The following is the text of the letter together with a summary of valuation and valuation certificate from DTZ Debenham Tie Leung Limited, an independent property values, prepared for the purpose of inclusion in this prospectus in connection with the Group's property interest as at 31 July, 2000:—



Formerly C Y Leung & Company 原梁振英測量師行

22 September, 2000

The Directors
Sino Biopharmaceutical Limited
Unit 09 on 41st Floor
Office Tower
Convention Plaza
No. 1 Harbour Road
Wanchai
Hong Kong

Dear Sirs,

In accordance with the instructions of Sino Biopharmaceutical Limited ("the Company") for us to value the property interests held by the Company and its subsidiaries (together referred to as "the Group") in the People's Republic of China ("the PRC") and in the Hong Kong Special Administrative Region of the PRC ("Hong Kong"), we confirm that we have carried out inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the values of these property interests as at 31 July, 2000 ("the date of valuation").

Our valuation of each of the properties is our opinion of the open market value which we could define as intended to mean "an opinion of the best price at which the sale of an interest in property would have been completed unconditionally for cash consideration on the date of valuation, assuming:—

- (a) a willing seller;
- (b) that, prior to the date of valuation, there had been a reasonable period (having regard to the nature of the property and the state of the market) for the proper marketing of the interest, for the agreement of the price and terms and for the completion of the sale;
- (c) that the state of the market, level of values and other circumstances were, on any earlier assumed date of exchange of contracts, the same as on the date of valuation;

- (d) that no account is taken of any additional bid by a prospective purchaser with a special interest; and
- (e) that both parties to the transaction had acted knowledgeably, prudently and without compulsion".

Our valuations have been made on the assumption that the owners sell the property interests on the open market without the benefit of a deferred terms contract, leaseback, joint venture, management agreement or any similar arrangement which could serve to increase the value of the respective property interests.

In the course of our valuation of the properties situated in the PRC, we have assumed, unless otherwise stated, that transferable land use rights in respect of the property interests for respective specific terms at nominal annual land use fee have been granted and that any premium payable has already been fully paid. We have also assumed that the grantees or the users of the respective properties have free and uninterrupted rights to use or to assign the respective properties for the whole of the unexpired term as granted. We have relied on the advice given by the Group and its legal adviser on PRC law regarding the title to and the Group's interest in the respective properties.

In forming our opinion of value of Property No. 1 which comprises building element only, we have valued it by Depreciated Replacement Cost Approach by taking into consideration the current reinstatement cost of the building structures with due allowance for the physical and functional obsolescence of the same. The land use rights of the land comprising the property have not been granted to the Group such that we have assigned no commercial value to the land element.

In forming our opinion of value of Property No. 2 which is held and occupied by the Group, we have valued it by Direct Comparison Approach assuming sale of the property in existing state with immediate vacant possession basis by making reference to comparable sales evidence as available in the relevant market.

In respect of Property No. 3, the Group has not yet obtained the relevant title certificate in respect of the land and building of the property. We have, therefore, in compliance with the relevant listing rules, assigned no commercial value to the property.

Properties in Groups II and III which are rented by the Group have no commercial value due mainly to the prohibition against assignment and subletting or otherwise to the lack of substantial profit rent.

We have been provided with copy of documents relating to the title to the properties situated in the PRC. However, we have not searched the original documents to ascertain ownership or to verify any amendments which may not appear on the copies handed to us. We have relied on the advice given by the Group on such matters as statutory notices, easements, tenure, particulars of occupancy and tenancies, site and floor areas and all other relevant matters.

Dimensions, measurements and areas included in the valuation certificate attached are based on the information provided to us and are therefore only approximations. We have had no reason to doubt the truth and accuracy of the information provided to us by the Group which is material to the valuations. We were also advised by the Group that no material facts have been omitted from the information provided.

We have inspected the exterior and, where possible, the interior of each of the properties. However, no structural survey has been made, but in the course of our inspection, we did not note any serious defects. We are not, however, able to report whether the properties are free of not, infestation or any other structural defects. No test was carried out on any of the services. We have not been able to carry out detailed on-site measurements to verify the site and floor areas of the respective properties and we have assumed that the areas shown on the documents handed to us are correct.

