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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in 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, stockbroker, licensed securities dealer, registered institution in securities 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](http://www.sinobiopharm.com)*

**(Stock code: 1177)**

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;  
RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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This circular is despatched together with the 2023 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 2023.

A notice convening the annual general meeting of Sino Biopharmaceutical Limited to be held with a combination of an in-room meeting at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong and an online virtual meeting via e-Meeting System at 11:00 a.m. on Wednesday, 5 June 2024 is set out on pages 17 to 21 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 branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 at the meeting or any adjourned meeting in person or via the e-Meeting System if you so wish and in such event, the form of proxy shall be deemed to be revoked.

29 April 2024

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## DEFINITIONS

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*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 with a combination of an in-room meeting at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong and an online virtual meeting via e-Meeting System at 11:00 a.m. on Wednesday, 5 June 2024 to consider and, if thought fit, to approve, among other things, the grant to the Directors of the Share Issue Mandate and the Share Buy-back Mandate and the re-election of Directors
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“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 (Stock Code: 1177)
“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”	22 April 2024, 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
“SFO”	Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Shares”	the ordinary shares of nominal value of HK\$0.025 each in the share capital of the Company

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## DEFINITIONS

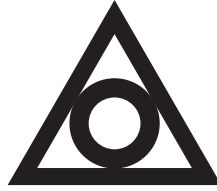
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“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors which would empower the Directors to exercise the power of the Company to buy back Shares not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of the AGM
“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 and/or to sell or transfer treasury shares, if any, not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of the AGM and to add to such general mandate so granted to the Directors any Shares bought back by the Company under the Share Buy-back Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“treasury shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024 and as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“%”	per cent.

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LETTER FROM THE BOARD OF DIRECTORS

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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)**

*Executive Directors:*

Ms. Tse, Theresa Y Y (*Chairwoman*)  
Mr. Tse Ping (*Senior Vice Chairman*)  
Ms. Cheng Cheung Ling (*Vice Chairwoman*)  
Mr. Tse, Eric S Y (*Chief Executive Officer*)  
Mr. Tse Hsin  
Mr. Tian Zhoushan  
Ms. Li Mingqin

*Registered office:*

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Independent non-executive Directors:*

Mr. Lu Zhengfei  
Mr. Li Dakui  
Ms. Lu Hong  
Mr. Zhang Lu Fu  
Dr. Li Kwok Tung Donald

*Head office and principal place of  
business in Hong Kong:*

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

29 April 2024

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES  
AND  
RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

This circular provides you with information relating to proposals for the grant of the Share Issue Mandate and Share Buy-back Mandate and the re-election of Directors.

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## LETTER FROM THE BOARD OF DIRECTORS

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### GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the annual general meeting of the Company held on 15 June 2023, general mandates were granted by the Shareholders to the Directors to exercise the power of the Company to allot and issue further Shares and to buy back 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:–

- (i) to allot, issue and deal with additional Shares and/or to sell or transfer treasury shares, if any, not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of the AGM, which is equivalent to the issue of a maximum of 3,760,243,446 Shares on the basis that there is no change in the total number of issued Shares from the Latest Practicable Date to the date of the AGM, and to add to such general mandate so granted to the Directors any Shares bought back by the Company under the Share Buy-back Mandate (the Company may use this general mandate for the sale or transfer of treasury shares only after the amendments to the Listing Rules relating to treasury shares have come into effect on 11 June 2024); and
- (ii) to buy back Shares not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of the AGM.

The general mandates 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, whichever is the earliest.

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

### RE-ELECTION OF DIRECTORS

In accordance with Article 87 of the Articles, the executive Directors Mr. Tse Ping and Ms. Li Mingqin and the independent non-executive Directors Mr. Lu Zhengfei (“**Mr. Lu**”) and Mr. Li Dakui (“**Mr. Li**”) will retire by rotation and are eligible for re-election at the AGM. Ms. Li Mingqin has informed the Board that she would not offer herself for re-election and accordingly will retire at the conclusion of the AGM. Save for Ms. Li Mingqin, all other retiring Directors offer themselves for re-election.

Mr. Lu and Mr. Li were appointed as independent non-executive Directors in November 2005 and September 2004, respectively, and have served the Board for more than nine years.

