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If you have sold or transferred all your shares in Sino Biopharmaceutical Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbrokers, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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SINO BIOPHARMACEUTICAL LIMITED

中國生物製藥有限公司

(Incorporated in the Cayman Islands with limited liability)

Website: www.sinobiopharm.com

(Stock code: 1177)

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

This circular is despatched together with the 2018 annual report of Sino Biopharmaceutical Limited which includes the directors' report, the independent auditors' report and the financial statements of Sino Biopharmaceutical Limited for the year ended 31 December 2018.

A notice convening the annual general meeting of Sino Biopharmaceutical Limited to be held at 11:30 a.m. on Wednesday, 5 June 2019 at Granville & Nathan Rooms, Lower Lobby Level, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

29 April 2019

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 11:30 a.m. on Wednesday, 5 June 2019 to consider and, if thought fit, to approve, among other things, the grant to the Directors of the Share Issue Mandate and the Share Buy-back Mandate and the re-election of Directors
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Sino Biopharmaceutical Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1177)
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 April 2019, being the latest practicable date for the purpose of ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.025 each in the share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors which would empower the Directors to exercise the power of the Company to buy back Shares not exceeding 10% of the total number of issued shares of the Company as at the date of the AGM
“Shareholder(s)”	holder(s) of Shares

DEFINITIONS

“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued shares of the Company as at the date of the AGM and to add to such general mandate so granted to the Directors any Shares bought back by the Company under the Share Buy-back Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD OF DIRECTORS



SINO BIOPHARMACEUTICAL LIMITED

中國生物製藥有限公司

(Incorporated in the Cayman Islands with limited liability)

Website: www.sinobiopharm.com

(Stock code: 1177)

Executive Directors:

Miss Tse, Theresa Y Y (*Chairlady*)
Mr. Tse Ping (*Chief Executive Officer*)
Ms. Cheng Cheung Ling (*Vice Chairlady*)
Mr. Tse Hsin
Mr. Wang Shanchun
Mr. Tian Zhoushan
Ms. Li Mingqin

Independent non-executive Directors:

Mr. Lu Zhengfei
Mr. Li Dakui
Ms. Lu Hong
Mr. Zhang Lu Fu

Registered office:

Codan Trust Company
(Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit 09, 41st Floor, Office Tower
Convention Plaza
1 Harbour Road
Wanchai
Hong Kong

29 April 2019

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

This circular provides you with information relating to proposals for the grant of the Share Issue Mandate, the Share Buy-back Mandate, and the re-election of Directors.

LETTER FROM THE BOARD OF DIRECTORS

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the annual general meeting of the Company held on 29 May 2018, general mandates were granted by the Company to the Directors to exercise the power of the Company to allot and issue further Shares and to buy back Shares. Such mandates will lapse upon the conclusion of the AGM (unless previously revoked or varied by ordinary resolutions of the Shareholders). At the AGM, ordinary resolutions will be proposed to seek the approval of the Shareholders to grant to the Directors general mandates:–

- (i) to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued shares of the Company as at the date of the AGM, which is equivalent to the issue of a maximum of 2,517,660,897 Shares on the basis that there is no change in the total number of issued Shares from the Latest Practicable Date to the date of AGM, and to add to such general mandate so granted to the Directors any Shares bought back by the Company under the Share Buy-back Mandate; and
- (ii) to buy back Shares not exceeding 10% of the total number of issued shares of the Company as at the date of the AGM.

The general mandates if granted, will remain in effect until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of the Cayman Islands or the Listing Rules; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever is the earliest.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Share Buy-back Mandate is set out in the Appendix to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Article 87 of the Articles, Miss Tse, Theresa Y Y, Mr. Tse Hsin, Ms. Lu Hong and Mr. Zhang Lu Fu will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

Details of each of the aforesaid Directors who are proposed for re-election at the AGM are set out below:–

