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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Guangzhou Pharmaceutical Company Limited (the “Company”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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
THE ARTICLES OF ASSOCIATION OF THE COMPANY
PROPOSED CHANGE OF NAME
CHANGE OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The 2012 annual general meeting of the Company will be held at the conference room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the People's Republic of China on Wednesday, 26 June 2013 at 10:00 a.m. A notice convening the 2012 annual general meeting is set out on pages 11 to 18 of this circular.

Whether or not you proposed to attend the 2012 annual general meeting, you are requested to complete and return the form of proxy attached to this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding of the 2012 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting should you so wish.

10 May 2013

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company for year 2012 to be held at the conference room of the Company at 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC on Wednesday, 26 June 2013, at 10:00 a.m. (or any adjournment thereof), the notice of which is set out in this circular
“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
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Major Assets Reorganization”	has the meaning given to it in the Previous Circular
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“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 the proposed change of the existing English name to “Guangzhou Baiyunshan Pharmaceutical Holdings Company Limited”
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s)
“Shares”	shares of RMB1.00 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

LETTER FROM THE BOARD



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)

Board of Directors:

Executive Directors:

Mr. Yang Rongming (*Chairman*)

Mr. Li Chuyuan (*Vice Chairman*)

Ms. Cheng Ning

Mr. Wu Changhai

Registered address and office:

45 Sha Mian North Street

Liwan District

Guangzhou City

Guangdong Province

the PRC

Independent non-executive Directors:

Mr. Liu Jinxiang

Mr. Li Shanmin

Mr. Zhang Yonghua

Mr. Wong Lung Tak Patrick

Mr. Qiu Hongzhong

Principal place of business

in Hong Kong:

Room 2005

20th Floor

Tower Two Lippo Center

89 Queensway

Hong Kong

10 May 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION OF THE COMPANY
PROPOSED CHANGE OF NAME
CHANGE OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM relating to, among other things, the proposed amendments to the Articles of Association, the Proposed Change of Name and the change of auditors as set out in the notice of the AGM.

LETTER FROM THE BOARD

2. 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 to Business Scope Provisions**"); and (iii) change of issued shares and registered capital of the Company ("**Amendments to Capital Provisions**"), details of which are set out below:

Article 3

Article 3 prior to the proposed amendment is as follows:

Registered Chinese Name: 廣州藥業股份有限公司
English Name: GUANGZHOU PHARMACEUTICAL COMPANY LIMITED
Address of the Company: 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC
Telephone: (8620) 8121 8103
Fax: (8620) 8121 6408
Postal code: 510130

Article 3 after the proposed amendment will be as follows:

Registered Chinese Name: 廣州白雲山醫藥集團股份有限公司
English Name: GUANGZHOU BAIYUNSHAN PHARMACEUTICAL HOLDINGS COMPANY LIMITED
Address of the Company: 45 Sha Mian North Street, Guangzhou City, Guangdong Province, the PRC
Telephone: (8620) 8121 8103
Fax: (8620) 8121 6408
Postal code: 510130

Article 11

Article 11 prior to the proposed amendment is as follows:

The business scope of the Company should be consistent with those set out in the business license. The Company shall engage in operations within the business scope registered with the Administration for Industry and Commerce.

The business scope of the Company covers: the operation, investment, development and financing of the state-owned assets; development and manufacturing of Chinese Patent Medicine ("CPM") (licensed); manufacturing of biological products, healthcare medicines and drinks (licensed); wholesale and retail trade (including CPM and except for items exclusively sold and controlled by other countries); general cargo (licensed) and cargo transportation agency.

LETTER FROM THE BOARD

(The following operation are carried out by branches): wholesale of Chinese medicines (through purchase), Chinese traditional prepared herbal medicine slice, CPM, chemical crude drug and its preparation, antibiotics crude drugs and its preparation, biochemical medicines, biological products (except vaccine) (drugs licensed); sales of category III of injection apparatus, medical X-ray equipment, extracorporeal circulation and blood processing equipment, equipment and apparatus for operation theatres, accidents and emergency rooms and clinics, medical macromolecule materials and products; category II of general treatment apparatus, medical optical instruments and apparatus and endoscopic equipment, physiotherapy and rehabilitation equipment, medical X-ray auxiliary devices and components, medical suture materials adhesives, bandages (medical apparatus licensed); wholesale of category I of medical apparatus; provision of technological services for new technology, products and materials in the medicine sector; product information enquiry; import and export of goods and technology (excluding projects prohibited by relevant laws and regulations. Projects restricted by laws and regulations are not allowed without license franchise); operation of imported material processing and three categories of processing and one category of compensation business; field leasing and storage (except dangerous chemicals).

