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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 2024, 31 December 2024, 9 January 2025, 16 January 2025, 31 December 2025, 9 January 2026 and 20 January 2026 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 above mentioned announcements and circular.

Following the completion of the third exercise period under the first grant of the Share Option Scheme adopted by the Company in 2021, the issued share capital of the Company has increased by 6,906,900 ordinary shares (from 689,776,535 ordinary shares to 696,683,435 ordinary shares) on 14 January 2026 as a result of exercise of options under the Share Option Scheme.

In addition, the board of directors of the Company (the “**Board**”) proposes to amend (i) the registered address of the Company to reflect the street address of the Company; [and (ii) to add a new provision to Article 2 of the original Articles of Association.

Accordingly, 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 registered address of the Company, etc. (the “**Proposed Amendments**”). The Board convened a meeting of the Board on 27 March 2026 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 inconsistency 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

27 March 2026, 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

Articles of Association of the Company	
Existing Articles	Amended Articles
<p>Article 2</p> <p>In accordance with the Company Law and the Constitution of the Communist Party of China (the “ Party ”), the Company hereby sets up Party organizations and related working organs, and maintains an adequate level of staffing to handle Party affairs as well as sufficient funding necessary for the activities of the Party organizations. The Company's Party organization plays a leading role in setting direction, managing the overall situation, ensuring implementation, and discussing and deciding on major issues of the Company in accordance with regulations.</p>	<p>Article 2</p> <p>In accordance with the Company Law and the Constitution of the Communist Party of China (the “ Party ”), the Company hereby sets up Party organizations and related working organs, and maintains an adequate level of staffing to handle Party affairs as well as sufficient funding necessary for the activities of the Party organizations. The Company's Party organization plays a leading role in setting direction, managing the overall situation, ensuring implementation, and discussing and deciding on major issues of the Company in accordance with regulations.</p> <p><u>The Company adhere to and improve the leadership system of "two-way entry and cross appointment". Party members who meet the conditions can enter the board of directors and management through legal procedures. Party members who meet the conditions in the board of directors and management can enter the party committee in accordance with relevant regulations and procedures.</u></p>
<p>Article 4</p> <p>The legal address of the Company: Chemical Industry Area of Zibo Hi-tech Industry Development Zone, Zibo City, Shandong Province, PRC Post Code: 255005</p>	<p>Article 4</p> <p>The legal address of the Company: <u>No.1 Lutai Ave.,</u> Hi-tech Industry Development Zone, Zibo City, Shandong Province, PRC Post Code: 255005</p>
<p>Article 20</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 overseas listed foreign shares in 1996 and 10,000,000 domestically listed domestic shares to</p>	<p>Article 20</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 overseas listed foreign shares in 1996 and 10,000,000 domestically listed domestic shares to the</p>

Articles of Association of the Company

Existing Articles	Amended Articles
<p>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 the PRC of 432,367,447 shares, representing approximately 68.92% of the total number of issued</p>	<p>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 the PRC of 432,367,447 shares, representing approximately 68.92% of the total number of issued</p>

Articles of Association of the Company

Existing Articles	Amended Articles
<p>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 structure of share capital of the Company is: the</p>	<p>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 structure of share capital of the Company is: the total number of issued shares is 682,407,635, of which all</p>

Articles of Association of the Company	
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<p>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>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.</p>	<p>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>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.</p> <p><u>Upon approval by way of special resolution in the shareholders' general meeting of the Company, after the third 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 696,683,435, of which all are ordinary shares comprising listed domestic shares in the PRC of 501,683,435 shares, representing approximately 72.01% of the total number of issued shares of the Company, and overseas listed foreign shares of 195,000,000 shares, representing approximately 27.99% of the total number of issued shares of the Company.</u></p>
<p>Article 23</p> <p>The registered capital of the Company is RMB 689,776,535 yuan.</p>	<p>Article 23</p> <p>The registered capital of the Company is RMB <u>696,683,435</u> yuan.</p>