Miss Tse, Theresa Y Y

Miss Tse, Theresa Y Y (謝其潤小姐), aged 26, is the chairlady of the Board, an executive director, and the chairman of the executive board committee and the nomination committee, respectively, of the Company. Miss Tse is also a director of Chia Tai – Tianqing Pharmaceutical Group Co. Ltd. and the vice chairlady of Beijing Tide Pharmaceutical Co. Ltd. Miss Tse is currently a non-executive director of Tianjin Binhai Teda Logistics (Group) Corporation Limited (listed on GEM of the Stock Exchange) and a director of Karolinska

LETTER FROM THE BOARD OF DIRECTORS

Development AB (publ) (listed on NASDAQ Stockholm Exchange). She holds a Bachelor Degree of Science in Economics from the Wharton School of University of Pennsylvania. Throughout her coursework, she focused on the study of Finance and Healthcare. Previously, she worked in the investment, finance and business development departments of several companies. As a new generation business leader, Miss Tse was recognized as one of the “Most Outstanding Business Women in China for 2018” by Forbe China online. Miss Tse is the daughter of Mr. Tse Ping and Ms. Cheng Cheung Ling, both being Executive Directors and substantial shareholders of the Company, and a niece of each of Mr. Tse Hsin, an Executive Director of the Company, Ms. Chia Fai, Miss Tse Wun, and Mr. Tse Hsuan, Johnny, all being senior management of the Company.

Save as disclosed, Miss Tse has not held any directorship in any other listed companies in the past three years, and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Miss Tse held 1,519,503,174 Shares through France Investment (China 1) Group Limited, 91.33% of the issued share capital of which was owned by her. Save as mentioned above, Miss Tse did not have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Tse Hsin

Mr. Tse Hsin (謝忻先生), aged 49, is an executive director and a vice president of the Company. He is mainly responsible for the acquisition and merger activities of the Group. He is also the Group’s spokesman. Mr. Tse Hsin graduated from the University of Hong Kong with a Bachelor’s Degree (Honors) in Industrial Engineering. He joined the Group in August, 1995 as an assistant to the president of the Company and served as the general manager of Xian C.P. Pharmaceutical Co., Ltd. Mr. Tse Hsin is a council member of the first council and the executive council member of the second council of Chaozhou Natives Chamber of Commerce Beijing. He is also an executive member of the Right Protection Association for the Medical Treatment Equipment Enterprises of the Shaanxi Province, the vice chairman of the fourth council of the Foreign Invested Enterprises Association of the Shaanxi Province, the executive member of the third committee of the Shaanxi Cancer Fighting Association and the vice chairman of the World Chinese Medicine and Pharmaceutical Professional Joint Committee. He was also awarded the “Outstanding Management Award for Foreign-invested Enterprises of Shaanxi Province” by the Shaanxi Provincial Government and “Outstanding entrepreneur who cares about his staff” by the Shaanxi Foreign Invested Enterprises Association. He was an executive director of Beijing Tide Pharmaceutical Co. Ltd. He is currently a director of Chia Tai – Tianqing Pharmaceutical Group Co. Ltd., Nanjing Chia Tai Tianqing Pharmaceutical Co., Ltd., and CP Pharmaceutical (Qingdao) Co., Ltd. and the president of Chia Tai Shaoyang Orthopedic Hospital. He is an uncle of Miss Tse, Theresa Y Y, the Chairlady of the Board, and a first cousin of Mr. Tse Ping, an Executive Director and a substantial shareholder of the Company. He is also the brother of Miss Tse Wun and a first cousin of Ms. Chia Fai and Mr. Tse Hsuan, Johnny, all being senior management of the Company.

LETTER FROM THE BOARD OF DIRECTORS

Save as disclosed, Mr. Tse Hsin has not held any directorship in any other listed companies in the past three years, and does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Tse Hsin held 98,598,000 Shares and owned 229,250 and 26,583 shares in Chia Tai – Tianqing Pharmaceutical Group Co. Ltd. and Nanjing Chia Tai Tianqing Pharmaceutical Co., Ltd., respectively. Save as mentioned above, Mr. Tse Hsin did not have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Ms. Lu Hong

