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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)

**NOTICES REGARDING THE 2016 SECOND  
EXTRAORDINARY GENERAL MEETING AND  
THE FIRST CLASS MEETING OF THE SHAREHOLDERS OF  
H SHARES FOR 2016**

**NOTICE IS HEREBY GIVEN** that the board of directors (the “**Board**”) of Shandong Xinhua Pharmaceutical Company Limited (the “**Company**”) has decided to hold the 2016 Second Extraordinary General Meeting (the “**EGM**”), the First Class Meeting of the Shareholders of A Shares for 2016 (the “**A Shareholders Class Meeting**”) and the First Class Meeting of the Shareholders of H Shares for 2016 (the “**H Shareholders Class Meeting**”) (collectively, the “**Meetings**”) of the Company from 2:00 p.m. on Wednesday, 28 December 2016.

The details of the Meetings are provided as follows:

**A. CONVENING OF THE 2016 EGM AND CLASS MEETINGS**

**1. Time of the Meetings**

The EGM and the H Shareholders Class Meeting will commence at 2:00 p.m. and 4:00 p.m. respectively on Wednesday, 28 December 2016.

## **2. Venue of the Physical Meetings**

The 2016 EGM and Class Meetings will be held at the 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 is convened by the Board.

## **4. Way of Conducting the Meetings**

The EGM and the A Shareholders Class Meeting will be conducted by way of physical voting and online voting, while the H Shareholders Class Meeting will be conducted by way of physical voting.

## **5. Attendees**

### ***(1) Shareholders of the Company***

#### *The EGM:*

All the shareholders of A Shares of the "Shandong Xinhua Pharmaceutical Company Limited" (000756) 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 at 3:00 p.m. on Tuesday, 20 December 2016.

For information on the attendance of the shareholders of A Shares, please refer to the notice(s) regarding the Meeting of the Shareholders of A Shares published by the Company on the website of Shenzhen Stock Exchange.

All the shareholders of H Shares of the Company (the "**H Shareholders**") whose names appear on the register of members of H Shares of the Company after 4:30 p.m. on Wednesday, 30 November 2016.

*The H Shareholders Class Meeting:*

All the shareholders of H shares of the Company whose names appear on the register of members of H Shares of the Company on Wednesday, 30 November 2016 after 4:30 p.m..

- (2) Proxies authorised by the above shareholders;
- (3) Directors, supervisors and senior management of the Company;
- (4) Legal counsels of the Company; and
- (5) Auditors of the Company.

**B. MATTERS TO BE CONSIDERED AND APPROVED AT THE EGM**

The following resolutions will be considered and approved at the EGM:

**SPECIAL RESOLUTIONS**

- 1. Resolution on the extension of the effective period of the shareholders' resolutions for the non-public issuance of A shares of the Company.
- 2. Resolution on the extension of the effective period of the shareholder's resolution for conferring full powers on the Board to handle matters relating to the non-public issuance of A shares of the Company.

The above resolution was considered and approved at the fifth extraordinary meeting of the eighth session of the Board held on 8 November 2016. Please refer to the announcement of the Company dated 8 November 2016 for details.

**C. MATTERS TO BE CONSIDERED AND APPROVED AT THE H SHAREHOLDERS CLASS MEETING**

The following resolutions will be considered and approved at the H Shareholders Class Meeting:

**SPECIAL RESOLUTIONS**

- 1. Resolution on the extension of the effective period of the shareholders' resolutions for the non-public issuance of A shares of the Company.

2. Resolution on the extension of the effective period of the shareholder's resolution for conferring full powers on the Board to handle matters relating to the non-public issuance of A shares of the Company.

The above resolution was considered and approved at the fifth extraordinary meeting of the eighth session of the Board held on 8 November 2016. Please refer to the announcement of the Company dated 8 November 2016 for details.

#### **D. REGISTRATION OF THE MEETINGS**

1. The register of members of the Company will be closed from 1 December 2016 to 28 December 2016 (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 30 November 2016 and on the register of members of the China Securities Registrar Company Limited Shenzhen Branch after the closing of Shenzhen Stock Exchange on 20 December 2016 and the Directors, the supervisors and the senior management of the Company are entitled to attend the EGM or any adjournment thereof.
2. H shareholders of the Company who wish to attend the EGM 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 30 November 2016.

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

3. Shareholders of the Company who intend to attend the EGM are requested to send the completed and signed reply slip for attendance dispatched to the Company's shareholders together with this notice to the office of the secretary to the Board of the Company (see Note 8 below) on or before 8 December 2016, by hand, by post or by facsimile. The written reply will not affect the right of the shareholders (see Note 1 above) to attend and vote at the EGM. 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 EGM or any adjournment thereof.

4. A shareholder of the Company entitled to attend and vote at the EGM may appoint one or more proxies (whether the person is a shareholder of the Company 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 of the Company may only appoint a proxy or proxies in writing i.e. the original proxy form dispatched to the Company's shareholders together with this notice or a copy of it, which shall be 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 notarially certified power of attorney or other authority (if any) and the form of proxy must be received by the office of the secretary to the Board of the Company (see Note 8 below) 24 hours prior to the commencement of the EGM.
6. Shareholders of the Company 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 of the Company 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

## **E. DOCUMENTS AVAILABLE FOR INSPECTION**

Resolutions passed at the 2016 fifth extraordinary meeting of the eighth session of the Board.

By Order of the Board  
**Shandong Xinhua Pharmaceutical Company Limited**  
**Zhang Daiming**  
*Chairman*

10 November 2016, Zibo, PRC

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

*Executive Directors:*

Mr. Zhang Daiming (*Chairman*)  
Mr. Du Deping

*Independent Non-executive Directors:*

Mr. Du Guanhua  
Mr. Li Wenming  
Mr. Chan Chung Kik, Lewis

*Non-executive Directors:*

Mr. Ren Fulong  
Mr. Xu Lie  
Mr. Zhao Bin