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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Sino Biopharmaceutical Limited (the “Company”) will be held at 8/F., Crown Room, The Dynasty Club Ltd., South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Monday, 24 November, 2003 at 10:00 a.m. to consider and, if thought fit, to pass the following resolutions as ordinary and special resolutions (as the case may be):—

ORDINARY RESOLUTIONS

1. **“THAT:**

- (A) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing on the Main Board of the Stock Exchange of, and permission to deal on the Main Board of the Stock Exchange in, (i) the shares of the Company (the “Shares”) in issue; (ii) any Shares which may fall to be issued upon the exercise of options which have been granted under the share option scheme of the Company adopted on 19 September, 2000 (which was terminated on 26 April, 2002) (the “Old Share Option Scheme”) or the Existing Share Option Scheme (as defined in the resolution set forth as Resolution No. 2 in the notice convening this meeting) or any option which may, prior to the termination of the Existing Share Option Scheme, be granted thereunder or under the Proposed Share Option Scheme (as defined in the resolution set forth as Resolution No. 2 in the notice convening this meeting); and (iii) any Shares which may fall to be issued upon the exercise of the conversion rights under the 2002 Convertible Bonds or the 2003 Convertible Bonds (both as defined in the circular of the Company dated 30 October, 2003 in which the notice convening this meeting is set out) and the publication of a notice of the proposed withdrawal of the listing of the Shares on the Growth Enterprise Market of the Stock Exchange (“GEM”) (the “Proposed Withdrawal”) by not less than such period as the shareholders of the Company shall have approved under paragraph (B) below of this Resolution before the day on which the Proposed Withdrawal is effective, the listing of the Shares on GEM shall cease with effect from such date and time as the directors of the Company may designate and any one director of the Company or the company secretary of the Company be and he/she is hereby authorised generally to do all such things for and on behalf of the Company as he/she may deem necessary, desirable or expedient to effect and implement the foregoing; and

(B) the notice period required under Rule 9.19(3) of the Rules Governing the Listing of Securities on GEM in connection with the Proposed Withdrawal be reduced to a minimum of five clear days on which the Stock Exchange is open for the business of dealings in securities from the date on which the shareholders of the Company shall have approved the Proposed Withdrawal.”

2. “**THAT**, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing on the Main Board of the Stock Exchange of, and permission to deal on the Main Board of the Stock Exchange in, the shares of the Company (the “Shares”) in issue and any Shares which may fall to be issued upon the exercise of options which have been granted under the Old Share Option Scheme (as defined in the resolution set forth as Resolution No. 1 in the notice convening this meeting) or the Existing Share Option Scheme (as defined below in this resolution) or any option which may, prior to the termination of the Existing Share Option Scheme, be granted thereunder or under the proposed share option scheme of the Company (the “Proposed Share Option Scheme”), the rules of which are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the Chairman thereof, the Proposed Share Option Scheme be and is hereby approved and adopted and the board of directors of the Company be and is hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed Share Option Scheme including, but without limitation:

- (1) to administer the Proposed Share Option Scheme under which options may be granted to Participants (as defined in the Proposed Share Option Scheme) to subscribe for Shares;
- (2) to modify and/or amend the Proposed Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Proposed Share Option Scheme relating to modification and/or amendment;
- (3) to make application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of and permission to deal in any Shares which may hereafter from time to time be issued and allotted pursuant to the exercise of any options granted under the Proposed Share Option Scheme; and
- (4) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Proposed Share Option Scheme,

and accordingly **THAT** the existing share option scheme of the Company adopted on 26 April, 2002 (the “Existing Share Option Scheme”) be and is hereby terminated with effect from the approval and the adoption of the Proposed Share Option Scheme as aforesaid becoming unconditional (without prejudice to the rights and benefits of and attached to any such options as may have been granted under the Existing Share Option Scheme which are outstanding).”

SPECIAL RESOLUTION

3. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing on the Main Board of the Stock Exchange of, and permission to deal on the Main Board of the Stock Exchange in, the shares of the Company, the regulations contained in the document marked “B” produced to the meeting and for the purposes of identification signed by the Chairman thereof be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company.”

By order of the board of directors
Sino Biopharmaceutical Limited
Tse Ping
Chairman

Hong Kong, 30 October, 2003

Principal place of business in Hong Kong:

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

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, at the Company’s Hong Kong branch share registrar, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
3. In the case of joint registered holders of any Shares, any one of them may vote at the meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the meeting, either personally or by proxy, that one of them so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are not other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website with the domain name of www.hkgem.com on the “Latest Company Announcements” page for at least seven days from the date of its posting and on the website of the Company with the domain name of www.sinobiopharm.com.