Ms. Lu Hong (魯紅女士), aged 49, joined the Company as an independent non-executive director and a member of the audit committee, the remuneration committee and the nomination committee of the Company in April, 2015. Ms. Lu has over 20 years of experience in accounting, financial management, company secretary and domestic and overseas capital operations fields. She is a member of the Chinese Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Ms. Lu has extensive knowledge of PRC and international accounting standards and the listing rules and regulations of both Hong Kong and PRC. She has been in charge of or involved in the entire process of the listing of multiple corporations in the PRC, Hong Kong, Singapore and the United States of America and quite a number of foreign and domestic investment and financing operations as well as mergers and acquisitions. She is familiar with financial analysis, budgeting, financial management and tax planning. She also has expertise in dealing with complex financing and taxation matters. Ms. Lu is an independent non-executive director of Huan Yue Interactive Holdings Limited (listed on the Stock Exchange).

Save for mentioned above, Ms. Lu has not previously held and is not holding any other position with the Company or any of its subsidiaries, and has not held any directorship in any other listed companies in the past three years. Ms. Lu does not have any relationship with any directors, senior management or any substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Lu did not have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Zhang Lu Fu

Mr. Zhang Lu Fu (張魯夫先生), aged 62, joined the Company as an independent non-executive director and the chairman of the remuneration committee and a member of the nomination committee of the Company in April, 2015. Mr. Zhang holds a Master Degree in Philosophy from the Beijing Normal University, and is currently a research associate and a part-time professor. Mr. Zhang has been working for multiple sectors of the Chinese government since 1987, including the Hong Kong branch of the Xin Hua News Agency

LETTER FROM THE BOARD OF DIRECTORS

(now known as Liaison Office of the Central People's Government in Hong Kong). Mr. Zhang has worked for a number of Hong Kong listed companies and charitable organizations on full-time and part-time bases. Mr. Zhang is a council member of the China Overseas Friendship Association, a standing council member of the Guangdong Overseas Friendship Association, a standing council member of the Shenzhen Overseas Friendship Association, and a part-time professor of the Hong Kong Academy of Management, and was a member of the Shenzhen Committee of the 4th Chinese People's Political Consultative Conference. Mr. Zhang is an independent non-executive director of Kingboard Laminates Holdings Limited and CT Environmental Group Limited, both being listed on the Stock Exchange.

Save for mentioned above, Mr. Zhang has not previously held and is not holding any other position with the Company or any of its subsidiaries, and has not held any directorship in any other listed companies in the past three years. Mr. Zhang does not have any relationship with any directors, senior management or any substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Zhang did not have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Directors' Emoluments

The amounts of emoluments received in 2018 by the Directors to be re-elected at the AGM are set out in the table below:

Directors	Fees <i>RMB'000</i>	Salaries, allowances and benefits in kind <i>RMB'000</i>	Discretionary bonuses <i>RMB'000</i>	Employee share option benefits <i>RMB'000</i>	Pension scheme contributions <i>RMB'000</i>	Total remuneration <i>RMB'000</i>
Miss Tse, Theresa Y Y	–	7,673	10,117	–	15	17,805
Mr. Tse Hsin	–	1,644	927	–	15	2,586
Ms. Lu Hong	283	–	–	–	–	283
Mr. Zhang Lu Fu	304	–	–	–	–	304

The emoluments to be received in 2019 by the above Directors will be determined by the Board based on the remuneration policy of the Company, with reference to the Directors' qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position.

Other Information

Of the above Directors to be re-elected at the AGM, the executive Directors will not be appointed for a specific term while each of the independent non-executive Directors will be appointed for a term of two years. All of the aforesaid Directors shall be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles, the laws of the Cayman Islands and the Listing Rules so far as

LETTER FROM THE BOARD OF DIRECTORS

the same may be applicable. There is no information which is discloseable or are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

AGM

The notice convening the AGM is set out on pages 12 to 15 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting at the AGM or any adjourned meeting should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the proposals for the grant of the Share Issue Mandate, the Share Buy-back Mandate, and the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to approve the above matters to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By Order of the Board
Sino Biopharmaceutical Limited
Tse, Theresa Y Y
Chairlady

This appendix serves as an explanatory statement as required by the Listing Rules to provide the requisite information to you for your consideration of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of issued shares of the Company was 12,588,304,487 Shares.

