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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** to any aspect of this circular or as to the action to be taken, you should consult your stockbrokers, licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**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](http://www.sinobiopharm.com)*

**(Stock code: 1177)**

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

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This circular is despatched together with the 2019 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 2019.

A notice convening the annual general meeting of Sino Biopharmaceutical Limited to be held at 11:00 a.m. on Tuesday, 26 May 2020 at Island Ballroom, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong is set out on pages 14 to 18 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 54, 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.

22 April 2020

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## DEFINITIONS

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*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 11:00 a.m. on Tuesday, 26 May 2020 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”	16 April 2020, 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

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## DEFINITIONS

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“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.

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## LETTER FROM THE BOARD OF DIRECTORS

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*Website: [www.sinobiopharm.com](http://www.sinobiopharm.com)*

**(Stock code: 1177)**

*Executive Directors:*

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

*Registered office:*

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

*Independent non-executive Directors:*

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

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

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

22 April 2020

*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.

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## LETTER FROM THE BOARD OF DIRECTORS

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### GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the annual general meeting of the Company held on 5 June 2019, 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 86 of the Articles, Mr. Tse, Eric S Y will hold office until the conclusion of the AGM and, being eligible, offer himself for re-election at the AGM.

In accordance with Article 87 of the Articles, Ms. Cheng Cheung Ling, Mr. Wang Shanchun, Mr. Tian Zhoushan, Mr. Lu Zhengfei and Mr. Li Dakui will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

Mr. Lu Zhengfei and Mr. Li Dakui were appointed as independent non-executive Directors in November 2005 and September 2004, respectively, and have served the Board for more than nine years. Each of Mr. Lu Zhengfei and Mr. Li Dakui has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. The Board considers that Mr. Lu Zhengfei and Mr. Li Dakui continue to be independent as they have satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules. At the AGM, their respective

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## LETTER FROM THE BOARD OF DIRECTORS

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appointment will be subject to a separate resolution to be approved by the Shareholders in accordance with Code Provision A.4.3 of the Corporate Governance Code under Appendix 14 to the Listing Rules.

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

### **Ms. Cheng Cheung Ling**

Ms. Cheng Cheung Ling (鄭翔玲女士), aged 56, is the vice chairwoman of the Board, an executive director, and a member of the executive board committee of the Company. She is the chairwoman of Beijing Tide Pharmaceutical Co. Ltd. (“Beijing Tide”) and CP Pharmaceutical (Qingdao) Co., Ltd. Ms. Cheng graduated from the Guanghua School of Management of Peking University and obtained a Master Degree in Business Administration. She is also a clinician. Ms. Cheng is one of the founders of CP Pharmaceutical Group and has made significant contribution to the development of business of the group in China. Having extensive experience in and a discerning vision for management and investment in the pharmaceutical industry, she spares no effort in promoting innovation and R&D capabilities in the industry. Being at the helm of Beijing Tide, Ms. Cheng advocates for innovations in R&D, production, sales, and management, and has led Beijing Tide to step up its efforts in developing international collaboration, with an aim to promote the rapid development of cutting-edge technologies for medical products in China. Under her leadership, Beijing Tide has achieved tremendous growth, riding on internationalization and innovation. Beijing Tide has become a leading company for the development of targeted drugs in China, ranked 41st among the “Top 100 Pharmaceutical Companies in China” for 2018 (awarded by the China National Pharmaceutical Industry Information Center) and recognized as an “Outstanding Industrial Enterprise for Pharmaceutical R&D Pipelines in China” for 2019 (awarded by the National Pharmaceutical Industry Information Annual Conference).

