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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Board of Directors (the “**Board**”) of Shandong Xinhua Pharmaceutical Company Limited (the “**Company**”) will hold an extraordinary general meeting of the Company 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 Friday, 22 December 2023 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions.

The details of the Meetings are provided as follows:

A. CONVENING OF THE EGM

1. Time of the Meetings

The EGM will commence at 2:00 p.m. on Friday, 22 December 2023.

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.

4. **Ways of conducting the Meetings**

The Shareholders or the duly appointed proxies thereof may vote at the EGM by way of physical voting or online voting, whereas the H Shareholders or the duly appointed proxies thereof may vote at the EGM by way of physical voting.

5. **Eligible attendees**

(1) Shareholders

The EGM:

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 Monday, 18 December 2023.

For information on the attendance of the A Shareholders, please refer to the notice(s) to A Shareholders in respect of the EGM 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**”) on Monday, 18 December 2023.

- (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 EGM

The following resolutions will be submitted for consideration and approval at the EGM:

ORDINARY RESOLUTIONS NOTES 1, 2

Executive and Non-executive Directors

1. To consider and approve the re-election of Mr. He Tongqing as executive director of the Company by cumulative voting for a period of 3 years with effect from the date of approval by the Shareholders.
2. To consider and approve the re-election of Mr. Xu Wenhui as executive director of the Company by cumulative voting for a period of 3 years with effect from the date of approval by the Shareholders.
3. To consider and approve the re-election of Mr. Xu Lie as non-executive director of the Company by cumulative voting for a period of 3 years with effect from the date of approval by the Shareholders.
4. Mr. Zhang Chengyong be elected as non-executive director of the Company by cumulative voting for a period of 3 years with effect from the date of approval by the Shareholders.
5. To consider and approve the re-election of Mr. Hou Ning as executive director of the Company by cumulative voting for a period of 3 years with effect from the date of approval by the Shareholders.

Independent Non-executive Directors

1. To consider and approve the re-election of Mr. Pan Guangcheng as independent non-executive director of the Company by cumulative voting for a period of 3 years with effect from the date of approval by the Shareholders.
2. To consider and approve the re-election of Mr. Zhu Jianwei as independent non-executive director of the Company by cumulative voting for a period of 3 years with effect from the date of approval by the Shareholders.
3. Mr. Ling Peixue be elected as independent non-executive director of the Company by cumulative voting for a period of 3 years with effect from the date of approval by the Shareholders.
4. Ms. Cheung Ching Ching, Daisy be elected as independent non-executive director of the Company by cumulative voting for a period of 3 years with effect from the date of approval by the Shareholders.

Supervisors

1. To consider and approve the re-election of Mr. Liu Chengtong as supervisor of the Company by cumulative voting for a period of 3 years with effect from the date of approval by the Shareholders.
2. To consider and approve the re-election of Mr. Tao Zhichao as supervisor of the Company by cumulative voting for a period of 3 years with effect from the date of approval by the Shareholders.
3. To consider and approve the re-election of Mr. Xiao Fangyu as supervisor of the Company by cumulative voting for a period of 3 years with effect from the date of approval by the Shareholders.

C. REGISTRATION OF THE MEETINGS

1. The register of members of the Company will be closed from 18 December 2023 to 22 December 2023 (both days inclusive), during which period no H Share transfers will be registered. Shareholders whose names appear on the register of members of the Company kept by the Hong Kong Registrars Limited on Monday, 18 December 2023 and on the register of members kept by the China Securities Registrar Company Limited Shenzhen Branch after the closing of Shenzhen Stock Exchange on Monday, 18 December 2023 and the Directors, the Supervisors and the Senior Management are entitled to attend the EGM or any adjournment thereof.
2. H Shareholders who wish to attend the EGM 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 Friday, 15 December 2023.

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 EGM are requested to send the completed and signed reply slip for attendance despatched to the 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 on or before 2:00 p.m. on 21 December 2023, by hand, by post or by facsimile. The written reply will not affect the right of the Shareholders to attend and vote at the EGM.

4. Shareholders entitled to attend and vote at the EGM 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 EGM. 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 forms (“**Proxy Forms**”) despatched to the Company’s shareholders together with this notice or a copy thereof, 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 authorised in writing is required. To be valid, a notarised 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 commencements of the EGM (as the case may be). The completion and deposit of a form of proxy will not preclude any Shareholder from attending and voting in person at the EGM (as the case may be) or any adjournment thereof.
6. Shareholders or their proxies shall present proof of identity as required upon attending the EGM (as the case may be). Should a proxy be appointed, the proxy shall also present his/her form of proxy.
7. The Meeting is expected to last half a day. Shareholders who attend any of the Meeting 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: 86 533 2196024
Facsimile: 86 533 2287508
9. All references to time herein refer to Hong Kong time.
10. For the arrangements applicable to the A Shareholders in respect of the EGM, please refer to the notice(s) to A Shareholders published by the Company on the website of the Shenzhen Stock Exchange of even date.

D. DOCUMENTS AVAILABLE FOR INSPECTION

1. Resolutions passed at the second extraordinary meeting of the tenth session of the Board in 2023; and
2. Resolutions passed at the first extraordinary meetings of the tenth session of the Supervisory Committee in 2023.

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

30 November 2023, Zibo, PRC

Notes:

1. When Directors/or Supervisors are elected through cumulative voting at the EGM, the number of total votes that a Shareholder can exercise is decided by the following factors: (i) the number of shares held by such Shareholder, and (ii) the number of Directors/or Supervisors to be elected. A Shareholder can give all his or her votes to one of the candidates for Directors/or Supervisors or divide his or her votes among several candidates for directors/or supervisors. Directors/or Supervisors are elected based on the total number of votes a candidate receives at the EGM.
2. The biographical details of the candidates of the Directors and Supervisors for appointment and re-election have been set out in the announcement of the Company dated 17 November 2023 and the circular dated 30 November 2023.

As at the date hereof, the Board comprises:

Executive Directors:

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

Independent Non-executive Directors:

Mr. Pan Guangcheng
Mr. Zhu Jianwei
Mr. Lo Wah Wai

Non-executive Directors:

Mr. Cong Kechun
Mr. Xu Lie