No allowance has been made in our valuations for any charges, mortgages or amounts owing on the respective property interests nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property interests are free from encumbrances, restrictions and outgoing of an onerous nature which could affect value.

Unless otherwise stated, all money amounts stated in this valuation certificate are in Hong Kong dollars. The exchange rate adopted in our valuations is HK\$1=RMB1.07 which was the approximate exchange rate prevailing as at the date of valuation and there has been no significant fluctuation in such rate between that date and the date of this letter.

Our valuations are summarized below and the valuation certificate is attached.

Yours faithfully,
for and on behalf of
DTZ Debenham Tie Leung Limited
Andrew K. F. Chan
Registered Professional Surveyor (GP)

A.H.K.I.S., A.R.I.C.S.

Director

Note: Mr. Andrew K. F. Chan is a Chartered Surveyor who has extensive experience in valuation of properties in Hong Kong and the PRC.

SUMMARY OF VALUES

	Property	Capital value in existing state as at 31 July, 2000 HK\$	Interest attributable to the Group %	Capital value in existing state attributable to the Group as at 31 July, 2000 HK\$
Gro	oup I — Properties held and	occupied by the Group		
1.	A factory situated at No. 8 Julong North Road (formerly known as Xinnong Road), Xinpu District, Lianyungang, Jiangsu Province, the PRC	30,500,000	60	18,300,000
2.	Units 5–101, 5–102, 5–201, 5–301, 5–401 and 5–601 in Block No. 1, Wendong Court, No. 5 Jingshi Road, Lixia District, Jinan, Shandong Province, the PRC	1,900,000	55	1,045,000
3.	Units West 2 on Level 1, South 5 and North 5 on Level 5, South 5 on Level 6, North 4 on Level 7 and Central 2 on Level 8, Block No. 8, No. 6 Shanshi East Road, Lixia District, Jinan, Shandong Province, the PRC			No commercial value
			Grand total:	19 345 000

Grand total: 19,345,000

Xian, Shaanxi Province,

the PRC

	Property	Capital value in existing state as at 31 July, 2000 HK\$	Interest attributable to the Group %	Capital value in existing state attributable to the Group as at 31 July, 2000 HK\$
Gro	oup II — Properties rented by	y the Group from its re	elated parties	
4.	Unit F (also known as Unit 09) on 41st Floor, Office Tower, Convention Plaza, No. 1 Harbour Road, Wanchai, Hong Kong			No commercial value
5.	No. 264 Shanda Road, Jinan, Shandong Province, the PRC			No commercial value
Gro	oup III — Properties rented l	oy the Group from thir	d parties	
6.	Unit 1 on Level 6, West Block, Peacever Building, No. A10 Langjiayuan, Jianguomenwai Avenue, Dongcheng District, Beijing, the PRC			No commercial value
7.	Units 203 and 205, Taoyuan Office Building, Xizhimen, Xicheng District, Beijing, the PRC			No commercial value
8.	Room 637, Tianlin Guest House, No. 1 Tianlin Road, Xuhui District, Shanghai, the PRC			No commercial value
9.	Unit 501, Qinfei Building, No. 172 Dongmutou City,			No commercial value

Capital value in

	Property	Capital value in existing state as at 31 July, 2000 HK\$	Interest attributable to the Group %	existing state attributable to the Group as at 31 July, 2000 HK\$
10.	Unit 1–1, Block A, No. 18 Tiansi Street, Tianxiang Town, Chengdu, Sichuan Province, the PRC			No commercial value
11.	Block D on Level 2, Ziyun Court, Xizhi Garden, No. 598 Zhongshan North Road, Hangzhou, Zhejiang Province, the PRC			No commercial value

VALUATION CERTIFICATE

Property Description and tenure Capital value in existing state as at Occupancy 31 July, 2000

Group I — Properties held and occupied by the Group

1. A factory situated at No. 8 Julong North Road (formerly known as Xinnong Road), Xinpu District, Lianyungang, Jiangsu Province, the PRC

The property occupies an irregular-shaped site with an area of 99,270.84 sq.m. (1,068,551 sq.ft.).

The property comprises various lowrise blocks for the accommodation of a pharmaceutical factory completed between 1981 and 1997.

