

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



山東新華製藥股份有限公司  
**Shandong Xinhua Pharmaceutical Company Limited**

*(a joint stock company established in the People's Republic of China with limited liability)*

(Stock Code: 00719)

**NOTICE OF THE ANNUAL GENERAL MEETING  
AND OF MEETING OF THE SHAREHOLDERS OF H SHARES**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“**AGM**”) of Shandong Xinhua Pharmaceutical Company Limited (the “**Company**”), the Class Meeting (the “**A Shareholders’ Class Meeting**”) of the Shareholders of A Shares (the “**A Shareholders**”) and the Class Meeting (the “**H Shareholders Class Meeting**”; together with the AGM and the A Shareholders’ Class Meeting, the “**Meetings**”) of the Shareholders of H Shares (the “**H Shareholders**”; together with the A Shareholders, the “**Shareholders**”) of the Company will be held at the Company’s conference room at No. 1 Lutai Ave., Hi-tech District, Zibo City, Shandong Province, the People’s Republic of China (the “**PRC**”) on Wednesday, 26 June 2024 from 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions and special resolution.

Unless the context otherwise requires, terms defined in this notice shall have the meaning as set out in the circular to the shareholders of the Company dated 28 May 2024 (the “**Circular**”).

The details of the Meetings are provided as follows:

**A. CONVENING OF THE AGM**

**1. Time of the Meetings**

The AGM and the H Shareholders Class Meeting will commence at 2:00 p.m. and 4:00 p.m. (or immediately after the conclusion or adjournment of the A Shareholders’ Class Meeting) respectively on Wednesday, 26 June 2024.

## **2. Venue of the physical Meetings**

The Meetings will be held at the Company's conference room at No. 1 Lutai Ave., Hi-tech District, Zibo City, Shandong Province, The People's Republic of China (the "**PRC**").

## **3. Convenor**

The Meetings were convened by the board of directors of the Company (the "**Board**").

## **4. Ways of conducting the Meetings**

The A Shareholders or the duly appointed proxies thereof may vote at the AGM and the A Shareholders' Class Meeting by way of physical voting or online voting, whereas the H Shareholders or the duly appointed proxies thereof may vote at the AGM and the H Shareholders Class Meeting by way of physical voting.

## **5. Eligible attendees**

### ***(1) Shareholders***

The AGM:

All the A Shareholders whose names appear on the register of members, kept by China Securities Depository and Clearing Corporation Limited, Shenzhen Office, as at the close of A share trading session on Shenzhen Stock Exchange on Wednesday, 19 June 2024.

For information on the attendance of the A Shareholders, please refer to the notice(s) to A Shareholders in respect of the AGM and A Shareholders' Class Meeting published by the Company on the website of the Shenzhen Stock Exchange of even date.

All the H Shareholders whose names appear on the register of members of H shares of the Company ("**H Shares**") at 4:30 p.m. on Tuesday, 18 June 2024.

The H Shareholders Class Meeting:

All the H Shareholders whose names appear on the register of members of H Shares on Tuesday, 18 June 2024 at 4:30 p.m..

- (2) Proxies duly appointed by the Shareholders;
- (3) Directors (“**Directors**”), supervisors (“**Supervisors**”) and senior management (with the meaning ascribed thereto under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the “**Senior Management**”) of the Company;
- (4) Legal advisors to the Company; and
- (5) Auditors of the Company.

## **B. MATTERS FOR CONSIDERATION AND APPROVAL AT THE AGM**

### **Ordinary Resolutions**

1. To review and approve the annual report of the Company for the year 2023.
2. To review and approve the report of the Board of the Company for the year 2023.
3. To review and approve the report of the supervisory committee of the Company for the year 2023.
4. To review and approve the audited financial statements of the Company for the year 2023.
5. To review and approve the profit distribution plan for the year 2023.
6. To grant the authorisation to the Board to formulate and implement the 2024 interim profit distribution proposal.
7. To consider and approve the resolution in relation to the appointment of Grant Thornton Zhitong Certified Public Accountants LLP (Special General Partnership) as the auditor of the Company for the year 2024, with the total fee for audit services in the amount of RMB760,000.
8. To review and approve the remuneration of the Directors and the Supervisors for the year 2024.

### **Special Resolutions**

9. To consider and approve the resolution in relation to authorising the Board to have full power to handle specific matters relating to the issue of shares to specific targets under simplified procedure<sup>Note 11</sup>.
10. To consider and approve the resolution in relation to proposed amendments to the Articles of Association<sup>Note 12</sup>.

### **C. MATTERS FOR CONSIDERATION AND APPROVAL AT THE H SHAREHOLDERS CLASS MEETING**

#### **Special Resolutions**

1. To consider and approve the resolution in relation to authorising the Board to have full power to handle specific matters relating to the issue of shares to specific targets under simplified procedure<sup>Note 11</sup>.

