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If you have sold or transferred all your shares of 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, licensed securities dealer 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 REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

This circular is despatched together with the 2012 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, 2012.

A notice convening the annual general meeting of Sino Biopharmaceutical Limited to be held at 10:00 a.m. on Tuesday, 28 May, 2013 at 7th Floor, Dynasty II, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong is set out on pages 13 to 16 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 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 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.

24 April, 2013

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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 10:00 a.m. on Tuesday, 28 May, 2013 to consider and, if thought fit, to approve, among other things, the grant to the Directors of the Share Issue Mandate and the Repurchase Mandate and the re-election of Directors
“Annual Report”	the 2012 annual report of the Company
“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
“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”	18 April, 2013, 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
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors which would empower the Directors to exercise the power of the Company to purchase Shares with a nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM
“SFO”	Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.025 each in the share capital of the Company

DEFINITIONS

“Shareholders”	holders of Shares
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares with a nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM and to extend the general mandate to allot and issue further Shares with a nominal amount up to the nominal amount of the Shares (if any) which may have been purchased under the Repurchase Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



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:

Mr. Tse Ping (*Chairman*)
Mr. Zhang Baowen (*Vice Chairman*)
Mr. Xu Xiaoyang (*CEO*)
Mr. Tse Hsin
Ms. Cheng Cheung Ling
Mr. Tao Huiqi
Mr. He Huiyu

Independent non-executive Directors:

Mr. Lu Zhengfei
Mr. Li Dakui
Ms. Li Jun
Mr. Mei Xingbao

Registered Office:

Codan Trust Company
(Cayman) Limited
Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681GT
George Town
Grand Cayman
British West Indies

*Head office and
principal place of business:*

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

24 April, 2013

To the Shareholders,

Dear Sirs,

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

INTRODUCTION

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

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 28 May, 2012, 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 repurchase 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 to:–

- (i) allot, issue and deal with additional Shares with a nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM, which is equivalent to issue a maximum of 988,292,294 Shares, assuming there is no change in the total issued share capital of the Company from the Latest Practicable Date up to the date of the AGM and to extend the general mandate to allot and issue further Shares with a nominal amount up to the aggregate nominal amount of the Shares (if any) which may have been purchased by the Company pursuant to the mandate referred to in (ii) below; and
- (ii) purchase Shares with a nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM.

The general mandate 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.

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

RE-ELECTION OF DIRECTORS

In accordance with Article 87 of the Articles, Mr. Tse Hsin, Ms. Cheng Cheung Ling, Mr. Lu Zhengfei and Ms. Li Jun shall hold office until the AGM and shall then be eligible for re-election.

All these Directors have offered themselves for re-election.

LETTER FROM THE BOARD

Pursuant to the Listing Rules, details of the aforesaid Directors who are retiring at the AGM and who have offered themselves for re-election are set out below:–

Mr. Tse Hsin

Mr. Tse Hsin (“Mr. Tse”), aged 43, joined the Company in 1995 and is currently 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 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 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” and “Outstanding Entrepreneur who cares about his staff” by the Shaanxi Provincial Government. He is also an executive director of Beijing Tide Pharmaceutical Co., Ltd. (“Beijing Tide”), a director of Jiangsu Chia Tai-Tianqing Pharmaceutical Co., Ltd. (“JCTT”) and the director and vice president of Chia Tai Healthcare (Holdings) Limited.

Save for the positions mentioned above, Mr. Tse has not previously held and is not holding any position with the Company or any of its subsidiaries. Save as disclosed, Mr. Tse has not held any directorship in any listed public company for the last three years. Mr. Tse is a first cousin of Mr. Tse Ping and the brother of Ms. Tse Wun, a senior management of the Company. Save as aforesaid, Mr. Tse 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 owns 16,296,000 Shares of the Company. He also owns 229,250 shares in JCTT and holds 0.53% equity interest in Nanjing Chia Tai Tianqing Pharmaceutical Co., Ltd.. As at the Latest Practicable Date, save as disclosed, Mr. Tse does 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. Tse received remuneration from the Company of HK\$1,105,750 for the year ended 31 December, 2012 which had been determined based on the anticipated time and effort to be exercised by him on the Company’s business. There is a service contract between the Company and Mr. Tse for a term of three years dated 7 April, 2011. Subject to being re-elected at the AGM, Mr. Tse’s appointment as a Director will expire on 6 April, 2014.

LETTER FROM THE BOARD

Ms. Cheng Cheung Ling

Ms. Cheng Cheung Ling (“Ms. Cheng”), aged 49, joined the Company as an executive Director in January 2005. She graduated from the Guanghua School of Management of Peking University and obtained a Master Degree in Business Administration. Ms. Cheng is responsible for the public relation affairs of the Group. Ms. Cheng is the Chairman of Beijing Tide. She is currently a member of the Twelfth National Committee of the Chinese People’s Political Consultative Conference, a member of the All-China Federation of Industry and Commerce, a member of the Standing Committee of the Chinese People’s Political Consultative Conference Shaanxi Provincial Committee, a vice chairlady of the Shaanxi Province Federation of Industry and Commerce, an Executive Committee member of the Standing Committee of China Overseas Friendship Association, the vice chairlady of Friendship Association of the Political Consultative Conference of the Hong Kong Provincial Committee and the vice chairlady of the Friendship Association Fund Company of the Political Consultative Conference of the Hong Kong Provincial Committee.