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## LETTER FROM THE BOARD OF DIRECTORS

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Each of Mr. Lu and Mr. Li has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee of the Company has reviewed the independence of all independent non-executive Directors and the confirmations and disclosures given by the Directors, as well as the qualifications, skills and experience, time commitment and contribution of all the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy. There is no evidence that the Mr. Lu and Mr. Li's services of over nine years as independent non-executive Directors would have any impact on their independence. Moreover, the Board is satisfied that Mr. Lu and Mr. Li have demonstrated strong independence in discharging their duties and responsibilities as independent non-executive Directors and have continued to provide independent and objective judgement and advice to the Board during decision process for approving the Company's long term strategic plans and significant transactions to safeguard the interests of the Company and the Shareholders as a whole. Accordingly, the Board considers that Mr. Lu and Mr. Li continue to be independent as they have satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

Mr. Lu is a professor and a supervisor of doctoral students of Peking University, engaged in academic studies and education in finance and accounting for many years, and has published more than 100 articles in major domestic and overseas academic journals and had various publications; whereas, Mr. Li was the chief pharmacist and the director of pharmacy department of PUMC Hospital over the years, with extensive experience and achievements in hospital pharmacy, pharmaceuticals, and pharmacoinformatics. The Board believes that they will continue to bring valuable business insights, experience and knowledge to the Board for its efficient and effective functioning and diversity.

In view of the foregoing, the Board considers that Mr. Lu and Mr. Li have the character, integrity, independence and expertise to continue to fulfill their roles as independent non-executive Directors effectively and would recommend Mr. Lu and Mr. Li for re-election as independent non-executive Directors at the AGM. The respective appointment of Mr. Lu and Mr. Li will be subject to a separate resolution to be approved by the Shareholders at the AGM in accordance with Code Provision B.2.3 of the Corporate Governance Code under Appendix C1 to the Listing Rules.

Details of each of the aforesaid Directors who are proposed for re-election at the AGM are set out below:

### **Mr. Tse Ping**

Mr. Tse Ping (謝炳先生), aged 72, is the founding chairman of the Company and now serves as the senior vice chairman of the Board, an executive director, and a member of the executive board committee and nomination committee of the Company. Mr. Tse has more than 30 years of extensive experience of investment and management in the pharmaceutical industry in China. Mr. Tse is currently a director of Chia Tai Tianqing Pharmaceutical Group Co. Ltd., Beijing Tide Pharmaceutical Co. Ltd., Nanjing Chia Tai Tianqing Pharmaceutical Co., Ltd., Jiangsu Chia Tai Fenghai Pharmaceutical Co., Ltd., Jiangsu Chia Tai Qingjiang Pharmaceutical Co., Ltd., and invoX Pharma Limited, and the president of Chia Tai Pharmaceutical Investment (Beijing) Co., Ltd. He is also a senior vice president of Chia Tai

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## LETTER FROM THE BOARD OF DIRECTORS

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Group, the president of CP Pharmaceutical Group, and a director of Shanghai Fortune World Development Co., Ltd., Tianjin Chiatai Feed Tech Co., Ltd., SYN Energy Technology Co., Ltd., and Chia Tai Oversea Chinese Realty Development Co., Ltd.

Soon after the adoption of the open-up and reform policy by China, Mr. Tse started to develop his investment and business in China. He has been engaged in the pharmaceutical industry since 1991, having made equity investments in a dozen or so enterprises, and is one of the most successful overseas investors in the PRC pharmaceutical industry. Led by Mr. Tse, CP Pharmaceutical Group has developed to a large integrated life and healthcare enterprise, and its Hong Kong listed flagship Sino Biopharmaceutical Limited is a constituent of the Heng Seng Index, owning a number of national key high-technology enterprises. Adhering to the concept of technology innovation and building upon R&D system based on originality as well as imitation, the Group strives to develop international level, high-end biological drugs and innovative drugs and to achieve breakthroughs in different areas including medical services, medical equipment, and mergers and acquisitions, and becomes an innovation driven life and healthcare enterprise with its business encompassing the entire industry chain which spans from R&D to manufacture and sales of pharmaceutical products. Since incorporation, the Company continues to break its own record in terms of revenue and net profit, and was ranked one of the “Asia Fab 50 Companies” by Forbes Asia for three consecutive years from 2016 to 2018 and was included in American Magazine Pharm Exec’s “Top 50 Companies” for five consecutive years from 2019 to 2023.

