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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 AT THE FIRST EXTRAORDINARY GENERAL MEETING OF 2007**

Guangzhou Pharmaceutical Company Limited (the “Company”) and all members of the board of directors (the “Board”) hereby confirm the truthfulness, accuracy and completeness of the contents of this announcement and jointly and severally accept full responsibility for any false representation, misleading statement or material omission herein contained.

### **1. CONVENING OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2007 (THE “EGM”) AND ATTENDANCE THEREOF**

The EGM was held by the Company on 2 April 2007 at 10:00 a.m. at the 103 conference room of the Company, 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the People's Republic of China (the “PRC”). 8 shareholders (in person or represented by proxies) attended the EGM, representing a total of 569,776,373 shares (of which 481,900,000 shares were state-owned shares, representing approximately 59.43% of the total number of issued shares of the Company, 87,873,373 shares were H shares, representing approximately 10.84% of the total number of issued shares of the Company, and 3,000 shares were A shares, representing approximately 0.0004% of the total number of issued shares of the Company) or approximately 70.26% of the total issued shares of the Company. The EGM was convened by the Board and was presided by Mr. Yang Rongming, the Chairman of the Company. Some of the directors, supervisors and senior management of the Company, together with the attesting lawyer and auditors of the Company were present at the EGM. The EGM 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”).

As at the date of the EGM, there were a total of 810,900,000 shares of the Company in issue, entitling the holders thereof to attend and vote for or against the resolutions set out in the notice of the EGM (the “Notice”) published on 14 February 2007. No holders of shares in the Company were entitled to attend and vote only against any resolution at the EGM.

## 2. CONSIDERATION OF THE RESOLUTION

In accordance with the agenda of the EGM, the following resolutions (details of which were set out in the Notice) were passed at the EGM by means of poll:

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

1. Election of Mr. Shi Shaobin as a director of the Company with a term from the date of his appointment to the date when members of the fourth session of the Board are elected.

The voting results are: 569,776,373 shares voted in favour (of which 481,900,000 shares were state-owned shares, 87,873,373 shares were H shares and 3,000 shares were A shares), representing 100% of the total number of shares of those attendees carrying the rights to vote at the EGM; 0 share voted against, representing 0% of the total number of shares of those attendees carrying the rights to vote at the EGM, and 0 share abstained, representing 0% of the total number of shares of those attendees carrying the rights to vote at the EGM.

2. Provision of guarantees by the Company to secure bank loans for its certain subsidiaries in 2007.

The voting results are: 569,776,373 shares voted in favour (of which 481,900,000 shares were state-owned shares, 87,873,373 shares were H shares and 3,000 shares were A shares), representing 100% of the total number of shares of those attendees carrying the rights to vote at the EGM; 0 share voted against, representing 0% of the total number of shares of those attendees carrying the rights to vote at the EGM, and 0 share abstained, representing 0% of the total number of shares of those attendees carrying the rights to vote at the EGM.

(2) Resolution to be considered and approved by way of special resolution:

**“THAT** the Capital Transfer Contract of Guangzhou Pharmaceutical Corporation entered into by Guangzhou Jing Xiu Tang (Pharmaceutical) Co., Ltd., Guangzhou Pan Gao Shou Pharmaceutical Co., Ltd., both of which are subsidiaries of the Company, and 33 natural persons and Alliance BMP Limited (“Alliance BMP”) on 27 January 2007, the Capital Increase Contract and JV Contract entered into by the Company and Alliance BMP on the same day and the relevant transactions contemplated thereunder be approved, ratified and confirmed. The details of the above transactions are set out in the Circular to Shareholders of the Company despatched on 14 February 2007. The directors of the Company be and are hereby authorized to sign, seal, execute, perfect and deliver for and on behalf of the Company all such documents and deeds and to do all other acts and things as they may in their absolute discretion consider necessary or desirable for the purpose of carrying out the relevant transactions and in the interests of the Company.”

The voting results are: 569,146,373 shares voted in favour (of which 481,900,000 shares were state-owned shares, 87,243,373 shares were H shares and 3,000 shares were A shares), representing 99.89% of the total number of shares of those attendees carrying the rights to vote at the EGM; 0 share voted against, representing 0% of the total number of shares of those attendees carrying the rights to vote at the EGM, and 630,000 shares abstained, representing 0.11% of the total number of shares of those attendees carrying the rights to vote at the EGM.

### **3. PROCEEDINGS WITNESSED BY LAWYER AND AUDITORS**

Guangdong Yangcheng Certified Public Accountants Co., Ltd., the Company's domestic auditors, acted as the scrutineer for the voting at the EGM.

The EGM was witnessed by Lv Hui, a lawyer of Z&T Law Firm which issued its legal opinion that the procedures for convening and holding of the EGM complied with the requirements of the Company Law and the Articles, and the eligibility of the persons attending the EGM was lawful and valid. No new motions were proposed by the shareholders at the EGM. The voting procedures of the meeting complied with the laws and regulations and the provisions of the Articles. The resolutions passed at the EGM were lawful and valid.

### **4. DOCUMENTS AVAILABLE FOR INSPECTION**

- (1) The resolutions passed at the EGM signed by the shareholders who were present in person or by proxies at the EGM; and
- (2) The legal opinion issued by the lawyer in relation to the EGM.

#### **Guangzhou Pharmaceutical Company Limited**

Guangzhou, the PRC, 2 April 2007

*As at the date of this announcement, the Board comprises Mr. Yang Rongming, Mr. Shi Shaobin (appointed on 2 April 2007), Mr. Chen Zhinong and Mr. Feng Zansheng as Executive Directors and Mr. Wu Zhang, Mr. Wong Hin Wing and Mr. Zhang Heyong as Independent Non-executive Directors.*

Please also refer to the published version of this announcement in The Standard / Hong Kong Economic Times.