Subject to the passing of the relevant ordinary resolution at the AGM and assuming there is no change in the number of issued shares of the Company from the Latest Practicable Date to the date of AGM, the Directors will be authorised to buy back up to 1,258,830,448 Shares pursuant to the Share Buy-back Mandate.

2. REASONS FOR BUY BACK

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to buy back the shares of the Company in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

3. FUNDING OF BUY-BACKS

In buying back the shares of the Company, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and all applicable laws. It is envisaged that the funds required for any buy-back would be derived from the distributable profits of the Company.

The Share Buy-back Mandate, if exercised in full, may have a material adverse effect on the working capital or gearing position of the Company as compared with the position disclosed in the Company's most recent published audited accounts. The Directors, however, do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company which in the opinion of the Directors is from time to time appropriate for the Company.

4. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors, to the best of their knowledge after having made all reasonable enquiries, nor any of their associates (as defined in the Listing Rules) currently intend to sell any Shares to the Company in the event that the Share Buy-back Mandate is granted by the Shareholders at the AGM.

No core connected person, as defined in the Listing Rules, has notified the Company that he/she has a present intention to sell any Shares held by him/her to the Company, or that he/she has undertaken not to sell any Shares held by him/her to the Company, in the event that the Share Buy-back Mandate is granted by the Shareholders at the AGM.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Share Buy-back Mandate in accordance with the Listing Rules, the laws of the Cayman Islands and the Articles so far as the same may be applicable.

6. EFFECT OF THE TAKEOVERS CODE

If, on the Company's exercise of its power to buy back the shares of the Company pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of such increase, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, each of Mr. Tse Ping (through his own interests and interests in Validated Profits Limited), Ms. Cheng Cheung Ling (through her own interests and interests in Chia Tai Bainian Holdings Limited and Remarkable Industries Limited) and Miss Tse, Theresa Y Y (through her controlling interests in France Investment (China 1) Group Limited) was interested in 1,833,790,083 Shares, 2,832,056,500 Shares and 1,519,503,174 Shares, respectively, representing 14.57%, 22.50% and 12.07% of the number of issued shares of the Company, respectively. In the event that the Directors exercise in full the power to buy back Shares pursuant to the Share Buy-back Mandate, the shareholding interests of Mr. Tse Ping, Ms. Cheng Cheung Ling and Miss Tse, Theresa Y Y in the Company would, respectively, be increased to 16.17%, 25.00% and 13.41% of the number of issued shares of the Company. The Directors do not intend to exercise the Share Buy-back Mandate to such an extent as would result in a Shareholder or a group of Shareholders acting in concert becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code and, accordingly, it is not anticipated that purchases of Shares under the Buy-back Mandate will give rise to any consequences under the Takeovers Code.

The Directors are not aware of any consequences such that the public float of the issued shares of the Company will be reduced to less than 25% as a result of any purchases of Shares to be made under the Share Buy-back Mandate.

7. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date are as follows:–

	Shares	
	Highest HK\$	Lowest HK\$
2018		
April	11.64A	9.95A
May	13.93A	10.69A
June	13.66	11.18
July	12.46	10.52
August	11.14	8.50
September	10.00	6.93
October	7.48	6.03
November	8.43	6.75
December	7.53	4.95
2019		
January	6.60	4.53
February	7.22	6.21
March	7.51	6.53
April (up to and including the Latest Practicable Date)	8.49	7.17

A: Adjusted for bonus issue of Shares on the basis of 1 bonus share for every 2 then existing Shares, with ex-entitlement date of 4 June 2018.

8. SHARE BUY-BACK MADE BY THE COMPANY

The Company bought back an aggregate of 49,487,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

Date (dd/mm/yyyy)	Number of Shares bought back	Highest price paid per Share (HK\$)	Lowest price paid per Share (HK\$)	Total amount paid (HK\$)
07/12/2018	30,991,000	5.45	5.25	167,193,346
20/12/2018	4,895,000	5.04	5.03	24,661,010
27/12/2018	5,476,000	5.00	4.99	27,350,430
03/01/2019	<u>8,125,000</u>	4.63	4.57	<u>37,504,188</u>
Total	<u>49,487,000</u>			<u>256,708,974</u>