As a recognition for his efforts in promoting the development of the pharmaceutical industry in China, Mr. Tse was awarded a number of honours, including the prize of “World Outstanding Chinese” and an honorary Doctor Degree by the University of West Alabama, United States of America in January 2008, and the “2007/2008 Asian Knowledge Management Association academician” granted by the Asian Knowledge Management Association in December 2008.

Mr. Tse was a member of the Ninth, Tenth and Eleventh National Committee of the Chinese People’s Political Consultative Conference. He is currently an executive vice chairman of the China Overseas Chinese Entrepreneurs Association and a distinguished professor of University for Peace, UPEACE.

Mr. Tse is the father of Ms. Tse, Theresa Y Y and Mr. Tse, Eric S Y, executive directors and/or substantial shareholders of the Company, and a first cousin of Mr. Tse Hsin, an executive director of the Company.

Save as disclosed, Mr. Tse has not held any directorship in any other listed companies in the past three years, and 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 held 1,672,704,241 Shares, of which 212,919,117 Shares were held through his own interests and 1,459,785,124 Shares were held through Validated Profits Limited, the entire issued share capital of which was owned by Mr.



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## LETTER FROM THE BOARD OF DIRECTORS

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Tse. Save as disclosed above, Mr. Tse did not have any interests 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 as at the Latest Practicable Date.

### **Mr. Lu Zhengfei**

Mr. Lu Zhengfei (陸正飛先生), aged 60, joined the Company as an independent non-executive director of the Company and the chairman of the audit committee and a member of the remuneration committee of the Company in November 2005. He received a P.h.D. Degree in Economics (financial management). Mr. Lu is currently a Distinguished Professor of Chang Jiang Scholars and supervisor of doctoral students of the Guanghua School of Management of Peking University. He had previously held various senior positions in the Department of Accounting of both the Guanghua School of Management of Peking University and the Nanjing University. He is a standing council member of the China Accounting Association and the deputy director of its Financial Management Committee and was also an expert consultant of the China Financial Accounting Standards Board, Ministry of Finance. Mr. Lu is the editor of several accounting and finance journals and has issued various publications. He is an independent director of China Cinda Asset Management Co., Ltd. (listed on the Stock Exchange), Xinjiang Tianshan Cement Company Limited (listed on the Shenzhen Stock Exchange), and China International Capital Corporation Limited (listed on both the Stock Exchange and the Shanghai Stock Exchange), respectively, and was an independent supervisor of PICC Property and Casualty Company Limited (listed on the Stock Exchange).

Save for mentioned above, Mr. Lu has not previously held and is not holding any other position with the Company or any of its subsidiaries, and has not held any directorship in any other listed companies in the past three years. Mr. Lu does not have any relationship with any directors, senior management or any substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Lu did not have any interests 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. Li Dakui**

Mr. Li Dakui (李大魁先生), aged 80, joined the Company as an independent non-executive director and a member of the audit committee of the Company in September 2004. He graduated from the Faculty of Pharmacy of Beijing Medical University (now known as the School of Pharmaceutical Sciences of Beijing University) in 1965, and obtained a Master Degree in Pharmaceutics from Peking Union Medical College (“PUMC”) in 1982. He had been the chief pharmacist of PUMC Hospital (retired in 2013) and the director of Pharmacy Department of PUMC Hospital for years. Mr. Li was a vice president of the Chinese Pharmaceutical Association, the chairman of the Committee of Hospital Pharmacy Branch of Chinese Pharmaceutical Association and the vice chairman of the Chinese Practicing Pharmacist Association. He is currently an advisory member of the Chinese Pharmaceutical Committee.

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## LETTER FROM THE BOARD OF DIRECTORS

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Save for mentioned above, Mr. Li has not previously held and is not holding any other position with the Company or any of its subsidiaries, and has not held any directorship in any other listed companies in the past three years. Mr. Li does not have any relationship with any directors, senior management or any substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Li did not have any interests 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.

