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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 Shandong Xinhua Pharmaceutical Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

References are made to the announcements and overseas regulatory announcements of the Company dated 28 October 2021, 31 December 2021, 6 January 2022, 2 January 2024, 9 January 2024, 17 January 2025, 31 December 2024, 9 January 2025 and 16 January 2025 and the circular dated 15 December 2021. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the abovementioned announcements and circular.

Following the completion of the second exercise period of the first grant of the Share Option Scheme adopted by the Company in 2021, the issued share capital of the Company has increased by 7,368,900 ordinary shares (from 682,407,635 ordinary shares to 689,776,535 ordinary shares) on 14 January 2025 as a result of exercise of options under the Share Option Scheme.

In addition, due to the absorption and merger of Ronghua (Zibo) Property Services Co., Ltd. (榮華（淄博）物業服務有限公司) (a wholly-owned subsidiary of the Company) in 2024, the Company will undertake the relevant property management, housing rental and non-residential real estate rental businesses. The business scope of the articles of association of the Company is required to be revised to reflect such contents accordingly. For details, please refer to the announcement of the Company dated 29 October 2024.

As a result, the board of directors of the Company (the “**Board**”) proposed to make necessary amendments to the Articles of Association to reflect the change in issued share capital of the Company and the change in the business scope of the Company (the “**Proposed Amendments**”). The Board convened a meeting of the Board on 28 March 2025 in which the Board considered and approved, *among others*, the Proposed Amendments.

The full text of the English translation of the Proposed Amendments is set out in **Appendix I** to this announcement. Such English translation is for reference only, and in the event of any discrepancy between the Chinese and the English version of the Proposed Amendments, the Chinese version shall prevail.

The Proposed Amendments are subject to the approval of the Company’s shareholders at a general meeting of the Company by way of special resolutions. A circular containing detailed information of the Proposed Amendments will be despatched to the shareholders of the Company in due course.

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

28 March 2025, 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

Non-executive Directors:

Mr. Xu Lie  
Mr. Zhang Chengyong

Independent Non-executive Directors:

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

**Appendix I:**

**Particulars of the Proposed Amendments**

<b>Articles of Association of the Company</b>	
<b>Existing Articles</b>	<b>Amended Articles</b>
<p><b>Article 14</b></p> <p>Registered in accordance with the law, the scope of the Company's businesses covers production, wholesale and retail of medicine, chemical raw materials, food additives, healthcare food, solid beverages, veterinary products, fish oil, pharmaceutical equipment, medicine inspection instruments and apparatus; technology transfer, service, consultancy and training for projects independently developed by the Company; wholesale and retail of traditional Chinese medicine, traditional Chinese medicine decoction pieces, medical devices (Class I, Class II and Class III), contact lens and solutions, test strips (testing reagent), healthcare food, maternity and childcare products, dairy products (including infant milk formula), cosmetics, cleansing products, pre-packaged food, bulk food, general merchandise, elementary agricultural products, seafood, sexual health and family planning products; sales of chemical active pharmaceutical ingredients, chemical products, chemical reagents, pharmaceutical intermediates (the above three categories exclude hazardous and precursor chemicals); import and export business; warehousing services (excluding hazardous goods) and Internet information consultancy and services; and e-commerce entrusted operation (Projects that require approval according to law can only be operated after being approved by relevant departments).</p>	<p><b>Article 14</b></p> <p>Registered in accordance with the law, the scope of the Company's businesses covers production, wholesale and retail of medicine, chemical raw materials, food additives, healthcare food, solid beverages, veterinary products, fish oil, pharmaceutical equipment, medicine inspection instruments and apparatus; technology transfer, service, consultancy and training for projects independently developed by the Company; wholesale and retail of traditional Chinese medicine, traditional Chinese medicine decoction pieces, medical devices (Class I, Class II and Class III), contact lens and solutions, test strips (testing reagent), healthcare food, maternity and childcare products, dairy products (including infant milk formula), cosmetics, cleansing products, pre-packaged food, bulk food, general merchandise, elementary agricultural products, seafood, sexual health and family planning products; sales of chemical active pharmaceutical ingredients, chemical products, chemical reagents, pharmaceutical intermediates (the above three categories exclude hazardous and precursor chemicals); import and export business; warehousing services (excluding hazardous goods) and Internet information consultancy and services; and e-commerce entrusted operation; <b><u>property management, housing leasing, non-residential real estate leasing</u></b> (Projects that require approval according to law can only be operated after being approved by relevant departments).</p>
<p><b>Article 20</b></p> <p>By approval of the companies examination and approval department authorised by the State Council, the total number of ordinary shares of the Company could issue was 457,312,830 shares, including 217,440,000 state-owned shares issued to the promoter of the Company at the time when the Company was established, 16,719,500 legal person shares and 33,153,330 employee shares. As approved by China Securities Regulatory Commission, the Company issued 150,000,000</p>	<p><b>Article 20</b></p> <p>By approval of the companies examination and approval department authorised by the State Council, the total number of ordinary shares of the Company could issue was 457,312,830 shares, including 217,440,000 state-owned shares issued to the promoter of the Company at the time when the Company was established, 16,719,500 legal person shares and 33,153,330 employee shares. As approved by China Securities Regulatory Commission, the Company issued 150,000,000</p>

