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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 the extraordinary general meeting of Sino Biopharmaceutical Limited (the “**Company**”) will be held at 7th Floor, Qin-Han Room, The Dynasty Club, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 11 November 2015 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As special business, to consider and, if thought fit, pass the following resolutions with or without amendments as ordinary resolutions:

1. “**THAT**, subject to and conditional upon (i) the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting, or agreeing to grant the listing of, and permission to deal in, the Bonus Shares (as hereinafter defined); and (ii) compliance with the relevant legal procedures and requirements under the applicable laws of the Cayman Islands and the articles of association of the Company to effect the Bonus Issue (as hereinafter defined):
 - (a) upon the recommendation of the directors of the Company, a sum of HK\$61,768,268.40 being part of the amount standing to the credit of the share premium account of the Company, or such other sum as may be necessary to give effect to the bonus issue of ordinary shares of par value HK\$0.025 each in the capital of the Company (the “**Shares**”) pursuant to this resolution, be capitalised and accordingly the directors of the Company be and are hereby authorised and directed to apply such sum in paying up in full at par not less than 2,470,730,736 unissued Shares in the capital of the Company (the “**Bonus Shares**”), and that such Bonus Shares shall be issued, allotted and distributed, credited as fully paid up, to and amongst those shareholders

whose names appear on the register of members of the Company at the close of business on Wednesday, 18 November 2015 (the “**Record Date**”) (not being those shareholder(s) (the “**Excluded Shareholder(s)**”), whose address(es) as shown on the register of members of the Company on the Record Date to be outside Hong Kong (if any), to whom the board of directors of the Company, after making enquiries, considers to be necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant body or stock exchange in that place not to extend the Bonus Issue) on the basis of one (1) Bonus Share for every two (2) existing issued Shares in the share capital of the Company held by them respectively on the Record Date (the “**Bonus Issue**”), fractional entitlements arising from the Bonus Issue (if any) be disregarded;

- (b) the Bonus Shares to be issued and allotted pursuant to this resolution shall be subject to the memorandum and articles of association of the Company and shall rank pari passu in all respects with the then existing Shares in issue on the Record Date;
- (c) the directors of the Company be authorised to arrange for the Bonus Shares which would otherwise have been issued to the Excluded 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 Excluded Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case the directors of the Company be and are hereby authorised to retain such amount for the benefit of the Company; and
- (d) the directors of the Company be authorised to execute and deliver, and where appropriate to affix the common seal of the Company to, all such documents, instruments and agreements, and 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 Excluded Shareholders, if any, 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 paragraph (a) of this resolution.”

2. “**THAT**

- (a) the authorised share capital of the Company be increased from HK\$200,000,000 divided into 8,000,000,000 Shares of par value HK\$0.025 each to HK\$500,000,000 divided into 20,000,000,000 Shares of par value HK\$0.025 each (the “**Increase in Authorised Share Capital**”) by the creation of an additional 12,000,000,000 Shares of the Company and such Shares shall rank pari passu with all existing Shares of the Company; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute and deliver, and where appropriate to affix the common seal of the Company to, all such documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in and to give effect to the Increase in Authorised Share Capital.”

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. 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, 9 November 2015 to Wednesday, 11 November 2015 (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, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 6 November 2015 for registration.

As at the date of this announcement, the Board comprises eight executive Directors, namely Miss Tse, Theresa Y Y, Mr. Tse Ping, Mr. Xu Xiaoyang, Ms. Cheng Cheung Ling, 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.