### Directors' Emoluments

The amounts of emoluments received in 2023 by the Directors to be re-elected at the AGM are set out in the table below:

Directors	Salaries, allowances and benefits			Employee share option	Pension scheme	Total remuneration
	Fees	in kind	Discretionary bonuses	benefits	benefits	
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Mr. Tse Ping	-	22,415	27,115	-	-	49,530
Mr. Lu Zhengfei	376	-	-	-	-	376
Mr. Li Dakui	376	-	-	-	-	376

The emoluments to be received in 2024 by the above Directors will be determined by the Board based on the remuneration policy of the Company, with reference to the Directors' qualification and experience, responsibilities undertaken, contribution to the Group, and the prevailing market level of remuneration of similar position.

### Other Information

Of the above Directors to be re-elected at the AGM, the executive Directors will not be appointed for a specific term while each of the independent non-executive Directors will be appointed for a term of two years. All of the aforesaid Directors shall be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles, the laws of the Cayman Islands and the Listing Rules so far as the same may be applicable. There is no information which is discloseable or are/were the above Directors to be re-elected involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(w) of the Listing Rules, and the Board is not aware of any other matters which need to be brought to the attention of the Shareholders.

### AGM

The notice convening the AGM is set out on pages 17 to 21 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 branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 17/F,

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## LETTER FROM THE BOARD OF DIRECTORS

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Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less 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 in person or via the e-Meeting System if you so wish and in such event, the form of proxy shall be deemed to be revoked.

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. Pursuant to Rule 17.05A of the Listing Rules, the trustee which is responsible for administering the restricted share award scheme of the Company and holding the unvested Shares for the participants of the scheme shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law.

### RECOMMENDATION

The Directors believe that the proposals for the grant of the Share Issue Mandate and Share Buy-back 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.

### RESPONSIBILITY STATEMENT

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

Yours faithfully,  
By order of the Board  
**Sino Biopharmaceutical Limited**  
**Tse, Theresa Y Y**  
*Chairwoman*

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## **SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING**

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*Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM or attend virtually via the e-Meeting System, instead of attending the AGM in person.*

### **ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES**

The AGM will be a hybrid meeting using the e-Meeting System provided by Tricor Tengis Limited, the Company's branch share registrar and transfer office in Hong Kong, which allows Shareholders to participate in the AGM online in a convenient and efficient way from anywhere with internet connection, in addition to the traditional physical attendance at the AGM.

The e-Meeting System permits a "split vote" on a resolution, in other words, a Shareholder casting his/her/its votes through the e-Meeting System does not have to vote all of his/her/its Shares in the same way (i.e. "For" or "Against"). In the case of a proxy/corporate representative, he/she can vote such number of Shares in respect of which he/she has been appointed as a proxy/corporate representative. Votes cast through the e-Meeting System are irrevocable once the votes have been casted. The e-Meeting System will be opened for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the AGM and can be accessed from any location with internet connection by a mobile phone, tablet or computer device. Shareholders should allow ample time to check into the e-Meeting System to complete the related procedures.

#### **Login details for registered Shareholders**

Registered Shareholders will be able to attend the AGM, submit questions and vote online through the e-Meeting System. Each registered Shareholder's personalised username and password will be sent to him/her/it under a separate letter.

Registered Shareholders who do not receive their personalised username or password by 3:00 p.m. on Tuesday, 4 June 2024 may contact Tricor Tengis Limited for assistance at (852) 29801333 between 9:00 a.m. to 5:00 p.m. (on a Business Day) or by email to [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com).

#### **Login details for non-registered Shareholders**

Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, stockbrokers, custodians or Hong Kong Securities Clearing Company Limited (collectively the "**Intermediary**") may also be able to attend the AGM, submit questions and vote online through the e-Meeting System. In this regard, they should:

- (i) contact and instruct their Intermediary to appoint themselves as proxies or corporate representatives to attend the AGM; and
- (ii) provide their email addresses to their Intermediary before the time limit required by the relevant Intermediary.

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## **SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING**

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Details regarding the AGM arrangements including login details to access the e-Meeting System will be sent by Tricor Tengis Limited to the email addresses of the non-registered Shareholders provided by the Intermediary. Any non-registered Shareholder who has provided an email address through the relevant Intermediary for this purpose but has not received the login details by email by 3:00 p.m. on Tuesday, 4 June 2024 should reach out to Tricor Tengis Limited for assistance at (852) 29801333 between 9:00 a.m. to 5:00 p.m. (on a Business Day) or by email to is-enquiries@hk.tricorglobal.com. Without the login details, non-registered Shareholders will not be able to participate and vote using the e-Meeting System. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (i) and (ii) above.