Article 11 after the proposed amendment will be as follows:

The business scope of the Company should be consistent with those set out in the business license. The Company shall engage in operations within the business scope registered with the Administration for Industry and Commerce.

The business scope of the Company as approved by the state-owned assets administration department covers: operation, investment, development and financing of state-owned assets; research and development, producing and sales of medicines, Chinese medicines, Chinese traditional prepared herbal medicine slice, chemical materials, intermediates for chemical crude drug, packaged food, healthcare food, food for special nutrition uses, drinks, medical apparatus, pharmaceutical machinery, medical supplies, medical materials and dressing, cosmetics, trade brokerage and agency (the specific items of the above-mentioned research and development, manufacturing and sales are subject to as set out in the licenses of relevant affiliated companies); wholesale and retail trade (except for commodities exclusively sold and controlled by the state); provision of services of securities investment, development of technology and products and improvement of technology for new technology, new products and new materials in the pharmaceutical sector, product information enquiry and property development; development of computer software; provision of information and technology services; import and export of goods and technology (the import and export of the items restricted by laws and administrative regulations should only be conducted upon obtaining the required permits); general cargo and transportation agency; operation of counter trade and transshipment trade; storage (except dangerous chemicals); development, leasing and management of properties.

(If the final business scope of the Company as approved by the Administration for Industry and Commerce is different from that mentioned above, the business scope approved by the Administration for Industry and Commerce shall prevail)

LETTER FROM THE BOARD

As the business scope of the Company is subject to the final business scope as approved for registration by the Administration for Industry and Commerce set out in the business license, a resolution for granting of authorization to the Board to amend and revise relevant expressions of the business scope according to the requirements of the Administration for Industry and Commerce will be proposed at the general meeting.

Article 18

Article 18 prior to the proposed amendment is as follows:

As approved by the companies supervisory department authorized by the State Council, upon the establishment of the Company, 513,000,000 shares, representing 100% of the then issued ordinary shares of the Company, were issued to its promoter and such shares were held by Guangzhou Pharmaceutical Holdings Limited. The contribution of such shares by Guangzhou Pharmaceutical Holdings Limited was made by converting its state-owned assets into consideration.

As approved by the competent securities authorities of the State Council, the Company issued 219,900,000 overseas listed foreign capital shares after its establishment.

As approved by the securities competent authorities of the State Council, the Company issued 78,000,000 additional Renminbi-denominated ordinary shares to domestic investors. After the completion of the additional issue, the total number of shares of the Company is 810,900,000. The shareholding structure of the Company is as follows:

- (1) 390,833,391 shares (State shares), representing 48.20% of the total number of shares of the Company, are held by Guangzhou Pharmaceutical Holdings Limited, the promoter;
- (2) 219,900,000 shares (foreign shares), representing 27.12% of the total number of shares of the Company, are held by overseas investors;
- (3) 200,166,609 shares (domestic shares), representing 24.68% of the total number of shares of the Company, are held by domestic investors.

Article 18 after the proposed amendment will be as follows:

As approved by the companies supervisory department authorized by the State Council, upon the establishment of the Company, 513,000,000 shares, representing 100% of the then issued ordinary shares of the Company, were issued to its promoter and such shares were held by Guangzhou Pharmaceutical Holdings Limited. The contribution of such shares by Guangzhou Pharmaceutical Holdings Limited was made by converting its state-owned assets at discount.

LETTER FROM THE BOARD

As approved by the competent securities authorities of the State Council, the Company issued 219,900,000 overseas listed foreign capital shares after its establishment.

As approved by the securities competent authorities of the State Council, the Company issued 78,000,000 additional Renminbi-denominated ordinary shares to domestic investors. After the completion of the additional issue, the total number of shares of the Company is 810,900,000. The shareholding structure of the Company is as follows:

- (1) 390,833,391 shares (State shares), representing 48.20% of the total number of shares of the Company, are held by Guangzhou Pharmaceutical Holdings Limited, the promoter;
- (2) 219,900,000 shares (foreign shares), representing 27.12% of the total number of shares of the Company, are held by overseas investors;
- (3) 200,166,609 shares (domestic shares), representing 24.68% of the total number of shares of the Company, are held by domestic investors.

