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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Shandong Xinhua Pharmaceutical Company Limited (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 Friday, 6 December 2024 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as resolutions.

Unless the context otherwise requires, terms defined in the circular to the shareholders of the Company dated 13 November 2024, of which this notice forms part (the “**Circular**”) shall have the same meaning when used herein.

The details of the EGM are as follows:

A. CONVENING OF THE EGM

1. Time of the EGM

The EGM will commence at 2:00 p.m. on Friday, 6 December 2024.

2. Venue of the EGM

The EGM will be held at the Company’s conference room at No. 1 Lutai Ave., Hi-tech District, Zibo City, Shandong Province, the PRC.

3. **Convenor**

The EGM will be convened by the Board.

4. **Ways of conducting the EGM**

The A 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

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 Thursday, 28 November 2024.

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 at 4:30 p.m. on Thursday, 28 November 2024.

(2) Proxies duly appointed by the Shareholders;

(3) Directors, supervisors and senior management (with the meaning ascribed under rule 2A.09 of the Listing Rules (the “**Senior Management**”) of the Company;

(4) Legal advisers 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 *Note 11*

To consider and approve each of the Shandong Lukang Agreement, the China Shandong Agreement, the Hualu Hengsheng Agreement and the Shandong Huatong Agreement (the “**CCT Agreements**”), their respective annual caps and the continuing connected transactions contemplated thereunder.

Notes:

1. The register of members of the Company will be closed from 29 November 2024 to 6 December 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 Computershare Hong Kong Investor Services Limited at 4:30 p.m. on Thursday, 28 November 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 Thursday, 28 November 2024 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 28 November 2024.

The address of the share registrar for the Company’s H Shares:

Computershare Hong Kong Investor Services Limited

Shops 1712–1716, 17th Floor

Hopewell Centre

183 Queen’s Road East

Wan Chai

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 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 2:00 p.m. on 5 December 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 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 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 EGM. The completion and deposit of a form of proxy will not preclude any Shareholder from attending and voting in person at the EGM or any adjournment thereof.
6. Shareholders or their proxies shall present proof of identity upon attending the EGM. Should a proxy be appointed, the proxy shall also present his/her form of proxy.
7. The EGM is expected to last half a day. Shareholders who attend the EGM 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 the even date.
11. The details of the CCT Agreements, their respective annual caps and the continuing connected transactions contemplated thereunder and the regulatory implications thereof have been set out in the Circular which has been despatched to H Shareholders as at the date of this notice.

C. DOCUMENTS AVAILABLE FOR INSPECTION

Resolutions passed at the fifth meeting of the 11th session of the Board.

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

13 November 2024, Zibo, PRC

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. Ling Peixue
Ms. Cheung Ching Ching, Daisy

Non-executive Directors:

Mr. Xu Lie
Mr. Zhang Chenyong