The property currently has a total gross floor area of approximately 34,370.89 sq.m. (369,968 sq.ft.).

The property is also planned to comprise a single storey workshop building, with a gross floor area of approximately 800 sq.m. (8,611 sq.ft.), which are currently under construction and are scheduled for full completion by December 2000.

The property is occupied by the Group under a land lease contract for a term due to expire on 31 December, 2046.

The property is currently occupied by Lianyungang Chiatai-Tianqing Pharmaceutical Co., Ltd. ("CTT") as office, workshop, warehouse and staff quarters.

HK\$30,500,000 (60 per cent. interest attributable to the Group:— HK\$18,300,000)

Notes:-

(1) According to three Certificates for the Use of State-owned Land all issued by the People's Government of Lianyungang in October 1994, the land use rights of the three lots situated at No. 8 Xinnong Road, Xinpu District, Lianyungang have been granted to Jiangsu Tianqing Pharmaceutical Company (Lianyungang) ("Jiangsu Tianqing") for an unspecified term. Details of the said certificates are summarized as follows:—

Certificate No.	Site area	Use
(1994) 070	41,977.30 sq.m.	Residential
(1994) 071	85,089.34 sq.m.	Industrial
(1994) 072	8,085.67 sq.m.	Commercial

- (2) According to three Housing Title Certificates Nos. 322-1, 322-2 and 322-3 all issued by Lianyungang Real Estate Administrative Bureau on 18 December, 1997, the title to the various buildings of the property, comprising a total gross floor area of 34,370.89 sq.m., is vested in CTT.
- (3) According to the Land Lease Contract entered into between Jiangsu Tianqing ("Party A") and CTT ("Party B") on 1 May, 1997, Party A has agreed to lease to Party B a piece of land, comprising a site area of approximately 99,270.84 sq.m., for a term of 50 years at an average annual rent of RMB595,625.04, subject to review.

- (4) According to Planning Permit for Construction Works No. (99) 074, the workshop building currently under construction is permitted to comprise a development scale of 800 sq.m..
- (5) As advised by the Group, as at the date of valuation, the construction cost expended on the workshop building which is currently under construction was in the sum of approximately RMB2,700,000 and the outstanding cost to complete the same is estimated to be RMB850,000. We have taken into account such costs in our valuation.
- (6) According to Business License No. 001554, CTT has been incorporated with a registered capital of RMB68,000,000 and an operation period from 16 April, 1997 to 15 April, 2047.
- (7) According to the Equity Joint Venture Contract and the Memorandum of Amendment entered into between Jiangsu Tianqing ("Party A") and Chia Tai Pharmaceutical Lianyungang Company Limited ("Party B") on 5 January, 1997 and 26 October, 1998 respectively, the parties have agreed to establish an equity joint venture company ("the EJV") on the terms as cited, inter alia, as follows:—

(i) Name of the EJV : CTT

(ii) Total investment amount : RMB130,350,000
(iii) Registered capital : RMB68,000,000

(iv) Party A's contribution : Fixed asset, intangible asset and currency evaluated at

RMB27,200,000 accounting for 40 per cent. of the registered capital

(v) Party B's contribution : RMB40,800,000 in cash accounting for 60 per cent. of the

registered capital

(vi) Land leasing : Party A shall enter into a contract with the EJV for leasing a piece

of land resumed by Party A

(vii) Profit sharing : The parties shall share the profit of the EJV in accordance with their

respective capital contribution

(viii) Joint venture term : 50 years from the date of issue of the business license of the EJV