Over the years, Ms. Cheng is committed to facilitating communication and trade between Mainland China and Hong Kong, and has done remarkable work for the purposes of promoting national cohesion and attracting investments in Hong Kong and Mainland China. She is also a devoted charity supporter, actively participating in and caring for community philanthropy. The distinguished community services provided by Ms. Cheng is well recognized by various domestic and overseas organisations. She has been appointed as a Justice of the Peace by the Government of Hong Kong SAR and awarded by a number of organizations honours such as “The 11th session of the Qindao award of Qingdao City”, “A Pioneer in Pharmaceutical Industry in China for 2019”, and one of the “Top 10 Leaders in Economy in China for 2019”. Public offices held by Ms. Cheng include being the chairwoman of the Friendship Association of the Political Consultative Conference (Hong Kong Provincial Committee), a member of the Eighth, Ninth, Tenth, Eleventh and Twelfth Standing Committees of the Shaanxi Province Chinese People’s Political Consultative Conference (and the convenor of its committee members in Hong Kong), the president of Hong Kong Belt & Road General Chamber of Commerce, and the vice president of the China Female Entrepreneurs Association. She is the mother of Ms. Tse, Theresa Y Y and Mr. Tse, Eric S Y, the executive directors and substantial shareholders of the Company.

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## LETTER FROM THE BOARD OF DIRECTORS

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Save as disclosed, Ms. Cheng 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, Ms. Cheng owned 582,056,500 Shares, representing approximately 4.62% of the issued Shares, of which 132,056,500 Shares were held through her own interests and 450,000,000 Shares were held through Chia Tai Bainian Holdings Limited, the entire issued share capital of which was owned by Ms. Cheng. Save as mentioned above, Ms. Cheng 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, Eric S Y**

Mr. Tse, Eric S Y (謝承潤先生), aged 24, is an executive director and a member of the executive board committee of the Company and a director of Chia Tai – Tianqing Pharmaceutical Group Co. Ltd. (“CT Tianqing”). He holds a Bachelor of Science degree in Economics from the Wharton School of the University of Pennsylvania and a master degree in Management and Global Leadership from Schwarzman College, Tsinghua University. Before joining the Company in June 2018, Mr. Tse, Eric S Y served as the chief executive officer of Liepin North America, a reputable human resources company. Mr. Tse, Eric S Y founded the Penn Wharton China Summit during his time at university, and established the China Summit Foundation at the end of 2016. He was awarded the “Top Ten Outstanding Chinese American Youth” in 2018 (the list of which was jointly selected by the All America Chinese Youth Federation, the American Chinese Public Diplomacy Association, and the English “Los Angeles Post”). Mr. Tse, Eric S Y is the son of Mr. Tse Ping and Ms. Cheng Cheung Ling and the brother of Ms. Tse, Theresa Y Y, all being executive directors and substantial shareholders of the Company; a nephew of Mr. Tse Hsin, an executive director of the Company; and a nephew of each of Ms. Chia Fai and Miss Tse Wun, senior management of the Company.

Save as disclosed, Mr. 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, Mr. Tse owned 2,700,000,000 Shares (representing approximately 21.45% of the issued Shares) through his interests in Thousand Eagles Limited and Remarkable Industries Limited, both of which are wholly owned by Mr. Tse. Save as mentioned above, Mr. 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.



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## LETTER FROM THE BOARD OF DIRECTORS

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### **Mr. Wang Shanchun**

Mr. Wang Shanchun (王善春先生), aged 52, is the president of CT Tianqing. He graduated from Nanjing University of Chemistry in July, 1990 and joined CT Tianqing in the same year. Mr. Wang studied pharmaceutical engineering with Tianjin University from 1999 to 2002 and obtained a Master Degree. Mr. Wang has extensive management experience in the PRC pharmaceutical field. His design of the new production plant of CT Tianqing in Haizhou achieved a number of innovations in the country and obtained the first new edition national GMP certificate. He was awarded as a Jiangsu Province Technology Advanced Worker, a Jiangsu Province Model Labour, a winner of the Shanghai Technology Advancement First Honour Award, a Jiangsu Province Outstanding Entrepreneur, a Jiangsu Province Young and Middle-aged Expert with Outstanding Contribution, a Jiangsu Advanced Individual with Outstanding Contribution in Manufacture, and a National Distinguished Leader in Pharmaceutical Quality Management, and was elected as a delegate to Committee of the 13th Chinese People's Political Consultative Conference of Jiangsu Province.

