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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “Meeting”) of Sino Biopharmaceutical Limited (the “Company”) will be held at 10:00 a.m. on Friday, 13 July, 2012 at 7th Floor, Dynasty II 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 modification, the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

(a) the following be and are hereby approved, confirmed and ratified:

- (i) the proposed sale of the 51% of the entire issued share capital of Sino Biopharmaceutical (Beijing) Limited by the Company to France Investment (China 1) Group Limited on the terms and subject to the conditions of the Restructuring Agreement (as defined below) (the “**Disposal**”);
- (ii) the proposed acquisition by the Company of 48% of the entire issued share capital of Super Demand Investments Limited from France Investment (China 1) Group Limited and the proposed acquisition of 45% of the entire issued share capital of France Investment (China I) Group Limited from Super Demand Investments Limited, each on the terms and subject to the conditions of the Restructuring Agreement (the “**Acquisitions**”, and together with the Disposal, the “**Restructuring**”);

- (iii) the restructuring agreement (the “**Restructuring Agreement**”) dated 1 June, 2012 entered into between the Company, France Investment Hong Kong and Mr. Tse in relation to, inter alia, the Restructuring, a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification; and
- (iv) all transactions contemplated under the Restructuring Agreement (including the Shareholders’ Agreements); and
- (b) any one of the Directors be and is hereby authorised to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as the case may be, as he may in his opinion or discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the Restructuring, Restructuring Agreement and all the transactions contemplated thereunder (including the Shareholders’ Agreements) with any changes as such Director may consider reasonable, necessary desirable or expedient.”

By Order of the Board  
**Sino Biopharmaceutical Limited**  
**Leung Sau Fung, Fanny**  
*Company Secretary*

Hong Kong, 22 June, 2012

*Notes:*

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more (if the member is a holder of two or more shares) proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s principal place of business in Hong Kong at Unit 09, 41st Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the meeting or any adjournment thereof, should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Thursday, 12 July, 2012 to Friday, 13 July, 2012, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4.00 p.m. on Wednesday, 11 July, 2012.

*As at the date of this notice, the Board of the Company comprises seven Executive Directors, namely Mr. Tse Ping, Mr. Zhang Baowen, Mr. Xu Xiaoyang, Mr. Tse Hsin, Ms. Cheng Cheung Ling, Mr. Tao Huiqi and Mr. He Huiyu and four Independent Non-Executive Directors, namely Mr. Lu Zhengfei, Mr. Li Dakui, Ms. Li Jun and Mr. Mei Xingbao.*