### **D. DOCUMENTS AVILABLE FOR INSPECTION**

1. Minutes of the second meeting of the 11<sup>th</sup> Board of Directors
2. Minutes of the third meeting of the 11<sup>th</sup> Board of Directors
3. Minutes of the second meeting of the 11<sup>th</sup> Board of Supervisors
4. Minutes of the third meeting of the 11<sup>th</sup> Board of Supervisors

By Order of the Board  
**Shandong Xinhua Pharmaceutical Company**  
**Limited**  
**He Tongqing**  
*Chairman*

28 May 2024, Zibo, PRC

*Notes:*

1. The register of members of the Company will be closed from 19 June 2024 to 26 June 2024 (both days inclusive), during which period no H Share transfers of the Company will be registered. Shareholders whose names appear on the register of members of the Company kept by the Hong Kong Registrars Limited at 4:30 p.m. on Tuesday, 18 June 2024 and on the register of members kept by the China Securities Registrar Company Limited Shenzhen Branch after the closing of Shenzhen Stock Exchange on Wednesday, 19 June 2024 and the Directors, the supervisors and the senior management of the Company are entitled to attend the AGM or any adjournment thereof.
2. H Shareholders who wish to attend the AGM shall lodge their share transfer instruments accompanied by the relevant share certificates with the share registrar for the Company's H Shares not later than 4:30 p.m. on Tuesday, 18 June 2024.

The address of the share registrar for the Company's H Shares:  
Hong Kong Registrars  
Limited 17M Floor,  
Hopewell Centre  
183 Queen's Road East, Wanchai, Hong Kong

3. Shareholders who intend to attend the AGM and/or H Shareholders Class Meeting are requested to send the completed and signed reply slip for attendance despatched to the Company's shareholders together with this notice to the office of the secretary to the Board (see Note 8 below) or to the share registrar for the Company's H Shares (see Note 2 above) on or before 2pm on 25 June 2024, by hand, by post or by facsimile. The written reply will not affect the right of the Shareholders to attend and vote at the AGM and/or H Shareholders Class Meeting.
4. Shareholders entitled to attend and vote at the AGM and/or H Shareholders Class Meeting may appoint one or more proxies (whether the person is a shareholder or not) to attend and vote on his/her/its behalf at the AGM and/or H Shareholders Class Meeting. When a Shareholder appoints more than one proxy, such proxies may only vote by way of poll.
5. Shareholders may only appoint a proxy or proxies in writing i.e. the proxy form despatched to the Company's shareholders together with this notice or a copy of it, which shall be in compliance with the instructions thereon and signed by the person appointing the proxy or proxies or by his/her/its duly authorised attorney. If the form of proxy is signed by an attorney, the document appointing the attorney must be certified by a notary public. If the appointing shareholder is a legal entity, its seal or the signature of its director(s) or representative(s) duly authorized in writing is required. To be valid, a notarially certified power of attorney or other authority (if any) and the forms of proxy must be received by the office of the secretary to the Board (see Note 8 below) 24 hours prior to the commencement of the AGM and/or H Shareholders Class Meeting. The completion and deposit of a form of proxy will not preclude any Shareholder from attending and voting in person at the AGM and/or H Shareholders Class Meeting or any adjournment thereof.
6. Shareholders or their proxies shall present proof of identity upon attending the AGM and/or H Shareholders Class Meeting. Should a proxy be appointed, the proxy shall also present his/her form of proxy.

7. The Meetings are expected to last half a day. Shareholders who attend any of the Meetings shall bear their own traveling and accommodation expenses.
8. The address of the office of the secretary to the Board is as follows:  
  
No. 1 Lutai Ave., Hi-tech District, Zibo City, Shandong Province, PRC  
Postal Code: 255086  
Telephone: 8653 3219 6024  
Facsimile: 8653 3228 7508
9. All references to time herein refer to Hong Kong time.
10. For the arrangements applicable to the A Shareholders in respect of the AGM and the A Shareholders Class Meeting, please refer to the notice(s) to A Shareholders published by the Company on the website of the Shenzhen Stock Exchange of the even date.
11. Details of the General Mandate have been set out in the Circular.
12. Details of the Proposed Amendments to the Articles of Association of the Company have been set out in the Circular.

As at the date hereof, the Board comprises:

*Executive Directors:*

Mr. He Tongqing (*Chairman*)  
Mr. Xu Wenhui  
Mr. Hou Ning

*Non-executive Directors:*

Mr. Xu Lie  
Mr. Zhang Chenyong

*Independent Non-executive Directors:*

Mr. Pan Guangcheng  
Mr. Zhu Jianwei  
Mr. Ling Peixue  
Ms. Cheung Ching Ching, Daisy