## Articles of Association of the Company

Existing Articles	Amended Articles
<p>overseas listed foreign shares in 1996 and 10,000,000 domestically listed domestic shares to the domestic public in 1997. As approved by China Securities Regulatory Commission, the Company issued 30,000,000 domestically listed domestic shares to the domestic public in 2001. Meanwhile, the state-owned shares of the Company held by Shandong Xinhua Pharmaceutical Group Company Limited disposed of 30,000,000 shares in accordance with Cai Shui Cai Qi Bian Han [2001] No. 78 issued by the Ministry of Finance. In accordance with Lu Guo Zi Chan Quan Han [2006] No.74 issued by Shandong Provincial State-owned Assets Supervision and Administration Commission, Shandong Xinhua Pharmaceutical Group Company Limited offered 26,653,665 shares to all holders of circulating A shares as consideration.</p> <p>By the Approval Document [2017] No. 459 issued by the China Securities Regulatory Commission, for the year 2017 the Company was allowed to proceed with the non-public issuance of 21,040,591 domestic shares to be listed in the PRC. Upon completion of the issuance, the structure of share capital of the Company is: the total number of shares is 478,353,421 shares, of which all are ordinary shares and listed domestic shares in the PRC are 328,353,421 shares, representing approximately 68.64% of the total number of shares of the Company; overseas listed foreign shares are 150,000,000 shares, representing approximately 31.36% of the total number of shares of the Company.</p> <p>On implementation of the Profit Distribution Plan 2017, the structure of share capital of the Company is: the total number of shares is 621,859,447 shares, of which all are ordinary shares comprising listed domestic shares in the PRC of 426,859,447 shares, representing approximately 68.64% of the total number of shares of the Company, and overseas listed foreign shares of 195,000,000 shares, representing approximately 31.36% of the total number of shares of the Company.</p> <p>Upon approval by way of special resolution in the shareholders' general meeting of the Company, after the first exercise period of the 2018 A-Share Share Option Scheme of the Company, the structure of share capital of the Company is: the total number of issued shares is 627,367,447, of which all are ordinary shares comprising listed domestic shares in</p>	<p>overseas listed foreign shares in 1996 and 10,000,000 domestically listed domestic shares to the domestic public in 1997. As approved by China Securities Regulatory Commission, the Company issued 30,000,000 domestically listed domestic shares to the domestic public in 2001. Meanwhile, the state-owned shares of the Company held by Shandong Xinhua Pharmaceutical Group Company Limited disposed of 30,000,000 shares in accordance with Cai Shui Cai Qi Bian Han [2001] No. 78 issued by the Ministry of Finance. In accordance with Lu Guo Zi Chan Quan Han [2006] No.74 issued by Shandong Provincial State-owned Assets Supervision and Administration Commission, Shandong Xinhua Pharmaceutical Group Company Limited offered 26,653,665 shares to all holders of circulating A shares as consideration.</p> <p>By the Approval Document [2017] No. 459 issued by the China Securities Regulatory Commission, for the year 2017 the Company was allowed to proceed with the non-public issuance of 21,040,591 domestic shares to be listed in the PRC. Upon completion of the issuance, the structure of share capital of the Company is: the total number of shares is 478,353,421 shares, of which all are ordinary shares and listed domestic shares in the PRC are 328,353,421 shares, representing approximately 68.64% of the total number of shares of the Company; overseas listed foreign shares are 150,000,000 shares, representing approximately 31.36% of the total number of shares of the Company.</p> <p>On implementation of the Profit Distribution Plan 2017, the structure of share capital of the Company is: the total number of shares is 621,859,447 shares, of which all are ordinary shares comprising listed domestic shares in the PRC of 426,859,447 shares, representing approximately 68.64% of the total number of shares of the Company, and overseas listed foreign shares of 195,000,000 shares, representing approximately 31.36% of the total number of shares of the Company.</p> <p>Upon approval by way of special resolution in the shareholders' general meeting of the Company, after the first exercise period of the 2018 A-Share Share Option Scheme of the Company, the structure of share capital of the Company is: the total number of issued shares is 627,367,447, of which all are ordinary shares comprising listed domestic shares in</p>