As approved by China Securities Regulatory Commission, the Company issued 34,839,645 new shares to Guangzhou Pharmaceutical Holdings Limited as the consideration for assets acquisition and issued 445,601,005 new shares for absorption and merger of Guangzhou Baiyunshan Pharmaceutical Co., Ltd. After the completion of the major assets reorganization, the total number of shares of the Company is 1,291,340,600. The shareholding structure of the Company is as follows:

- (1) 584,228,000 shares (State shares), representing 45.24% of the total number of shares of the Company, are held by Guangzhou Pharmaceutical Holdings Limited, the promoter;
- (2) 219,900,000 shares (foreign shares), representing 17.03% of the total number of shares of the Company, are held by overseas investors;
- (3) 487,212,600 shares (domestic shares), representing 37.73% of the total number of shares of the Company, are held by domestic investors.

Article 21

Article 21 prior to the proposed amendment is as follows:

The Company's registered capital is RMB810.90 million.

The Company shall be liable for its liabilities to the extent of the value of all of its assets. Shareholders assume liability towards the Company to the extent of the paid-up amount of the shares they hold.

LETTER FROM THE BOARD

Article 21 after the proposed amendment will be as follows:

The Company's registered capital is RMB1,291,340,650.

The Company shall be liable for its liabilities to the extent of the value of all of its assets. Shareholders assume liability towards the Company to the extent of the paid-up amount of the shares they hold.

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責任公司) 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”.

Note: The Company has already obtained the notice of approval of change of name of enterprise (enterprise groups) from the Administration for Industry and Commerce of Guangzhou City.

(b) The Amendments to 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 to 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.

LETTER FROM THE BOARD

- (c) The Amendments to 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 to Capital Provisions; and
 - (ii) the condition referred to in paragraph (a)(ii) above.

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.

3. 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.

LETTER FROM THE BOARD

4. CHANGE OF AUDITORS

Since the Company and PricewaterhouseCoopers Zhong Tian CPAs Limited Company (“**PricewaterhouseCoopers Zhong Tian**”) cannot reach an agreement on the remuneration of PricewaterhouseCoopers Zhong Tian as auditors, the company will not re-appoint PricewaterhouseCoopers Zhong Tian as the auditors of the Company at the AGM. The Company proposed to appoint BDO China Shu Lun Pan CPAs LLP as the auditors of the Company at the AGM who shall hold office from the conclusion of the AGM until the conclusion of the annual general meeting for year 2013.

PricewaterhouseCoopers Zhong Tian has confirmed in writing that there are no matters in relation to their retirement which should be brought to the attention of the Shareholders. Neither the Board nor the audit committee of the Company is aware of any matters in relation to the proposed change of auditors that need to be brought to the attention of the Shareholders. The Board and the audit committee of the Company have further confirmed that there were no disagreements or unresolved matters between the Company and PricewaterhouseCoopers Zhong Tian regarding the change of auditors.

5. AGM

The AGM will be held at the conference room of the Company, 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC on Wednesday, 26 June 2013 at 10:00 a.m. The notice convening the AGM is set out on pages 11 to 18 of this circular. The relevant form of proxy is enclosed.

Whether or not you proposed to attend the meeting, you are requested to complete and return the form of proxy attached to the notice of the AGM to the office of the Company at 45 Sha Mian North Street, Liwan District, Guangzhou City, Guangdong Province, the PRC in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All resolutions will be passed by way of a poll.

6. RECOMMENDATION

The Board considers that the proposed amendments to the Articles of Association, the Proposed Change of Name, the change of auditors and other resolutions as set out in the notice of the AGM are in the interest of the Company and its Shareholders as a whole, and recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
On behalf of Guangzhou Pharmaceutical Company Limited
Yang Rongming
Chairman

NOTICE OF 2012 ANNUAL GENERAL MEETING



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;

NOTICE OF 2012 ANNUAL GENERAL MEETING

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;

NOTICE OF 2012 ANNUAL GENERAL MEETING

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.

NOTICE OF 2012 ANNUAL GENERAL MEETING

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

NOTICE OF 2012 ANNUAL GENERAL MEETING

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 circular, 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.