- (8) The legal opinion of the Group's legal adviser on PRC law states, inter alia, that:—
 - (i) CTT is a sino-foreign joint venture enterprise duly incorporated under the PRC law.
 - (ii) CTT has obtained relevant permits, approvals, authorization and business license in relation to its business.
 - (iii) Jiangsu Tianqing has obtained three Certificates for the Use of State-owned Land and is in possession of the land use rights of the property.
 - (iv) CTT has entered into a land lease contract with Jiangsu Tianqing pursuant to which CTT has leased a piece of land with an area of approximately 99,270.84 sq.m. from Jiangsu Tianqing at an average annual rent of RMB595,625.04 for a term of 50 years from the date of incorporation of CTT but such term shall not exceed 31 December, 2046 (being the expiry date of the term as stated in the approval of Lianyungang Land Administrative Bureau. The said contract has been approved by Lianyungang Land Administrative Bureau.
 - (v) The occupation of the land comprising the property by CTT is in compliance with the PRC law.
 - (vi) CTT has obtained the title to the various buildings of the property by virtue of obtaining three Housing Title Certificates.
 - (vii) According to the Contract for Mortgage entered into between CTT and China Agricultural Bank Lianyungang Branch ("the Mortgagor") on 20 April, 2000, CTT has mortgaged the buildings with a gross floor area of 20,752.30 sq.m. of the property to the Mortgagor to secure a loan in the amount of

PROPERTY VALUATION REPORT

RMB19,633,686. According to the PRC law and the Contract for Mortgage, CTT may lease or transfer the mortgaged portion of the property after obtaining consent of the Mortgagor. The relevant procedure of the Contract for Mortgage is in progress.

- (viii) The occupation and use of the building structures and the use of the land comprising the property by CTT do not contravene any PRC laws. CTT should however obtain approval from the government before transferring or selling the building structures and the land use rights.
- (9) We have relied on the information provided by the Group and the opinion of its legal adviser on PRC law and prepared our valuation on the following assumptions:—
 - CTT may occupy the land comprising the property for the residual term of the land lease contract as mentioned in note (3) above;
 - (ii) CTT is in possession of a proper legal title to the building structures; and
 - (iii) the design and construction of the building structure are in compliance with the local planning regulations and have been approved by the relevant government authorities
- (10) The status of title and grant of major approvals and licenses in accordance with the information provided by the Group are as follows:—

Certificates for the Use of State-owned Land	N/A
Housing Title Certificate/Real Estate Certificate	Yes
Planning Permit for Construction Works	Yes
Business License	Yes

Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 July, 2000
Units 5–101, 5–102, 5–201, 5–301, 5–401 and 5–601 in Block No. 1, Wendong Court, No. 5 Jingshi Road, Lixia District, Jinan, Shandong Province, the PRC	The property comprises a six residential units in an 8-storey composite building completed in 1995. The various units of the property have a total gross floor area of approximately 609.94 sq.m. (6,565 sq.ft.) and a total basement area of approximately 81.52 sq.m. (877 sq.ft.). The land use rights of the property have been granted for an unspecified term.	The property is currently occupied by Shandong Chia Tai Freda Pharmaceutical Co., Ltd. ("CTF") as staff quarters.	HK\$1,900,000 (55 per cent. interest attributable to the Group: HK\$1,045,000)

Notes:-

(1) According to six Housing Title Certificates issued by Jinan Real Estate Administrative Bureau, the title to the various units of the property is vested in CTF. Details of the said certificates are cited as follows:—

Certificate No.	Date of issue	Unit No.	Gross floor area
012679	1999/04/23	5–101	109.84 sq.m.
012678	1999/05/12	5–102	133.52 sq.m.
012676	1999/04/23	5-201	112.33 sq.m.
012681	1999/04/23	5-301	112.33 sq.m.
012677	1999/04/23	5-401	109.84 sq.m.
012680	1999/04/23	5-601	113.60 sg.m.

- (2) According to Business License No. 003050-1/1, CTF has been incorporated with a registered capital of RMB20,000,000 and an operation period from 31 March, 1992 to 30 March, 2042.
- (3) According to the Equity Joint Venture Contract dated 26 December, 1991 and two supplemental agreements dated 8 September, 1994 and 20 June, 1997 respectively, Shandong Biochemical Pharmaceutical Co. ("Party A"), Freda International Inc. of America ("Party B") and Sino Concept Technology Limited ("Party C") have agreed to establish an equity joint venture company (the "EJV") on the terms as cited, inter alia, as follows:—

