

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

The 16<sup>th</sup> meeting of the fifth session of the board of directors (the “Board”) of Guangzhou Pharmaceutical Company Limited (the “Company”) was held on 25 May 2012 at the Company’s conference room, 2<sup>nd</sup> Floor, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People’s Republic of China (the “PRC”), notice of which was dispatched on 23 May 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 of the PRC and the Articles of Association of the Company.

After due consideration by the Board, the resolution in relation to The Trademark License Agreement between Guangzhou Wang Lao Ji Great Health Industry Company Limited, a wholly-owned subsidiary of the Company, and Guangzhou Pharmaceutical Holdings Limited (“GPHL”) (details of which are contained in the announcement in relation to continuing connected transaction published by the Company on the same day) was passed with 6 affirmative votes, 0 dissenting vote and 0 vote abstaining from voting. Mr. Yang Rongming, Mr. Li Chuyuan, and Mr. Shi Shaobin, being also the directors of GPHL, refrained from voting on the resolution.

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, 25 May 2012

*As at the date of this announcement, the Board comprises Mr. Yang Rongming, Mr. Li Chuyuan, Mr. Shi Shaobin 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.*