Save for the positions mentioned above, Ms. Cheng has not previously held and is not holding any position with the Company or any of its subsidiaries. Save as disclosed, Ms. Cheng has not held any directorship in any listed public company for the last three years. Save as disclosed, Ms. Cheng 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 owns 1,200,000,000 Shares through her interests in Chia Tai Bainian Holdings Limited and Remarkable Industries Limited. As at the Latest Practicable Date, save as disclosed, Ms. Cheng does 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.

Ms. Cheng received remuneration from the Company of HK\$2,703,750 for the year ended 31 December, 2012 which had been determined based on the anticipated time and effort to be exercised by her on the Company’s business. There is a service contract between the Company and Ms. Cheng for a term of three years dated 13 January, 2011. Subject to being re-elected at the AGM, Ms. Cheng’s appointment as a Director will expire on 12 January, 2014.

Mr. Lu Zhengfei

Mr. Lu Zhengfei (“Mr. Lu”), aged 49, joined the Group in November, 2005 and is an Independent Non-Executive Director of the Company. He is also the Chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee. He received a Ph.D Degree in Economics with concentration in financial management. Mr. Lu is currently the Vice Chairman, professor and supervisor of doctoral students, Guanghua School of Management of Peking University. He has previously held various senior positions in the Department of Accounting of both Peking University and Nanjing University. He is the consulting expert of the China Financial Accounting Standards Board, Ministry of Finance. He is also a director of the

LETTER FROM THE BOARD

China Accounting Association and an executive director of the China Auditing Association. Mr. Lu is the editor of several accounting and finance journals and he has issued various publications. He is an independent non-executive director of China National Materials Company Limited (Stock Code: 1893) and Sinotrans Limited (Stock Code: 598) and an independent supervisor of PICC Property and Casualty Company Limited (Stock Code: 2328), whose shares are listed on the Stock Exchange.

Save for the positions mentioned above, Mr. Lu has not previously held and is not holding any position with the Company or any of its subsidiaries. Save as disclosed above, Mr. Lu has not held any directorship in any listed company for the last three years. Mr. Lu does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, save as disclosed, Mr. Lu does 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.

Subject to being re-elected at the AGM, Mr. Lu's appointment for a term of two years will expire on 21 November, 2013 unless such appointment is extended by mutual agreement. Mr. Lu is entitled to an aggregate fee of HK\$210,000 per annum as an independent non-executive Director, Chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee which had been determined based on his anticipated time and effort to be spent on the Company's matters.

Ms. Li Jun

Ms. Li Jun ("Ms. Li"), aged 44, joined the Company as an independent non-executive Director in January 2005. She is also a member of the audit committee, remuneration committee and nomination committee. She obtained a Bachelor Degree in International Law from Fudan University (Law Department) and a Master Degree in Economic Law from Peking University (Law Department). She has also studied at SOAS, London. She has qualified as a PRC lawyer since 1992. Ms. Li joined Zong Heng Law Firm, Beijing as one of the founding partners in 1993. She has previously worked with Joseph & Chan, Hong Kong and Clifford Chance, Hong Kong as a senior PRC lawyer. She has extensive experience in various areas of litigation, arbitration and dispute resolution work, mainly in dealing with commercial disputes, civil tort and administrative disputes. She is also engaged in great deal of non-disputes tasks such as change of constitution of state-owned enterprises, initial public offering and mergers and acquisition.

Save for the positions mentioned above, Ms. Li has not previously held and is not holding any position with the Company or any of its subsidiaries. Save as disclosed, Ms. Li has not held any directorship in any listed public company for the last three years. Ms. Li does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save as disclosed, Ms. Li does 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.

LETTER FROM THE BOARD

Subject to being re-elected at the AGM, Ms. Li's appointment for a term of two years will expire on 12 January, 2015, unless such appointment is extended by mutual agreement. Ms. Li is entitled to an aggregate fee of HK\$264,000 per annum as an independent non-executive Director, a member of the audit committee, remuneration committee and nomination committee which had been determined based on her anticipated time and effort to be spent on the Company's matters.

Save for the information disclosed above, there is no other information required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the shareholders of the Company in relation to the re-election of Mr. Tse, Ms. Cheng, Mr. Lu and Ms. Li.

AGM

At the AGM, resolutions will be proposed for the Shareholders to consider and, if thought fit, approve, among other matters, the granting of the Share Issue Mandate and the Repurchase Mandate and the re-election of Directors.

The notice convening the AGM is set out on pages 13 to 16 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 principal place of business of the Company 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 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 if 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 and the Repurchase 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.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

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

Yours faithfully,
For and on behalf of the Board
SINO BIOPHARMACEUTICAL LIMITED
Tse Ping
Chairman

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 proposal to permit the granting to the Directors of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$123,536,536.83 comprising 4,941,461,473 Shares.