### **Login details for proxies or corporate representatives**

Details regarding the AGM arrangements including login details to access the e-Meeting System will be sent by Tricor Tengis Limited to the email addresses of the proxies or corporate representatives provided to it in the relevant proxy forms.

**Registered and non-registered Shareholders should note that only one device is allowed in respect of each set of login details. Please keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.**

### **QUESTIONS AT AND PRIOR TO THE AGM**

Shareholders attending the AGM using the e-Meeting System will be able to submit questions relevant to the proposed resolutions online during the AGM. Shareholders can also send their questions by email from 9:00 a.m. on Monday, 29 April 2024 to 6:00 p.m. on Monday, 3 June 2024 to info@sino-biopharm.com. The Board and/or the management will endeavour to address substantial and relevant questions in relation to the resolutions to be tabled for approval at the meeting and may decide, at their discretion, which questions to respond to.

### **APPOINTMENT OF PROXY**

#### **Registered Shareholders**

A proxy form for use at the AGM is enclosed with this circular. A copy of the proxy form can also be downloaded from the websites of the Company at [www.sinobiopharm.com](http://www.sinobiopharm.com) and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk). The deadline to submit completed proxy forms to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for Shareholders registered in Hong Kong) is not less than 48 hours before the time appointed for holding the AGM (i.e. at or before 11:00 a.m. on Monday, 3 June 2024 (Hong Kong Time)), or any adjournment thereof (as the case may be). Registered Shareholders submitting the proxy form are requested to provide a valid email address of his

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## **SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING**

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or her proxy (except for appointment of the Chairman of the AGM) for the proxy to receive the username and password to participate in the online virtual meeting via the e-Meeting System.

### **Non-registered Shareholders**

Non-registered Shareholders should contact their Intermediary or stockbroker as soon as possible for assistance in the appointment of proxy.

If Shareholders have any questions relating to the AGM, please contact Tricor Tengis Limited as follows:

#### **Tricor Tengis Limited**

17/F, Far East Finance Centre  
16 Harcourt Road, Hong Kong  
Telephone: (852) 29801333  
Facsimile: (852) 28108185

*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 Share Buy-back Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the number of issued shares of the Company was 18,801,217,230 Shares.

Subject to the passing of the relevant ordinary resolution at the AGM and assuming there is no change in the number of issued shares of the Company from the Latest Practicable Date to the date of the AGM, the Directors will be authorised to buy back up to 1,880,121,723 Shares pursuant to the Share Buy-back Mandate.

## **2. REASONS FOR BUY BACK**

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 buy back the shares of the Company in the market. Such buy-backs 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 and/or earnings per share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

## **3. FUNDING OF BUY-BACKS**

In buying back the shares of the Company, the Company may only apply funds legally available for such purpose in accordance with its Articles and all applicable laws. It is envisaged that the funds required for any buy-back would be derived from the distributable profits of the Company.

The Share Buy-back 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 Share Buy-back 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, to the best of their knowledge after having made all reasonable enquiries, nor any of their associates (as defined in the Listing Rules) currently intend to sell any Shares to the Company in the event that the Share Buy-back Mandate is granted by the Shareholders at the AGM.

No core connected person, as defined in the Listing Rules, has notified the Company that he or she has a present intention to sell any Shares held by him or her to the Company, or that he or she has undertaken not to sell any Shares held by him or her to the Company, in the event that the Share Buy-back Mandate is granted by the Shareholders at the AGM.

#### **5. EXERCISE OF THE SHARE BUY-BACK MANDATE**

Under the existing Listing Rules, the Company is required to cancel any Shares bought back by the Company as soon as reasonably practicable following such buy-backs. With effect from 11 June 2024, the Listing Rules will be amended to remove the requirement to cancel bought back shares and to adopt a framework to govern the resale of treasury shares. In view of the changes to the Listing Rules, if the Company buy back any Shares pursuant to the Share Buy-back Mandate, the Company will either (i) cancel the Shares bought back and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital requirements at the relevant time any buy-backs of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares in treasury will be made pursuant to the terms of the Share Issue Mandate and in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

For treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it would not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those shares were registered in the Company's own name as treasury shares, which may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

#### **6. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the Share Buy-back Mandate in accordance with the Listing Rules, the laws of the Cayman Islands and the Articles so far as the same may be applicable.



