



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 (中國生物製藥有限公司) (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 18 December, 2007 at 7th Floor, Board Room, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the new joint venture contract of 江蘇正大豐海製藥有限公司 (Jiangsu Fenghai Pharmaceutical Co., Ltd.) (“**Jiangsu Fenghai**”) dated 9 November, 2007 (the “**Jiangsu Fenghai New JV Contract**”) entered in between 佳卓投資有限公司 (Ace Elite Investments Limited) (“**Ace Elite**”), 江蘇省農墾集團有限公司 (Jiangsu State Agribusiness Group Corporation Limited) (“**Jiangsu Agribusiness**”), 大豐恆昌諮詢中心 (Da Feng Hang Chang Consultation Centre) (“**Da Feng Hang Chang**”) and 江蘇正大天晴藥業股份有限公司 (Jiangsu Chia Tai-Tianqing Pharmaceutical Co., Ltd.) (“**JCTT**”) (a copy of which marked “A” is tabled at the meeting and initialed by the chairman of the meeting for identification purpose), the new articles of association of Jiangsu Fenghai dated 9 November, 2007 (the “**Jiangsu Fenghai New Articles**”) entered into between Ace Elite, Jiangsu Agribusiness, Da Feng Hang Chang and JCTT (a copy of which marked “B” is tabled at the meeting and initialed by the chairman of the meeting for identification purpose) and the capital increase agreement of Jiangsu Fenghai dated 9 November, 2007 (the “**Jiangsu Fenghai Capital Increase Agreement**”) entered into between Ace Elite, Jiangsu Agribusiness, Da Feng Hang Chang and JCTT (a copy of which marked “C” is tabled at the meeting and initialed by the chairman of the meeting for identification purpose), pursuant to which JCTT shall make capital contribution of the aggregate amount of RMB48,404,000 (approximately HK\$49,437,000) to the registered capital and capital reserve of Jiangsu Fenghai and further particulars of which are set out in the circular of the Company dated 30 November, 2007 (a copy of which marked “D” is tabled at the meeting and initialed

by the chairman of the meeting for identification purpose) (the “**Circular**”) and the transactions contemplated under the Jiangsu Fenghai New JV Contract, the Jiangsu Fenghai New Articles and the Jiangsu Fenghai Capital Increase Agreement and the implementation thereof be and are hereby approved, ratified and confirmed; and

- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is hereby authorised for and on behalf of the Company to do all such acts and things deemed by him to be incidental to, ancillary to, or in connection with the matters contemplated in the Jiangsu Fenghai New JV Contract, the Jiangsu Fenghai New Articles and the Jiangsu Fenghai Capital Increase Agreement.”

2. “**THAT:**

- (a) the new joint venture contract of 鹽城蘇海製藥有限公司 (Yancheng Suhai Pharmaceutical Co., Ltd.) (“**Yancheng Suhai**”) dated 9 November, 2007 (the “**Yancheng Suhai New JV Contract**”) entered into between Ace Elite, Jiangsu Agribusiness, Da Feng Hang Chang and JCTT (a copy of which marked “E” is tabled at the meeting and initialed by the chairman of the meeting for identification purpose), the new articles of association of Yancheng Suhai dated 9 November, 2007 (the “**Yancheng Suhai New Articles**”) entered into between Ace Elite, Jiangsu Agribusiness, Da Feng Hang Chang and JCTT (a copy of which marked “F” is tabled at the meeting and initialed by the chairman of the meeting for identification purpose) and the capital increase agreement of Yancheng Suhai dated 9 November, 2007 (the “**Yancheng Suhai Capital Increase Agreement**”) entered into between Ace Elite, Jiangsu Agribusiness, Da Feng Hang Chang and JCTT (a copy of which marked “G” is tabled at the meeting and initialed by the chairman of the meeting for identification purpose), pursuant to which JCTT shall make capital contribution of the aggregate amount of RMB4,731,900 (approximately HK\$4,833,000) and RMB1,818,100 (approximately HK\$1,857,000) to the registered capital and capital reserve of Yancheng Suhai respectively and further particulars of which are set out in the Circular and the transactions contemplated under the Yancheng Suhai New JV Contract, the Yancheng Suhai New Articles and the Yancheng Suhai Capital Increase Agreement and the implementation thereof be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is hereby authorised for and on behalf of the Company to do all such acts and things deemed by him to be incidental to, ancillary to, or in connection with the matters contemplated in the Yancheng Suhai New JV Contract, the Yancheng Suhai New Articles and the Yancheng Suhai Capital Increase Agreement.”

