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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by the Company pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the overseas regulatory announcement of the Company dated 25 April 2024 pursuant to which the Board has resolved that a general mandate to issue A Shares shall be proposed to be granted by the Shareholders to the Board in the 2023 AGM. The term of the general mandate is from the date of the passing of resolutions in the annual general meeting of the shareholders of the Company for the year of 2023 until the convention date of the annual general meeting of the shareholders of the Company for the year of 2024. It is necessary for the Articles of Association to be amended in order for the granting of such general mandate to be permissible, and for such purpose, the Board has resolved in a duly convened meeting of the Board held on 25 April 2024 that the Articles of Association be amended on the terms set out in the Appendix to this announcement.

Under the Company Law of the PRC and the Articles of Association, any material change to the Articles of Association is subject to the approval of the Shareholders by way of special resolution at a duly convened general meeting of Shareholders. For such purpose, a notice of annual general meeting together with a circular containing, among other things, further information in relation to the Proposed Amendment will be despatched to the Shareholders in due course.

DEFINITIONS

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

“2023 AGM”	the 2023 annual general meeting of the Company to be held in 2024
“A Shares”	the domestic ordinary shares of the Company with a nominal value of RMB1.00 each, which are subscribed for and/or credited as fully paid up in RMB by the PRC nationals and/or the PRC corporate entities and listed and traded on the Shenzhen Stock Exchange
“Articles of Association”	the current Articles of Association of the Company
“Board”	the board of Directors

“China” or “PRC”	the People’s Republic of China which for the purposes of this announcement excludes Hong Kong Special Administrative Region of the PRC, the Macao Special Administrative Region of the PRC and Taiwan of the PRC
“Company”	Shandong Xinhua Pharmaceutical Company Limited (山東新華製藥股份有限公司), a joint stock limited company incorporated in the PRC with limited liability whose H Shares and A Shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited and the main board of Shenzhen Stock Exchange, respectively
“Directors”	the directors of the Company
“H Shares”	foreign-invested ordinary shares of the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars
“Proposed Amendment”	the proposed amendment to the Articles of Association on the terms set out in the Appendix to this announcement
“RMB”	Renminbi, the lawful currency of the PRC
“Shares”	the ordinary shares of the Company, including A Shares and H Shares
“Shareholder(s)”	holder(s) of the Shares

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

25 April 2024, Zibo, the People's Republic of China

As at the date of this announcement, 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 Chengyong

Appendix

Particulars of the Proposed Amendments	
Existing Articles	Amended Articles
<p>Article 57</p> <p>.....</p> <p>(15) to consider any resolution(s) proposed by shareholders representing 3% or more of the shares carrying voting rights, and to decide such proposals; (16) to consider and decide any other matters required by law, administrative regulations or these Articles to be dealt with in a shareholders' general meeting.</p>	<p>Article 57</p> <p>.....</p> <p>(15) to consider any resolution(s) proposed by shareholders representing 3% or more of the shares carrying voting rights, and to decide such proposals;</p> <p><u>(16) With the authorization of the annual general meeting of the Company, the Board of Directors may decide to issue shares with a total financing amount not exceeding RMB 300 million and not exceeding 20% of the net assets at the end of the latest year to specific parties, and the authorization shall expire on the date of the next annual general meeting;</u></p> <p>(17) to consider and decide any other matters required by law, administrative regulations or these Articles to be dealt with in a shareholders' general meeting.</p>