Save as disclosed, Mr. Wang 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. Wang 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. Tian Zhoushan**

Mr. Tian Zhoushan(田舟山先生), aged 56, joined the Group in April, 1997 and is responsible for the business of Nanjing Chia Tai Tianqing Pharmaceutical Co., Ltd. ("NJCTT"). Mr. Tian is currently the general manager of NJCTT. Mr. Tian completed MBA coursework in Nanjing University. He was the head of production, the assistant to the president, and the vice president of CT Tianqing, and has over 30 years of experience in the pharmaceutical industry.

Save as disclosed, Mr. Tian 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. Tian 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. Lu Zhengfei**

Mr. Lu Zhengfei(陸正飛先生), aged 56, is an independent non-executive director of the Company and is the chairman of the audit committee and a member of the remuneration committee and the nomination committee of the Company. He received a P.h.D. Degree in Economics (financial management). Mr. Lu is currently a Distinguished Professor of Chang Jiang Scholars and supervisor of doctoral students of the Guanghua School of Management

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## LETTER FROM THE BOARD OF DIRECTORS

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of Peking University. He had previously held various senior positions in the Department of Accounting of both the Guanghai School of Management of Peking University and the Nanjing University. He is a standing council member of the China Accounting Association and the deputy director of its Financial Management Committee and was also an expert consultant of the China Financial Accounting Standards Board, Ministry of Finance. Mr. Lu is the editor of several accounting and finance journals and has issued various publications. He is an independent director of China Cinda Asset Management Co., Ltd. and an independent supervisor of PICC Property and Casualty Company Limited, both companies being listed on the Stock Exchange, and was an independent director of Bank of China Limited (listed on the Stock Exchange) and China Nuclear Engineering & Construction Corporation Limited (listed on Shanghai Stock Exchange).

Save for mentioned above, Mr. 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. Mr. 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, Mr. 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. Li Dakui**

Mr. Li Dakui (李大魁先生), aged 76, joined the Company as an independent non-executive director and a member of the Audit Committee of the Company in September, 2004. He graduated from the Faculty of Pharmacy of Beijing Medical University (now known as the School of Pharmaceutical Sciences of Beijing University) in 1965, and obtained a Master Degree in Pharmaceutics from Peking Union Medical College (“PUMC”) in 1982. He used to be the chief pharmacist of PUMC Hospital (retired in 2013) and the director of Pharmacy Department of PUMC Hospital for years. Mr. Li was a vice president of the Chinese Pharmaceutical Association, the Chairman of the Committee of Hospital Pharmacy Branch of Chinese Pharmaceutical Association and the vice chairman of the Chinese Practicing Pharmacist Association. He is currently an advisory member of the Chinese Pharmaceutical Committee and a vice president of the Beijing Pharmaceutical Association.

Save for mentioned above, Mr. Li 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. Li 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. Li 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.

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## LETTER FROM THE BOARD OF DIRECTORS

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### Directors' Emoluments

The amounts of emoluments received in 2019 by the Directors to be re-elected at the AGM are set out in the table below:

Directors	Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Employee share option benefits	Pension scheme contributions	Total remuneration
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Ms. Cheng Cheung Ling	–	10,315	17,632	–	16	27,963
Mr. Tse, Eric S Y	–	870	5,290	–	3	6,163
Mr. Wang Shanchun	–	5,524	–	–	53	5,577
Ms. Tian Zhoushan	–	2,340	–	–	93	2,433
Mr. Lu Zhengfei	349	–	–	–	–	349
Mr. Li Dakui	349	–	–	–	–	349

The emoluments to be received in 2020 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 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 14 to 18 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 54, 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

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## LETTER FROM THE BOARD OF DIRECTORS

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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**  
*Chairwoman*