(i) Name of the EJV : CTF

(ii) Total investment amount : RMB28,000,000

(iii) Registered capital : RMB20,000,000

(iv) Party A's contribution : Fixed asset and intangible asset evaluated at RMB8,000,000

accounting for 40 per cent. of the registered capital

(v) Party B's contribution : RMB1,000,000 in cash accounting for 5 per cent. of the registered

capital

PROPERTY VALUATION REPORT

(vi) Party C's contribution : RMB11,000,000 in cash accounting for 55 per cent. of the

registered capital

(vii) Profit sharing : The parties shall share the profit of the EJV in accordance with their

respective capital contribution

(viii) Joint venture term : 50 years from the date of issue of the business license of the EJV

(4) The legal opinion of the Group's legal adviser on PRC law states, inter alia, that:—

- (i) CTF is a sino-foreign joint venture enterprise duly incorporated under the PRC law.
- (ii) CTF has obtained relevant permits, approvals, authorization and business license in relation to its business.
- (iii) CTF has lawfully obtained the housing title to the various units of the property by virtue of obtaining six Housing Title Certificates.
- (iv) The developer of the property has obtained the relevant land use rights which are for residential use by way of administrative allocation. Apart from completion of land grant procedure responsible by the developer, there is no legal impediment for CTF to obtain the relevant Certificates for the Use of State-owned Land of the various units of the property.
- (v) According to PRC laws, CTF is entitled to transfer, sell or lease the property after obtaining the relevant Certificates for the Use of State-owned Land.
- (5) We have relied on the information provided by the Group and the opinion of its legal adviser on PRC law and prepared our valuation on the following assumptions:—
 - (i) CTF is in possession of a proper legal title to the property and is entitled to transfer the property with the
 residual term of its land use rights at no extra land premium or other onerous payment payable to the
 government;
 - (ii) all land premium and costs of ancillary utility services have been settled in full;
 - (iii) the design and construction of the development are in compliance with the local planning regulations and have been approved by the relevant government authorities; and
 - (iv) the property may be disposed of freely to third parties.
- (6) The status of title and grant of major approvals and licenses in accordance with the information provided by the Group are as follows:—

Certificates for the Use of State-owned Land Housing Title Certificate/Real Estate Certificate Business License No

Yes

Yes

	Property	Description and tenure	Particulars of occupancy	Capital value in existing state as at 31 July, 2000
3.	Units West 2 on Level 1, South 5 and North 5 on Level 5, South 5 on Level 6, North 4 on	The property comprises a six residential units in an 8-storey composite building completed in 1995.	The property is currently occupied by CTF as staff quarters.	No commercial value
	Level 7 and Central 2 on Level 8, Block No. 8, No. 6 Shanshi East Road, Lixia District, Jinan, Shandong Province, the PRC	The various units of the property have a total gross floor area of approximately 308.43 sq.m. (3,320 sq.ft.). The land use rights of the property have been granted for an unspecified term.		
	Notes:—	-		

- (1) According to a Contract for Purchase of Housing dated 20 December, 1995, CTF has agreed to purchase the various units of the property, comprising a total gross floor area of 308.43 sq.m., at a total consideration of RMB665,055.
- (2) The legal opinion of the Group's legal adviser on PRC law states, inter alia, that:—
 - (i) CTF has entered into a Contract for Purchase of Housing on 20 December, 1995 to purchase the various units of the property at a total consideration of RMB665,055 which has been fully paid.
 - (ii) CTF and the developer of the property have certified that Certificates for the Use of State-owned Land and Housing Title Certificates in respect of various units of the property are in the course of being processed. Apart from completion of land grant procedure responsible by the developer, there is no legal impediment for CTF to obtain the relevant Certificates for the Use of State-owned Land and Housing Title Certificates in respect of the various units.
 - (iii) After obtaining the Certificates for the Use of State-owned Land and Housing Title Certificates, CTF may transfer, sell, lease or mortgage the property.
- (3) As the Group has not yet obtained the relevant Certificates for the Use of State-owned Land and Housing Title Certificates in respect of the property, we have, therefore, in compliance with the relevant listing rules, assigned no commercial value to the property.
- (4) The status of title and grant of major approvals and licenses in accordance with the information provided by the Group are as follows:—

Certificates for the Use of State-owned Land	No
Housing Title Certificate/Real Estate Certificate	No
Business License	Yes

Capital value in existing state as at 31 July, 2000

Property

Description and tenancy details

Group II — Properties rented by the Group from its related parties

Unit F (also known as Unit
 09) on 41st Floor, Office
 Tower, Convention Plaza, No.
 1 Harbour Road, Wanchai,
 Hong Kong

The property comprises an office unit on the 41st floor of the office tower within Convention Plaza which was completed in 1990.

