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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 (the “**Meeting**”) of Sino Biopharmaceutical Limited (the “**Company**”) will be held at 10:00 a.m. on Monday, 12 February 2018 at The Dynasty Club, Dynasty I, 7/F 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 ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the sale and purchase agreement dated 5 January 2018 (the “**First Agreement**”) entered into between the Company, France Investment (China 1) Group Limited (法國投資(中國1)集團有限公司) (the “**Vendor**”) and Ms. Tse, Theresa Y Y (the “**Guarantor**”) (a copy of which has been produced to the meeting marked “A” and initialled by the chairperson of the meeting for identification purpose), pursuant to which the Vendor conditionally agreed to dispose, and the Company conditionally agreed to acquire, 51% of the entire issued share capital of Sino Biopharmaceutical (Beijing) Limited (the “**First Acquisition**”) at a consideration of HK\$9,207,399,095 and to be satisfied by the allotment and issue of 723,283,511 shares (the “**First Consideration Shares**”) of nominal value of HK\$0.025 each in the share capital of the Company (the “**Shares**”) at the issue price of HK\$12.73 per Share to the Vendor, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the sale and purchase agreement dated 5 January 2018 (the “**Second Agreement**”) entered into between the Company, the Vendor and the Guarantor (a copy of which has been produced to the meeting marked “B” and initialled by the chairperson of the meeting for identification purpose), pursuant to which the Vendor conditionally agreed to dispose, and the Company conditionally agreed to acquire, 52% of the entire issued share capital of Super

Demand Investments Limited (the “**Second Acquisition**”, and together with the First Acquisition, the “**Acquisition**”) at a consideration of HK\$3,688,117,842 and to be satisfied by the allotment and issue of 289,718,605 Shares (the “**Second Consideration Shares**”, and together with the First Consideration Shares, the “**Consideration Shares**”) at the issue price of HK\$12.73 per Share to the Vendor, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (c) the grant of specific mandate to allot and issue the Consideration Shares to be sought from the shareholders of the Company other than (a) Mr. Tse Ping, Ms. Cheng Cheung Ling, the Vendor and parties acting in concert with them and (b) those who are involved in or interested in the Acquisition to satisfy the consideration of the Acquisition (the “**Specific Mandate**”) to the directors of the Company (the “**Directors**”) to exercise all the powers of the Company to allot and issue the Consideration Shares at the issue price of HK\$12.73 per Share be and is hereby approved, and any one Director be and is authorised to do all such further acts and things, to sign and execute all such documents and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give effect to any matter relating to or incidental to the Specific Mandate; and
 - (d) any one of the Directors or any two Directors (if the affixation of the common seal is necessary) for and on behalf of the Company be and is hereby authorised to sign, execute, perfect, deliver, negotiate, agree (and, if necessary, affix the common seal of the Company on) and do all such other documents, deeds, agreements, and to do all such acts or things, as the case may be, as he or she may, in his or her opinion or discretion, consider reasonable, necessary, desirable or expedient to implement and/or give effect to the First Agreement, the Second Agreement and all the respective transactions contemplated thereunder with any changes as such director may consider reasonable, necessary, desirable or expedient.”
2. “**THAT** subject to and conditional upon the passing of resolution numbered 1 above, and subject to the Executive Director of the Corporate Finance Division of the Securities and Futures Commission granting the whitewash waiver pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of any obligation of Mr. Tse Ping, Ms. Cheng Cheung Ling, the Vendor and parties acting in concert with them to make a mandatory general offer to the shareholders of the Company in respect of Shares not already owned (or agreed to be acquired) as a result of the issue of the Consideration Shares (the “**Whitewash Waiver**”) and the satisfaction of any conditions attached to the Whitewash Waiver granted, the Whitewash Waiver be and is hereby approved and any one or more Directors be and is/are hereby authorised to do all things and acts and sign all documents which they consider desirable or expedient to implement and/or give full effect to any matters relating to or in connection with the Whitewash Waiver.”

By Order of the Board
Sino Biopharmaceutical Limited
Tse, Theresa Y Y
Chairlady

Hong Kong, 26 January 2018

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 needs 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 branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of 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 will be deemed to be revoked.
3. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the Meeting will be Tuesday, 6 February 2018. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 6 February 2018.

As at the date of this notice, the Board of the Company comprises seven Executive Directors, namely Miss Tse, Theresa Y Y, Mr. Tse Ping, 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.