## Articles of Association of the Company

Existing Articles	Amended Articles
<p>the PRC of 432,367,447 shares, representing approximately 68.92% of the total number of issued shares of the Company, and overseas listed foreign shares of 195,000,000 shares, representing approximately 31.08% of the total number of issued shares of the Company.</p> <p>Upon approval by way of special resolution in the shareholders' general meeting of the Company, after the second exercise period of the 2018 A-Share Share Option Scheme of the Company, the structure of share capital of the Company is: the total number of issued shares is 632,535,247, of which all are ordinary shares comprising listed domestic shares in the PRC of 437,535,247 shares, representing approximately 69.17% of the total number of issued shares of the Company, and overseas listed foreign shares of 195,000,000 shares, representing approximately 30.83% of the total number of issued shares of the Company.</p> <p>Upon approval by way of special resolution in the shareholders' general meeting of the Company, after the non-public issuance of A Shares, the structure of share capital of the Company is: the total number of shares is 669,627,235, of which all are ordinary shares comprising listed domestic shares in the PRC of 474,627,235 shares, representing approximately 70.88% of the total number of issued shares of the Company, and overseas listed foreign shares of 195,000,000 shares, representing approximately 29.12% of the total number of issued shares of the Company.</p> <p>Upon approval by way of special resolution in the shareholders' general meeting of the Company, after the third exercise period of the 2018 A-Share Share Option Scheme of the Company, the structure of share capital of the Company is: the total number of issued shares is 674,682,835, of which all are ordinary shares comprising listed domestic shares in the PRC of 479,682,835 shares, representing approximately 71.10% of the total number of issued shares of the Company, and overseas listed foreign shares of 195,000,000 shares, representing approximately 28.90% of the total number of issued shares of the Company.</p> <p>Upon approval by way of special resolution in the shareholders' general meeting of the Company, after the first exercise period of the first grant of 2021 A-</p>	<p>the PRC of 432,367,447 shares, representing approximately 68.92% of the total number of issued shares of the Company, and overseas listed foreign shares of 195,000,000 shares, representing approximately 31.08% of the total number of issued shares of the Company.</p> <p>Upon approval by way of special resolution in the shareholders' general meeting of the Company, after the second exercise period of the 2018 A-Share Share Option Scheme of the Company, the structure of share capital of the Company is: the total number of issued shares is 632,535,247, of which all are ordinary shares comprising listed domestic shares in the PRC of 437,535,247 shares, representing approximately 69.17% of the total number of issued shares of the Company, and overseas listed foreign shares of 195,000,000 shares, representing approximately 30.83% of the total number of issued shares of the Company.</p> <p>Upon approval by way of special resolution in the shareholders' general meeting of the Company, after the non-public issuance of A Shares, the structure of share capital of the Company is: the total number of shares is 669,627,235, of which all are ordinary shares comprising listed domestic shares in the PRC of 474,627,235 shares, representing approximately 70.88% of the total number of issued shares of the Company, and overseas listed foreign shares of 195,000,000 shares, representing approximately 29.12% of the total number of issued shares of the Company.</p> <p>Upon approval by way of special resolution in the shareholders' general meeting of the Company, after the third exercise period of the 2018 A-Share Share Option Scheme of the Company, the structure of share capital of the Company is: the total number of issued shares is 674,682,835, of which all are ordinary shares comprising listed domestic shares in the PRC of 479,682,835 shares, representing approximately 71.10% of the total number of issued shares of the Company, and overseas listed foreign shares of 195,000,000 shares, representing approximately 28.90% of the total number of issued shares of the Company.</p> <p>Upon approval by way of special resolution in the shareholders' general meeting of the Company, after the first exercise period of the first grant of 2021 A-Share Share Option Scheme of the Company, the</p>

<b>Articles of Association of the Company</b>	
<b>Existing Articles</b>	<b>Amended Articles</b>
<p>Share Share Option Scheme of the Company, the structure of share capital of the Company is: the total number of issued shares is 682,407,635, of which all are ordinary shares comprising listed domestic shares in the PRC of 487,407,635 shares, representing approximately 71.42% of the total number of issued shares of the Company, and overseas listed foreign shares of 195,000,000 shares, representing approximately 28.58% of the total number of issued shares of the Company.</p>	<p>structure of share capital of the Company is: the total number of issued shares is 682,407,635, of which all are ordinary shares comprising listed domestic shares in the PRC of 487,407,635 shares, representing approximately 71.42% of the total number of issued shares of the Company, and overseas listed foreign shares of 195,000,000 shares, representing approximately 28.58% of the total number of issued shares of the Company.</p> <p><b><u>Upon approval by way of special resolution in the shareholders' general meeting of the Company, after the second exercise period of the first grant of 2021 A-Share Share Option Scheme of the Company, the structure of share capital of the Company is as follows: the total number of issued shares is 689,776,535, of which all are ordinary shares comprising listed domestic shares in the PRC of 494,776,535 shares, representing approximately 71.73% of the total number of issued shares of the Company, and overseas listed foreign shares of 195,000,000 shares, representing approximately 28.27% of the total number of issued shares of the Company.</u></b></p>
<p><b>Article 23</b></p> <p>The registered capital of the Company is RMB 682,407,635 yuan.</p>	<p><b>Article 23</b></p> <p>The registered capital of the Company is RMB <b><u>689,776,535</u></b> yuan.</p>