The property has a saleable area of approximately 143.72 sq.m. (1,547 sq.ft.) and is currently occupied by the Group as an office.

The property is currently leased by the Group for a term of two years from 1 June, 2000 to 31 May, 2002 at a monthly rent of HK\$55,000, exclusive of rates and management fees.

 No. 264 Shanda Road, Jinan, Shandong Province, the PRC The property comprises various low-rise blocks for office, workshop and staff quarters uses. The various blocks were completed between 1981 and 1997.

The property has a total gross floor area of approximately 7,695 sq.m. (82,829 sq.ft.) and is currently occupied by the Group as office, workshop and staff quarters.

The property is currently leased by the Group for a term of one year from 1 June, 2000 at an annual rent of RMB3,102,744.

Group III — Properties rented by the Group from third parties

Unit 1 on Level 6, West
Block, Peacever Building,
No. A10 Langjiayuan,
Jianguomenwai Avenue,
Dongcheng District, Beijing,
the PRC

The property comprises an office unit on the 6th level of a 6-storey composite building completed in 1996.

The property has a gross floor area of approximately 90 sq.m. (969 sq.ft.) and is currently occupied by the Group as an office.

The property is currently leased by the Group for a term from 22nd May, 2000 to 21 May, 2002 at an annual rent of RMB147,825.

No commercial value

No commercial value

No commercial value

Capital value in existing state as at 31 July, 2000
No commercial value
No commercial value
No commercial value

Property

Description and tenancy details

Units 203 and 205, Taoyuan
 Office Building, Xizhimen,
 Xicheng District, Beijing,
 the PRC

The property comprises two office units on the 2nd level of a 4-storey composite building completed in 1995.

The property has a total gross floor area of approximately 50 sq.m. (538 sq.ft.) and is currently occupied by the Group as an office.

The property is currently leased by the Group for a term from 18 August, 1999 to 17 August, 2000 at an annual rent of RMB57,000.

As advised by the Group, such lease has been renewed for a further term of one year at the same rent.

8. Room 637, Tianlin Guest House, No. 1 Tianlin Road, Xuhui District, Shanghai, the PRC The property comprises a guest room on the 6th level of a 10-storey guest house building completed in 1998.

The property has a gross floor area of approximately 50 sq.m. (538 sq.ft.) and is currently occupied by the Group as an office.

The property is currently leased by the Group for a term of one year from 1 April, 2000 to 31 October, 2000 at a daily rent of RMB110.

 Unit 501, Qinfei Building, No. 172 Dongmutou City, Xian, Shaanxi Province, the PRC The property comprises an office unit on the 5th level of an 8-storey composite building completed in 1994.

The property has a gross floor area of approximately 60 sq.m. (646 sq.ft.) and is currently occupied by the Group as an office.

The property is currently leased by the Group for a term from 1 November, 1999 to 30 October, 2000 at an annual rent of RMB23,400.

Unit 1-1, Block A, No. 18
 Tiansi Street, Tianxiang
 Town, Chengdu, Sichuan
 Province, the PRC

The property comprises an office unit on the 1st level of a an 18-storey composite building completed in 1996.

The property has a gross floor area of approximately 121.71 sq.m. (1,310 sq.ft.) and is currently occupied by the Group as an office.

The property is currently leased by the Group for a term from 3 January, 2000 to 30 January, 2001 at a monthly rent of RMB3,000.

Capital value in existing state as at 31 July, 2000

Property

Description and tenancy details

No commercial value

11. Block D on Level 2, Ziyun
Court, Xizhi Garden, No. 598
Zhongshan North Road,
Hangzhou, Zhejiang
Province, the PRC

The property comprises an office unit on the 2nd level of a 21-storey composite building completed in 1995.

The property has a gross floor area of approximately 128 sq.m. (1,378 sq.ft.) and is currently occupied by the Group as an office.

The property is currently leased by the Group for a term from 8 February, 2000 to 7 February, 2001 at an annual rent of RMB40,000.