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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)

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION  
AND  
PROPOSED CHANGE OF NAME**

The Board hereby announces that in its meeting held on the date of this announcement, it has approved the proposed amendments to the Articles of Association in relation to, among other things, (i) the proposed change of the Company's Chinese name to “廣州白雲山醫藥集團股份有限公司” and the proposed change of the Company's English name to “Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited”; (ii) change of business scope; and (iii) change of the issued shares and registered capital of the Company.

The proposed amendments to the Articles of Association are subject to certain conditions including, among other things, Shareholders' approval being given in the AGM. The AGM Circular containing, among other things, (i) further information on the proposed amendments to the Articles of Association and the Proposed Change of Name and (ii) notice of the AGM is expected to be despatched to the Shareholders in May 2013.

The Board hereby announces that in its meeting held on the date of this announcement, it has approved the proposed amendments to the Articles of Association, details of which are set out below.

**1. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**Scope of amendments**

The Company proposed to make certain amendments to the Articles of Association in relation to, among other things, (i) change of the Company's name; (ii) change of business scope (“**Amendments on Business Scope Provisions**”); and (iii) change of issued shares and registered capital of the Company (“**Amendments on Capital Provisions**”).

## Conditions and when the amendments come into force

- (a) The Proposed Change of Name will come into force after satisfaction of all the following conditions:
- (i) the passing of the special resolution by Shareholders at the AGM approving the Proposed Change of Name;
  - (ii) China Securities Depository and Clearing Company Limited (中國證券登記結算有限公司) having completed the registration of the GPC A Shares (as defined in the Previous Circular) issued by the Company pursuant to the Proposed Merger and Proposed Assets Acquisition (each as defined in the Previous Circular); and
  - (iii) all relevant approval, authorities, licences and consents have been obtained from the relevant governmental authorities, and all filings and registration procedures in the PRC have been completed for the use of the proposed Chinese name of “廣州白雲山醫藥集團股份有限公司” and the proposed English name of “Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited”.
- (b) The Amendments on Business Scope Provisions will come into force after satisfaction of all the following conditions:
- (i) the passing of the special resolution by Shareholders at the AGM approving the Amendments on Business Scope Provisions;
  - (ii) the condition referred to in paragraph (a)(ii) above; and
  - (iii) all relevant approval, authorities, licences and consents have been obtained from the relevant governmental authorities, and all filings and registration procedures in the PRC have been completed in relation to the proposed change of business scope.
- (c) The Amendments on Capital Provisions will come into force after satisfaction of all the following conditions:
- (i) the passing of the special resolution by Shareholders at the AGM approving the Amendments on Capital Provisions; and
  - (ii) the condition referred to in paragraph (a)(ii) above.

Details regarding the proposed amendments to the Articles of Association will be set out in the AGM Circular to be despatched to the Shareholders.

## **Reasons for the proposed amendments to the Articles of Association**

In order to cope with the business development of the Company, to reflect the revised scope of business of the Group as enlarged by the Major Assets Reorganization, and to ensure that the Company complies with, and the operation of the Company is within, the business scope as registered with the Administration for Industry and Commerce of the PRC, both the name and scope of business of the Company are proposed to be changed.

The Company will issue additional GPC A Shares pursuant to the Major Assets Reorganization. As such, it is necessary to amend the provisions of the Articles of Association relating to issued shares and registered capital.

All the Directors (including the independent non-executive Directors) consider that the proposed amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole.

## **2. FURTHER INFORMATION ON THE PROPOSED CHANGE OF COMPANY NAME**

After the Proposed Change of Name comes into force, the Company will carry out necessary filing and/or approval procedures with the Companies Registry in Hong Kong.

Besides, subject to the confirmation of the Stock Exchange, the English and Chinese stock abbreviations for trading in the H shares of the Company on the Stock Exchange will also be changed after the Proposed Change of Name becoming effective. Further announcement will be made by the Company relating to the effective date of the Proposed Change of Name and the Company's stock abbreviations .

The Proposed Change of Name will not affect any of the rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change of Name becoming effective, continue to be effective and as documents of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Nevertheless, the Company proposes to arrange for free exchange of the existing share certificates for new share certificates bearing the new name of the Company and the details will be announced separately. After the Proposed Change of Name becoming effective, new share certificates of the Company will be issued under the new name of the Company.

## **3. AGM CIRCULAR**

The AGM Circular containing, among other things, (i) further information on the proposed amendments to the Articles of Association and the Proposed Change of Name and (ii) notice of the AGM is expected to be despatched to the shareholders of the Company in May 2013.

## DEFINITIONS

Unless the context otherwise requires, the following terms have the following meaning when used in this announcement:

“AGM”	the annual general meeting of the Company for year 2012 or any adjournment thereof
“AGM Circular”	the circular of the Company in relation to the AGM
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Guangzhou Pharmaceutical Company Limited, a joint stock company with limited liability established in the PRC whose H shares and A shares are listed on the Stock Exchange and The Shanghai Stock Exchange respectively
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Major Assets Reorganization”	has the meaning given to it in the Previous Circular
“PRC”	the People's Republic of China, excluding Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this announcement
“Previous Circular”	circular of the Company dated 4 September 2012 in relation to the Major Assets Reorganization
“Proposed Change of Name”	the proposed change of the existing Chinese name of the Company to “廣州白雲山醫藥集團股份有限公司” and to change the existing English name of the Company to “Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited”

“Shareholders”	holders of the Shares
“Shares”	shares of RMB1.00 each in the capital of the Company, including (i) domestic shares (the A shares) and (ii) overseas listed foreign shares (the H shares)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC

The Board of  
**Guangzhou Pharmaceutical Company Limited**

Guangzhou, the PRC, 26 April 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.*