the Articles of Association of the Company*

No. of Shares Represented <i>(share)</i>	No. of Shares Voted in Favor <i>(share)</i>	Percentage of Shares Voted in Favor <i>(%)</i>	No. of Shares Voted Against <i>(share)</i>	No. of Shares Abstained <i>(share)</i>
631,058,543	630,492,543	99.91	566,000	0

(2) *Change of business scope and amendment to the relevant provisions of the Articles of Association of the Company*

No. of Shares Represented <i>(share)</i>	No. of Shares Voted in Favor <i>(share)</i>	Percentage of Shares Voted in Favor <i>(%)</i>	No. of Shares Voted Against <i>(share)</i>	No. of Shares Abstained <i>(share)</i>
631,058,543	631,058,543	100	0	0

(3) *Change of registered capital and amendment to the relevant provisions of the Articles of Association of the Company*

No. of Shares Represented <i>(share)</i>	No. of Shares Voted in Favor <i>(share)</i>	Percentage of Shares Voted in Favor <i>(%)</i>	No. of Shares Voted Against <i>(share)</i>	No. of Shares Abstained <i>(share)</i>
631,058,543	631,058,543	100	0	0

III. SCRUTINEER FOR VOTE-TAKING AND LEGAL OPINION

BDO CHINA SHU LUN PAN CPAS LLP, the Company's domestic auditor, acted as the scrutineer for the vote-taking at the AGM.

The AGM was witnessed by Mr. Wu Chunshuang and Ms. Zheng Yiling, lawyers from Z&T Law Firm, which issued its legal opinion that the procedures for convening and holding of the AGM complied with the provisions of the Company Law and the Articles, and the eligibility of the persons attending the AGM was lawful and valid. No new motion was proposed by the shareholders at the AGM. The voting procedures for the meeting complied with the laws and regulations and the provisions of the Articles. The resolutions passed at the AGM were lawful and valid.

IV. DOCUMENTS AVAILABLE FOR INSPECTION

1. The resolutions passed at the AGM signed by the shareholders who were present in person or by proxy; and
2. the legal opinion in relation to the AGM issued by Z&T Law Firm.

The Board of
Guangzhou Pharmaceutical Company Limited

Guangzhou, the PRC, 26 June 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.