Subject to the passing of the relevant ordinary resolution at the AGM and assuming that no further Shares are issued and repurchased by the Company, the Directors will be authorised to purchase up to 494,146,147 Shares pursuant to the Repurchase Mandate.

2. REASONS FOR REPURCHASES

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 purchase the shares of the Company in the market. Such purchases 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 or its earnings per share of the Company or both and will only be made when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing 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 repurchase would be derived from the distributable profits of the Company.

The Repurchase 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 Repurchase 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 nor, to the best of their knowledge having made all reasonable enquiries, any of their associates currently intends to sell any shares of the Company to the Company under the general mandate to repurchase the shares of the Company in the event that it is granted by the Shareholders at the AGM.

No connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any shares of the Company to the Company, or that he has undertaken not to sell any shares of the Company held by him to the Company, in the event that the Repurchase Mandate is granted by the Shareholders at the AGM.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable 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 exercise of the power to repurchase the shares of the Company pursuant to the Repurchase 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, Mr. Tse Ping, a substantial shareholder of the Company through his own interest and interest in Validated Profits Limited, is interested in 910,417,815 Shares, representing 18.42 per cent. of the issued share capital of the Company. Ms. Cheng Cheung Ling, another substantial shareholder of the Company through her interests in Chia Tai Bainian Holdings Limited and Remarkable Industries Limited, is interested in an aggregate of 1,200,000,000 Shares, representing 24.28 per cent. of the issued share capital of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding interest of Mr. Tse Ping and Ms. Cheng Cheung Ling in the Company would, respectively, be increased to 20.47 per cent. and 26.98 per cent. of the issued share capital of the Company. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

In the event that any exercise of the Repurchase Mandate would, to the Directors' knowledge, have such a consequence, the Directors would not exercise the Repurchase Mandate to such extent.

The Directors have no present intention to exercise the power to repurchase Shares to the extent that the aggregate amount of the share capital of the Company in public hands would be reduced to less than 25 per cent..

7. SHARE PRICES

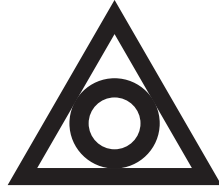
The highest and lowest prices at which the Shares have traded on the Stock Exchange as quoted in the Stock Exchange's daily quotations sheets in each of the twelve months preceding the Latest Practicable Date are as follows:–

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2012		
April	2.15	1.84
May	2.49	1.96
June	2.86	2.21
July	2.95	2.60
August	3.18	2.67
September	3.12	2.80
October	3.15	2.82
November	3.81	2.96
December	3.98	3.60
2013		
January	4.10	3.63
February	4.74	3.81
March	5.57	4.41
April (up to and including the Latest Practicable Date)	5.59	5.08

8. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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 an annual general meeting of Sino Biopharmaceutical Limited (the “Company”) will be held at 10:00 a.m. on Tuesday, 28 May, 2013 at 7th Floor, Dynasty II, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the Directors and the independent auditors thereon for the year ended 31 December, 2012;
2. To approve the payment of a final dividend for the year ended 31 December, 2012;
3. To re-elect Directors and to authorize the Board of Directors to fix the remuneration of the Directors;
4. To re-appoint the auditors and to authorize the Board of Directors to fix the remuneration of the auditors of the Company; and
5. As special business, to consider, and, if thought fit, pass with or without amendments the following Resolutions as Ordinary Resolutions:

ORDINARY RESOLUTION

(A) “THAT:

- (1) subject to paragraph (3) below, the exercise by the directors of the Company (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 and to make or grant offers, agreements, options and other securities, including warrants to subscribe for shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (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 of the Company, which would or might require the Company to allot, issue or deal with additional shares in the capital of the Company at any time during or after the end of the Relevant Period;
- (3) the aggregate nominal amount of the share capital of 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 any issue of shares of the Company on the exercise of the subscription or conversion rights attaching to any securities which may be issued by the Company from time to time or the exercise of the options granted under the share option scheme of the Company or any issue of shares in lieu of the whole or part of a dividend on shares, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue 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
- (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.

“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).”

NOTICE OF ANNUAL GENERAL MEETING

(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 purchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company 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 aggregate nominal amount of the shares of the Company authorized to be purchased by the Company pursuant to the approval in paragraph (1) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company 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.”

- (C) **“THAT,** conditional upon the Resolutions set out as Resolutions 5(A) and 5(B) 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 pursuant to the Resolution set out as Resolution 5(A) of the notice convening this Meeting be and is hereby extended by the addition to such mandate of an amount representing the aggregate nominal amount of the shares of the Company purchased by the Company under the authority granted pursuant to the Resolution set out as Resolution 5(B) of

NOTICE OF ANNUAL GENERAL MEETING

the notice convening this Meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the said Resolution.”

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

Hong Kong, 24 April, 2013

As at the date of this notice, the Board 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.

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 need 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 principal place of business in Hong Kong at Unit 09, 41st Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, 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 Monday, 27 May, 2013 to Tuesday, 28 May, 2013 (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, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 24 May, 2013 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 Monday, 10 June, 2013 to Tuesday, 11 June 2013 (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, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Friday, 7 June, 2013 for registration.