
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

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

This circular is despatched together with the 2024 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 2024.

A notice convening the annual general meeting of Sino Biopharmaceutical Limited to be held as a hybrid meeting with a combination of an in-room meeting at the principal meeting place at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong and an online virtual meeting via eVoting Portal at 3:00 p.m. on Tuesday, 10 June 2025 is set out on pages 24 to 28 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 Investor Services 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 eVoting Portal if you so wish and in such event, the form of proxy shall be deemed to be revoked.

29 April 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD OF DIRECTORS	3
SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING	13
APPENDIX I – EXPLANATORY STATEMENT ON SHARE BUY-BACK MANDATE	16
APPENDIX II – EXPLANATORY STATEMENT ON ADOPTION OF THE NEW ARTICLES	20
NOTICE OF ANNUAL GENERAL MEETING	24

DEFINITIONS

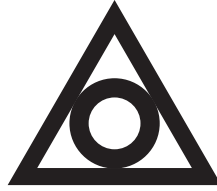
In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held as a hybrid meeting with a combination of an in-room meeting at the principal meeting place at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong and an online virtual meeting via eVoting Portal at 3:00 p.m. on Tuesday, 10 June 2025 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 currently in force
“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)
“Director(s)”	director(s) of the Company
“Existing Articles”	has the meaning ascribed to it under the section headed “ADOPTION OF THE NEW ARTICLES” in the letter from the Board of this circular
“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 2025, 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

DEFINITIONS

“New Articles”	has the meaning ascribed to it under the section headed “ADOPTION OF THE NEW ARTICLES” in the letter from the Board of this circular
“Proposed Amendments”	has the meaning ascribed to it under the section headed “ADOPTION OF THE NEW ARTICLES” in the letter from the Board of this circular
“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
“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
“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
“Shareholders”	holders of Shares
“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 effective from 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.

LETTER FROM THE BOARD OF DIRECTORS



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

Independent non-executive Directors:

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

Registered office:

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

*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 2025

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;
RE-ELECTION OF DIRECTORS; AND
ADOPTION OF THE NEW ARTICLES**

INTRODUCTION

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

LETTER FROM THE BOARD OF DIRECTORS

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the annual general meeting of the Company held on 5 June 2024, 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 3,753,943,446 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; 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 (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 Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Article 87 of the Articles, the executive Directors Ms. Tse, Theresa Y Y, Mr. Tse, Eric S Y and Mr. Tse Hsin and the independent non-executive Directors Ms. Lu Hong (“**Ms. Lu**”), Mr. Zhang Lu Fu (“**Mr. Zhang**”) and Dr. Li Kwok Tung Donald will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

Ms. Lu and Mr. Zhang were appointed as independent non-executive Directors in April 2015 and have served the Board for more than nine years.

Each of Ms. Lu and Mr. Zhang 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

LETTER FROM THE BOARD OF DIRECTORS

nomination policy. There is no evidence that the Ms. Lu and Mr. Zhang's services of over nine years as independent non-executive Directors would have any impact on their independence. Moreover, the Board is satisfied that Ms. Lu and Mr. Zhang 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 of formulating the Company's long term strategic plans and approving significant transactions to safeguard the interests of the Company and the Shareholders as a whole. Accordingly, the Board considers that Ms. Lu and Mr. Zhang continue to be independent as they have satisfied all the criteria for independence set out in Rule 3.13 of the Listing Rules.

Having considered the extensive work experience, outstanding achievement, and high-level professional qualifications of Ms. Lu and Mr. Zhang in their respective fields and reviewed the current skill mix of the Board members, the Board believes that the re-appointment of Ms. Lu and Mr. Zhang as independent non-executive Directors will not only bring considerable stability to the Board, but also allow Ms. Lu and Mr. Zhang to continue to provide the Company with objective and professional opinion on its business development and maintain a proper balance between public and corporate interests, whilst having sufficient diversity for the Board to discharge its functions effectively.