## 7. EFFECT OF THE TAKEOVERS CODE

If, on the Company's exercise of its power to buy back the shares of the Company pursuant to the Share Buy-back 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, each of Mr. Tse Ping (through his own interest and interest in Validated Profits Limited), Ms. Cheng Cheung Ling (through her own interest and interests in Chia Tai Bainian Holdings Limited and True Merit Global Limited), Ms. Tse, Theresa Y Y (through her own interest), and Mr. Tse, Eric S Y (through his own interest and interests in Thousand Eagles Limited and Remarkable Industries Limited) was interested in 1,672,704,241 Shares, 2,968,678,124 Shares, 4,000,000 Shares, and 4,055,000,000 Shares, respectively, representing approximately 8.90%, 15.79%, 0.02%, and 21.57% of the number of issued shares of the Company, respectively. In the event that the Directors exercise in full the power to buy back Shares pursuant to the Share Buy-back Mandate, the shareholding interests of Mr. Tse Ping, Ms. Cheng Cheung Ling, Ms. Tse, Theresa Y Y, and Mr. Tse, Eric S Y in the Company would be increased to approximately 9.89%, 17.54%, 0.02%, and 23.96% of the number of issued shares of the Company, respectively. The Directors do not intend to exercise the Share Buy-back Mandate to such an extent as would result in a Shareholder or a group of Shareholders acting in concert becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code and accordingly, it is not anticipated that purchases of Shares under the Buy-back Mandate will give rise to any consequences under the Takeovers Code.

The Directors are not aware of any consequences such that the public float of the issued shares of the Company will be reduced to less than 25% as a result of any purchases of Shares to be made under the Share Buy-back Mandate.

**8. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date are as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2023</b>		
April	4.73	3.97
May	4.41	3.66
June	3.90	3.25
July	3.63	3.35
August	3.59	2.89
September	3.10	2.77
October	3.19	2.57
November	3.89	2.95
December	3.86	3.02
<b>2024</b>		
January	3.38	2.81
February	3.17	2.78
March	3.30	2.90
April (up to and including the Latest Practicable Date)	2.97	2.34

**9. SHARE BUY-BACK MADE BY THE COMPANY**

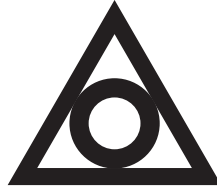
The Company bought back an aggregate of 10,000,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

<b>Date</b> <i>(dd/mm/yyyy)</i>	<b>Number of Shares bought back</b>	<b>Highest price paid per Share</b> <i>HK\$</i>	<b>Lowest price paid per Share</b> <i>HK\$</i>	<b>Total amount paid</b> <i>HK\$</i>
16/04/2024	5,000,000	2.54	2.54	12,700,000
19/04/2024	<u>5,000,000</u>	2.34	2.32	<u>11,682,000</u>
Total	<u><u>10,000,000</u></u>			<u><u>24,382,000</u></u>

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that the annual general meeting of Sino Biopharmaceutical Limited (the “**Company**”) will be held with a combination of an in-room meeting at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong and an online virtual meeting via e-Meeting System at 11:00 a.m. on Wednesday, 5 June 2024 for the following purposes:

Words and expressions that are not expressly defined in this notice shall have the same meaning as those defined in the circular of the Company dated 29 April 2024.