*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), Ms. Tse, Theresa Y Y (through her controlling interests in France Investment (China 1) Group Limited), and Mr. Tse, Eric S Y (through his interests in Thousand Eagles Limited and Remarkable Industries Limited) was interested in 1,383,790,083 Shares, 582,056,500 Shares, 1,519,503,174 Shares, and 2,700,000,000 Shares, respectively, representing 11.00%, 4.62%, 12.07%, and 21.45% 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, Ms. Tse, Theresa Y Y, and Mr. Tse, Eric S Y in the Company would, respectively, be increased to 12.21%, 5.14%, 13.41%, and 23.83% 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:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2019</b>		
April	6.60	7.17
May	8.30	7.03
June	8.19	6.74
July	9.76	8.05
August	12.16	8.68
September	12.24	9.48
October	11.88	9.89
November	12.22	9.99
December	11.28	9.91
<b>2020</b>		
January	12.5	10.28
February	11.98	10.30
March	12.76	9.26
April (up to and including the Latest Practicable Date)	11.72	9.76

**8. SHARE BUY-BACK MADE BY THE COMPANY**

The Company bought back an aggregate of 6,553,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

<b>Date</b> <i>(dd/mm/yyyy)</i>	<b>Number of Shares bought back</b>	<b>Highest price paid per Share</b> <i>(HK\$)</i>	<b>Lowest price paid per Share</b> <i>(HK\$)</i>	<b>Total amount paid</b> <i>(HK\$)</i>
31/03/2020	5,979,000	10.22	9.76	60,700,000
01/04/2020	<u>574,000</u>	10.28	10.22	<u>5,885,880</u>
Total	<u><u>6,553,000</u></u>			<u><u>66,585,880</u></u>

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## NOTICE OF ANNUAL GENERAL MEETING

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SINO BIOPHARMACEUTICAL LIMITED

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*Website: [www.sinobiopharm.com](http://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 11:00 a.m. on Tuesday, 26 May 2020 at Island Ballroom, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, 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 2019;
2. To approve the payment of a final dividend for the year ended 31 December 2019;
3. To re-elect Ms. Cheng Cheung Ling as an executive director of the Company;
4. To re-elect Mr. Tse, Eric S Y as an executive director of the Company;
5. To re-elect Mr. Wang Shanchun as an executive director of the Company;
6. To re-elect Mr. Tian Zhoushan as an executive director of the Company;
7. To re-elect Mr. Lu Zhengfei as an independent non-executive director of the Company;
8. To re-elect Mr. Li Dakui as an independent non-executive director of the Company;
9. To authorise the board of Directors to fix the remuneration of the Directors;
10. To re-appoint Ernst & Young as Auditors for the year ending 31 December 2020 and to authorise the board of Directors to fix their remuneration; and



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11. 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

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- (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.”

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- (C) “**THAT**, conditional upon the resolutions set out as Resolution (A) and Resolution (B) in paragraph 11 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 11 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 11 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, 22 April 2020

*As at the date of this notice, the board of Directors comprises eight executive Directors, namely Ms. Tse, Theresa Y Y, Mr. Tse Ping, Ms. Cheng Cheung Ling, Mr. Tse, Eric S Y, 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 54, 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 Thursday, 21 May 2020 to Tuesday, 26 May 2020 (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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 20 May 2020 for registration.
  - (b) For the purpose of determining shareholders who are qualified for the final dividend as mentioned in Resolution 2 above, the register of members of the Company will be closed from Tuesday, 16 June 2020 to Friday, 19 June 2020 (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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 15 June 2020 for registration.

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4. Taking into account of the recent development of the epidemic caused by novel coronavirus pneumonia (COVID-19), the Company will implement the following prevention and control measures at the AGM against the epidemic to protect the Shareholders from the risk of infection:
- (i) Compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue;
  - (ii) Every Shareholder or proxy is required to wear surgical facial mask throughout the meeting; and
  - (iii) No refreshment will be served.

Furthermore, the Company wishes to advise the Shareholders, particularly Shareholders who are subject to quarantine in relation to COVID-19, that they may appoint any person or the chairman of the AGM as a proxy to vote on the resolutions, instead of attending the AGM in person.