NOTICE OF ANNUAL GENERAL MEETING



SINO BIOPHARMACEUTICAL LIMITED

中國生物製藥有限公司

(Incorporated in the Cayman Islands with limited liability)

Website: www.sinobiopharm.com

(Stock code: 1177)

NOTICE IS HEREBY GIVEN that the annual general meeting of Sino Biopharmaceutical Limited (the “Company”) will be held at 11:30 a.m. on Wednesday, 5 June 2019 at Granville & Nathan Rooms, Lower Lobby Level, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company, the report of directors of the Company (“Directors”) and the report of independent auditors of the Company (“Auditors”) for the year ended 31 December 2018;
2. To approve the payment of a final dividend for the year ended 31 December 2018;
3. To re-elect Miss Tse, Theresa Y Y as an executive director of the Company;
4. To re-elect Mr. Tse Hsin as an executive director of the Company;
5. To re-elect Ms. Lu Hong as an independent non-executive director of the Company;
6. To re-elect Mr. Zhang Lu Fu as an independent non-executive director of the Company;
7. To authorise the board of Directors to fix the remuneration of the Directors;
8. To re-appoint Ernst & Young as Auditors for the year ending 31 December 2019 and to authorise the board of Directors to fix their remuneration; and

NOTICE OF ANNUAL GENERAL MEETING

9. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (1) subject to paragraph (3) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”) and to make or grant offers, agreements, options and other securities, including warrants to subscribe for Shares, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (2) the approval in paragraph (1) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and other securities, including warrants to subscribe for Shares, which would or might require the Company to allot, issue or deal with additional Shares at any time during or after the end of the Relevant Period;
- (3) the number of Shares to be issued by the Company which may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), issued or otherwise dealt with by the Directors pursuant to the approval in paragraph (1) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or on the exercise of the subscription or conversion rights attaching to any securities which may be issued by the Company from time to time and which have previously been approved by shareholders of the Company or on the exercise of the options granted under the share option scheme of the Company or in lieu of the whole or part of a dividend on Shares, shall not exceed 20% of the total number of issued Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (4) for the purpose of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the time of the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution, and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

(B) **“THAT:**

- (1) subject to paragraph (2) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares in the capital of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (2) the total number of Shares authorized to be bought back by the Company pursuant to the approval in paragraph (1) above during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (3) for the purpose of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (iii) the time of the passing of an ordinary resolution of the Company in general meeting revoking or varying the authority set out in this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT**, conditional upon the resolutions set out as Resolution (A) and Resolution (B) in paragraph 9 of the notice convening this meeting being duly passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”) pursuant to the resolution set out as Resolution (A) in paragraph 9 of the notice convening this meeting be and is hereby extended by the addition to the number of Shares which may be so allotted, issued and dealt with of a number representing the total number of issued Shares bought back by the Company under the authority granted pursuant to the resolution set out as Resolution (B) in paragraph 9 of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the total number of Shares in issue at the date of passing of the said resolution.”

By Order of the Board
Sino Biopharmaceutical Limited
Chan Oi Nin Derek
Company Secretary

Hong Kong, 29 April 2019

As at the date of this notice, the board of Directors comprises seven executive Directors, namely Miss Tse, Theresa Y Y, Mr. Tse Ping, Ms. Cheng Cheung Ling, Mr. Tse Hsin, Mr. Wang Shanchun, Mr. Tian Zhoushan and Ms. Li Mingqin and four independent non-executive Directors, namely Mr. Lu Zhengfei, Mr. Li Dakui, Ms. Lu Hong and Mr. Zhang Lu Fu.

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy needs not be a member of the Company.
2. To be valid, a form of proxy with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
3. The register of members of the Company will be closed for the following periods:
 - (a) For the purpose of determining shareholders who are entitled to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 31 May 2019 to Wednesday, 5 June 2019 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for the attendance and voting at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 30 May 2019 for registration.
 - (b) For the purpose of determining shareholders who qualify for the final dividend as mentioned in Resolution 2 above, the register of members of the Company will be closed from Tuesday, 18 June 2019 to Friday, 21 June 2019 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 17 June 2019 for registration.