1. To receive and adopt the audited consolidated financial statements of the Company, the report of directors of the Company (“**Directors**”) and the report of independent auditors of the Company (“**Auditors**”) for the year ended 31 December 2023;
2. To approve the payment of a final dividend for the year ended 31 December 2023;
3. To re-elect Mr. Tse Ping as an executive director of the Company;
4. To re-elect Mr. Lu Zhengfei as an independent non-executive director of the Company;
5. To re-elect Mr. Li Dakui as an independent non-executive director of the Company;
6. To authorise the board of Directors to fix the remuneration of the Directors;
7. To re-appoint Ernst & Young as Auditors for the year ending 31 December 2024 and to authorise the board of Directors to fix their remuneration; and
8. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

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## NOTICE OF ANNUAL GENERAL MEETING

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### ORDINARY RESOLUTIONS

(A) **“THAT:**

- (1) subject to paragraph (3) below, the exercise by 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 (“**Shares**”) and to make or grant offers, agreements, options and other securities, including warrants to subscribe for Shares, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (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, which would or might require the Company to allot, issue or deal with additional Shares at any time during or after the end of the Relevant Period;
- (3) the number of Shares to be issued by 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 on the exercise of the subscription or conversion rights attaching to any securities which may be issued by the Company from time to time and which have previously been approved by shareholders of the Company or on the exercise of the options granted under the share option scheme of the Company or in lieu of the whole or part of a dividend on Shares, shall not exceed 20 per cent. of the total number of issued Shares (excluding treasury shares, if any) 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 a general meeting revoking or varying the authority set out in this resolution;

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## NOTICE OF ANNUAL GENERAL MEETING

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“**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); and

Any reference to an allotment, issue, grant, offer or disposal of Shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and applicable laws and regulations.”

(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 buy back Shares on the Stock Exchange or on any other stock exchange on which the Shares 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 total number of Shares authorized to be bought back by the Company pursuant to the approval in paragraph (1) above during the Relevant Period shall not exceed 10 per cent. of the total number of Shares in issue (excluding treasury shares, if any) 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 a general meeting revoking or varying the authority set out in this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (C) “**THAT**, conditional upon the resolutions set out as Resolution (A) and Resolution (B) in paragraph 8 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 pursuant to the resolution set out as Resolution (A) in paragraph 8 of the notice convening this meeting be and is hereby extended by the addition to the number of Shares which may be so allotted, issued and dealt with of a number representing the total number of issued Shares bought back by the Company under the authority granted pursuant to the resolution set out as Resolution (B) in paragraph 8 of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the total number of Shares in issue (excluding treasury shares, if any) at the date of passing of the said resolution.”

By order of the Board  
**Sino Biopharmaceutical Limited**  
**Chan Oi Nin Derek**  
*Company Secretary*

Hong Kong, 29 April 2024

*As at the date of this notice, the board of Directors comprises seven executive Directors, namely Ms. Tse, Theresa Y Y, Mr. Tse Ping, Ms. Cheng Cheung Ling, Mr. Tse, Eric S Y, Mr. Tse Hsin, Mr. Tian Zhoushan and Ms. Li Mingqin and five independent non-executive Directors, namely Mr. Lu Zhengfei, Mr. Li Dakui, Ms. Lu Hong, Mr. Zhang Lu Fu and Dr. Li Kwok Tung Donald.*

*Notes:*

1. The above meeting or any adjournment thereof (the “**AGM**”) will be conducted in a hybrid manner with the combination of a physical meeting and a virtual meeting online. Shareholders will have the option of joining the AGM either (a) through the physical meeting at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong; or (b) through the Internet via e-Meeting System using their computer, tablet device or smartphone. Shareholders and proxies participating in the AGM using the e-Meeting System will also be counted towards the quorum.

Registered Shareholders will be able to attend the AGM, vote and submit questions online via the designated URL (<https://spot-emeeting.tricor.hk/#/448>) by using the username and password provided on the notification letter sent by the Company.

Non-registered holders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (“**HKSCC**”) may also be able to attend the AGM, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements and the personalised username and password will be sent to them by email upon receipt of request through their respective banks, brokers, custodians or HKSCC.

2. Any member entitled to attend and vote at the above meeting is entitled to appoint another person as his or her proxy to attend and vote instead of him or her. A proxy needs not be a member of the Company.
3. 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 of attorney or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. The register of members of the Company will be closed for the following periods:
- (a) For the purpose of determining shareholders of the Company who are entitled to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 31 May 2024 to Wednesday, 5 June 2024 (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 and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 30 May 2024 for registration.
  
  - (b) For the purpose of determining shareholders of the Company who are qualified for the final dividend as mentioned in Resolution 2 above, the register of members of the Company will be closed from Thursday, 13 June 2024 to Tuesday, 18 June 2024 (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 and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 12 June 2024 for registration.