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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: 0719)

**REVISED NOTICE OF ANNUAL GENERAL MEETING FOR THE
YEAR 2012
AND
CLOSURE OF THE REGISTER OF MEMBERS
IN RELATION TO H SHAREHOLDERS**

REVISED NOTICE IS HEREBY GIVEN that the annual general meeting for the year 2012 (“**AGM**”) 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, 24 May 2013 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. To review and approve the report of the board of directors of the Company (the “**Board**”) for the year 2012;
2. To review and approve the report of the supervisory committee of the Company for the year 2012;
3. To review and approve the audited financial statements for the year 2012;

4. To review and approve the profit distribution plan and the final dividend for the year 2012 as proposed by the Board on 22 March 2013;
5. To review and approve the reappointment of ShineWing (HK) CPA Limited (Certified Public Accountants in Hong Kong) and Shine Wing (Certified Public Accountants in the PRC) as the international and domestic auditors respectively for the year 2013 and authorise the Board to fix their remuneration;
6. To review and approve the remuneration of the directors and the supervisors of the Company for the year 2013;
7. To approve and confirm the agreement dated 22 March 2013 entered into between the Company and Zibo Land Reserve and Exchange Centre in relation to the disposal by the Company of a piece of state-owned land (together with the buildings and fixtures erected thereon) to Zibo Land Reserve and Exchange Centre at the Consideration of RMB56,650,800 and the transactions contemplated thereunder;
8. To review and approve the annual report of the Company for the year 2012.

Shandong Xinhua Pharmaceutical Company Limited
The Board of Directors

16 April 2013

Notes:

1. The register of members of the Company will be closed from 24 April 2013 to 24 May 2013 (both days inclusive), during which period no H share transfers will be effected. Shareholders of the Company whose names appear on the register of members of the Company in the Hong Kong Registrars Limited at 4:30 p.m. on 23 April 2013 and on the register of members of the China Securities Registrar Company Limited Shenzhen Branch after the closing of Shenzhen Stock Exchange on 23 April 2013 and the directors, the supervisors and the senior officers of the Company are entitled to attend the AGM or any adjournment thereof. H shareholders of the Company who wish to attend the AGM shall lodge their share transfer instruments accompanied by the relevant share certificates with the share register for the Company's H Shares not later than 4:30 p.m. on 23 April 2013.

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

2. Shareholders of the Company who intend to attend the AGM are requested to send the completed and signed reply slip for attendance dispatched to the Company's shareholders together with the notice dated 9 April 2013 to the company secretary's office of the Company (see Note 10 below) on or before 3 May 2013 , by hand, by post or by facsimile. The written reply will not affect the right of the shareholders of the Company (see Note 1 above) to attend and vote at the AGM. The completion and deposit of a form of proxy will not preclude any shareholder of the Company from attending and voting in person at the AGM or any adjournment thereof.
3. A shareholder of the Company entitled to attend and vote at the AGM may appoint one or more proxies (whether the person is a shareholder of the Company or not) to attend and vote on his/her behalf at the AGM. When a shareholder appoints more than one proxy, such proxies may only vote on a poll. Each holder of H shares (or his/her proxy or proxies) shall be entitled to one vote for each share held.
4. Shareholders of the Company must appoint a proxy or proxies in writing, which shall be signed by the person appointing the proxy or proxies or by his/her 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 person, the legal person's seal or the signature of its director(s) or representative(s) duly authorised in writing is required. To be valid, a notarially certified power of attorney or other authority (if any) and the form of proxy must be received by the company secretary's office of the Company (see Note 10 below) 24 hours prior to the commencement of the AGM.
5. Since the proxy form (the "**First Proxy Form**") sent together with the notice of AGM of the Company dated 9 April 2013 does not contain the proposed resolution for reviewing and approving the annual report of the Company for the year 2012, a new proxy form (the "**Second Proxy Form**") has been prepared and is enclosed with this revised notice.
6. A shareholder who has not yet lodged the First Proxy Form with the Company is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company.

7. A shareholder who has already lodged the First Proxy Form with the Company should note that:
- i. If no Second Proxy Form is lodged with the Company, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM, including the resolution for reviewing and approving the annual report of the Company for the year 2012 set out in this revised notice.
 - ii. If the Second Proxy Form is lodged with the Company 24 hours prior to the time appointed for holding the AGM (the “**Closing Time**”), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.
 - iii. If the Second Proxy Form is lodged with the Company after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If such shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.
8. Shareholders of the Company or their proxies shall present proof of identity upon attending the AGM. Should a proxy be appointed, the proxy shall also present his/her form of proxy.
9. The AGM is expected to last for half a day. Shareholders of the Company who attend the AGM shall bear their own traveling and accommodation expenses.
10. The address of the company secretary’s office of the Company is as follows:

No. 1 Lutai Ave., Hi-tech District, Zibo City, Shandong Province, The PRC

Postal Code: 255086

Telephone: (86) 533 2196024

Facsimile: (86) 533 2287508

As at the date of this notice, the Board comprises:

Executive Directors:

Mr. Zhang Daiming (*Chairman*)

Mr. Du Deping

Mr. Zhao Songguo

Independent Non-executive Directors:

Mr. Zhu Baoquan

Mr. Bai Huiliang

Mr. Kwong Chi Kit, Victor

Non-executive Directors:

Mr. Ren Fulong

Mr. Xu Lie

Mr. Zhao Bin