



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/05/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer **GUANGZHOU PHARMACEUTICAL COMPANY LIMITED**
 (the "Company")
 (STOCK CODE: 874)

Date Submitted 04/06/2013

I. Movements in Authorised Share Capital

Not applicable as the Company is incorporated in the PRC

1. Ordinary Shares

(1) Stock code : _____ Description : _____			
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____
(2) Stock code : _____ Description : _____			
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code : _____	Description : _____		
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code : _____	Description : _____		
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*State currency*) : _____

II. Movements in Issued Share Capital

	No. of ordinary shares of par value RMB1.00		No of preference shares	No. of other classes of shares
	(1) H Shares	(2) Domestic Shares		
Balance at close of preceding month	<u>219,900,000</u>	<u>591,000,000</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>Nil</u>	<u>445,601,005</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>219,900,000</u>	<u>1,036,601,005</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) N/A

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. _____ _____ _____ (/ /) shares (Note 1)						
2. _____ _____ _____ (/ /) shares (Note 1)						
3. _____ _____ _____ (/ /) shares (Note 1)						
			Total A. (Ordinary shares)			
			(Preference shares)			
			(Other class)			
Total funds raised during the month from exercise of options (State currency)						

Warrants to Issue Shares of the Issuer which are to be Listed **N/A**

Description of warrants (Date of expiry – dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____	_____	_____	_____	_____	_____	_____
(/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable (<i>Note 1</i>)	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	_____	(/ /)	_____	_____	_____	_____
2. _____ _____	_____	_____	_____	_____	_____	_____
(/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable (<i>Note 1</i>)	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	_____	(/ /)	_____	_____	_____	_____
3. _____ _____	_____	_____	_____	_____	_____	_____
(/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable (<i>Note 1</i>)	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	_____	(/ /)	_____	_____	_____	_____
4. _____ _____	_____	_____	_____	_____	_____	_____
(/ /)	_____	_____	_____	_____	_____	_____
Stock code (if listed)	_____	_____	_____	_____	_____	_____
Class of shares issuable (<i>Note 1</i>)	_____	_____	_____	_____	_____	_____
Subscription price	_____	_____	_____	_____	_____	_____
EGM approval date (if applicable) (dd/mm/yyyy)	_____	(/ /)	_____	_____	_____	_____
Total B. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) **N/A**

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
AGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
				Total C. (Ordinary shares)	_____	
				(Preference shares)	_____	
				(Other class)	_____	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. Reference is made to the circular of the Company dated 4 September 2012. Terms used herein shall have the same meanings as those defined in the said circular.</p> <p>Proposed issue of an aggregate of approximately 480,440,650 GPC A Shares of the Company pursuant to the Major Assets Reorganization was approved by the Independent Shareholders on 19 September 2012. An aggregate of 445,601,005 GPC A Shares were issued pursuant to the Proposed Merger. The remaining 34,839,645 GPC A Shares are required to be issued in due course pursuant to the Proposed Assets Acquisition.</p> <p>(19/09/2012) ordinary shares (Note 1)</p>	<p>445,601,005 GPC A Shares</p>	<p>N/A</p>
<p>2.</p> <p>(/ /) shares (Note 1)</p>		
<p>3.</p> <p>(/ /) shares (Note 1)</p>		
<p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p>	<p>445,601,005 GPC A Shares</p> <p>N/A</p> <p>N/A</p>	

Other Movements in Issued Share Capital **N/A**

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
5.	Scrip dividend	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
6.	Repurchase of shares		Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
7.	Redemption of shares		Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
8.	Consideration issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
		Total E. (Ordinary shares)	_____
		(Preference shares)	_____
		(Other class)	_____

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(2)	445,601,005
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Submitted by: PANG Jianhui

Title: Secretary
(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*