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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Sino Biopharmaceutical Limited (the “**Company**”) will be held at 11:00 a.m. on Wednesday, 15 July 2020 at Dynasty III, The Dynasty Club, 7th Floor, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of and permission to deal in the Bonus Shares to effect the Bonus Issue (as defined below):
 - (1) upon the recommendation of the directors of the Company (“**Directors**”), such amount standing to the credit of the share premium account of the Company which is equivalent to the aggregate nominal amount of the Bonus Shares (as defined below) to be issued by the Company be capitalised and the Directors be and are hereby authorized to apply such amount in paying up in full at par such number of new shares (the “**Bonus Share(s)**”) of HK\$0.025 each in the capital of the Company (the “**Share(s)**”) on the basis of one Bonus Share for every two existing Shares in issue on the Record Date (as defined below), and the Directors be authorised to allot, issue and distribute the Bonus Shares, which shall be credited as fully paid at par, to the members of the Company whose names appear on the register of members of the Company as at the close of business on Friday, 24 July 2020 (the “**Record Date**”) or such other date as the Directors may determine as the record date for determination of the entitlements of the members to the Bonus Issue (as defined below), other than those members (the “**Non-Qualifying Shareholders**”) whose addresses as shown on the register of members of the Company at the close of business on the Record Date are outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue (as defined

below) to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of a regulatory body or stock exchange in that (those) place(s) (the “**Bonus Issue**”);

- (2) the Bonus Shares to be allotted, issued and distributed pursuant to this resolution shall, subject to the memorandum and articles of association of the Company, rank *pari passu* in all respects with the Shares in issue as at the Record Date;
 - (3) the Directors be and are hereby authorised to arrange for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances thereof by ordinary mail at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100, in which case, the Directors be and are hereby authorized to retain such amount for the benefit of the Company; and
 - (4) the Directors be and are hereby authorised, at their absolute discretion, to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in this resolution.”
2. “**THAT** the authorised share capital of the Company be increased from HK\$500,000,000.00 divided into 20,000,000,000 shares to HK\$750,000,000.00 divided into 30,000,000,000 Shares by the creation of an additional 10,000,000,000 new Shares (the “**Increase in Authorised Share Capital**”); and the Directors be and are hereby authorised, at their absolute discretion, to do all acts and things as may be necessary and expedient in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

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

Hong Kong, 24 June 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 Friday, 10 July 2020 to Wednesday, 15 July 2020 (both days 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 Thursday, 9 July 2020.
 - (b) For the purpose of determining shareholders' entitlement to the Bonus Shares, the register of members of the Company will be closed from Wednesday, 22 July 2020 to Friday, 24 July 2020 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the Bonus Issue, all transfers of Shares accompanied by the relevant share certificates must be lodged with Tricor Tengis Limited, the Hong Kong branch share registrar of the Company, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 21 July 2020.
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 EGM against the epidemic to protect the Shareholders from the risk of infection:
 - (a) 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 37.5 degrees Celsius will not be admitted to the venue;
 - (b) Every Shareholder or proxy is required to submit a completed health declaration form prior to entry into the EGM venue. Anyone who has any flu-like symptoms or contact with any person with COVID-19 in the past 14 days or close contact with any person with travel history in the past 14 days will be denied entry into the EGM venue;
 - (c) All attendees are required to wear surgical face mask throughout the meeting; and
 - (d) 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 EGM as a proxy to vote on the resolutions, instead of attending the EGM in person.