3. **“THAT:**

- (a) the master supply agreement (the **“New NJCTT Master Supply Agreement”**) dated 9 November, 2007 entered into between 南京正大天晴製藥有限公司 (Nanjing Chia Tai Tianqing Pharmaceutical Co., Ltd.) and 連雲港正大天晴醫藥有限公司 (Lianyungang Chia Tai Tianqing Medicine Co., Ltd.), a copy of which marked “H” is tabled at the meeting and initialed by the chairman of the meeting for identification purpose, in relation to the sale and distribution on an ongoing basis of cardio-cerebral medicines and anti-bacterial and anti-inflammatory medicines, and the terms of and the transactions contemplated under the New NJCTT Master Supply Agreement and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the proposed caps in relation to the transactions under the New NJCTT Master Supply Agreement for the financial years ending 31 December, 2008, 31 December, 2009 and 31 December, 2010 in the amounts of RMB20,000,000 (approximately HK\$20,427,000), RMB25,000,000 (approximately HK\$25,534,000) and RMB30,000,000 (approximately HK\$30,640,000) respectively be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the New NJCTT Master Supply Agreement.”

4. **“THAT:**

- (a) the master supply agreement (the **“New Jiangsu Fenghai Master Supply Agreement”**) dated 9 November, 2007 entered into between 江蘇正大豐海製藥有限公司 (Jiangsu Fenghai Pharmaceutical Co., Ltd.) and 連雲港正大天晴醫藥有限公司 (Lianyungang Chia Tai Tianqing Medicine Co., Ltd.), a copy of which marked “I” is tabled at the meeting and initialed by the chairman of the meeting for identification purpose, in relation to the sale and distribution on an ongoing basis of anti-bacterial and anti-inflammatory medicines and cardio-cerebral medicines, and the terms of and the transactions contemplated under the New Jiangsu Fenghai Master Supply Agreement and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the proposed caps in relation to the transactions under the New Jiangsu Fenghai Master Supply Agreement for the financial years ending 31 December, 2008, 31 December, 2009 and 31 December, 2010 in the amounts of RMB5,000,000 (approximately HK\$5,107,000), RMB7,000,000 (approximately HK\$7,149,000) and RMB9,000,000 (approximately HK\$9,192,000) respectively be and are hereby approved; and

- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the New Jiangsu Fenghai Master Supply Agreement.”

By Order of the Board
Leung Sau Fung, Fanny
Company Secretary

Hong Kong, 30 November, 2007

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy must be deposited at the principal place of business of the Company at Unit 09, 41st Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority not less than 48 hours before the time appointed for the holding of the meeting.
3. Pursuant to Article 66 of the Articles of Association of the Company, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on withdrawal of any other demand for a poll) a poll is demanded:
 - (a) by the chairman of the meeting; or
 - (b) by at least three shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
 - (c) by any shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all shareholders having the right to attend and vote at the meeting; or
 - (d) by a shareholder or shareholders present in person or in case of a shareholder being a corporation by its duly authorized representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on an aggregate sum has been paid equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
 - (e) by any of the Directors who individually or collectively (including the chairman of the relevant meeting of the Company) hold proxies in respect of shares representing 5% of more of the total voting rights at a particular meeting of the Company, and if on a show of hands such meeting votes in the opposite manner to that instructed in those proxies, such Directors shall have the right to demand a poll. If a poll is required under these circumstances, the chairman of the meeting should disclose to the meeting of the Company the total number of votes represented by all proxies held by Directors indicating an opposite vote to the votes cast at the meeting on a show of hands.

As at the date of this announcement, the board of the Company comprises six executive Directors, namely Mr. Tse Ping, Mr. Tao Huiqi, Mr. He Huiyu, Ms. Cheng Cheung Ling, Mr. Tse Hsin and Mr. Zhang Baowen, and three independent non-executive Directors, namely Mr. Lu Zhengfei, Mr. Li Dakui and Ms. Li Jun.