In view of the foregoing, the Board considers that Ms. Lu and Mr. Zhang have the character, integrity, independence and expertise to continue to fulfill their roles as independent non-executive Directors effectively and would recommend Ms. Lu and Mr. Zhang for re-election as independent non-executive Directors at the AGM. The respective appointment of Ms. Lu and Mr. Zhang 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:

Ms. Tse, Theresa Y Y

Ms. Tse, Theresa Y Y (謝其潤女士), aged 32, is the chairwoman of the Board, an executive director, the chairwoman of the executive board committee and the nomination committee, and a member of the environmental, social and governance committee of the Company. Ms. Tse is also a director of Chia Tai Tianqing Pharmaceutical Group Co. Ltd. and the vice chairwoman of Beijing Tide Pharmaceutical Co. Ltd., and was a director of Karolinska Development AB (publ) (listed on NASDAQ Stockholm Exchange). Ms. Tse was a member of the first and second board of directors of Beijing Chia Tai Charity Foundation. She holds a Bachelor Degree of Science in Economics from the Wharton School of University of Pennsylvania. As a new generation business leader, Ms. Tse was included in the list of "100 Outstanding Business Women in China" by Forbes China for six times from 2018 to 2025, and selected as one of "The Bloomberg 50" for 2024 by Bloomberg Businessweek.

LETTER FROM THE BOARD OF DIRECTORS

Ms. Tse is the daughter of Mr. Tse Ping and Ms. Cheng Cheung Ling, the sister of Mr. Tse, Eric S Y, and a niece of Mr. Tse Hsin, all being executive directors and/or substantial shareholders of the Company.

Save as disclosed above, Ms. 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, Ms. Tse directly held 6,000,000 Shares. Save as disclosed herein, Ms. 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. Tse, Eric S Y

Mr. Tse, Eric S Y (謝承潤先生), aged 29, is an executive director, a member of the executive board committee and the Chief Executive Officer of the Company. He is the chairman of Chia Tai Tianqing Pharmaceutical Group Co. Ltd., the chairman of Beijing Tide Pharmaceutical Co. Ltd. and a director of Nanjing Chia Tai Tianqing Pharmaceutical Co., Ltd. He holds a Bachelor of Science degree in Economics from the Wharton School of the University of Pennsylvania and a master degree in Management and Global Leadership from Schwarzman College, Tsinghua University. He is a member of the Beijing Municipal Committee of the Chinese People's Political Consultative Conference, a member of All-China Youth Federation, a vice president of Shaanxi Province Youth Federation, a member of the Digital Economy Committee of APEC China Business Council, a presidium member of the Global Shapers of World Economic Forum, the vice director of the Technology Innovation Committee of Hong Kong Belt & Road General Chamber of Commerce, an executive vice president of Jiangsu Overseas Chinese Chamber of Commerce, a member of the Seventh Election Committee of the Hong Kong Special Administrative Region, a vice president of the Youth Federation of Hong Kong Political Consultative Conference, and a member of the Y.Elites Association. Mr. Tse, Eric S Y was awarded the "Top Ten Outstanding Chinese American Youth" in 2018 (the list of which was jointly selected by the All-America Chinese Youth Federation, the American Chinese Public Diplomacy Association, and the English "Los Angeles Post") and recognized as one of the "Top Ten Outstanding Young Persons" of the 13th session of Lianyungang Municipal Award and an outstanding person of the "Outstanding Contribution to Manufacture in Jiangsu Award".

Mr. Tse is the son of Mr. Tse Ping and Ms. Cheng Cheung Ling, the brother of Ms. Tse, Theresa Y Y, and a nephew of Mr. Tse Hsin, all being executive directors and/or substantial shareholders of the Company.

Save as disclosed above, 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.

LETTER FROM THE BOARD OF DIRECTORS

As at the Latest Practicable Date, Mr. Tse held 4,055,000,000 Shares, of which 5,000,000 Shares were held through his own interest and 4,050,000,000 Shares in aggregate were held through his interests in Thousand Eagles Limited and Remarkable Industries Limited, both being wholly owned by Mr. Tse. Save as disclosed herein, 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. Tse Hsin

Mr. Tse Hsin (謝忻先生), aged 55, is an executive director, a member of the executive board committee and a senior vice president of the Company. Mr. Tse Hsin is mainly responsible for mergers and acquisitions and financing activities of the Group. Mr. Tse Hsin graduated from the University of Hong Kong with a Bachelor's Degree (Honors) in Industrial Engineering. He joined the Group in August 1995 as an assistant to the president of the Company and served as the general manager of Xian C.P. Pharmaceutical Co., Ltd. Mr. Tse Hsin was a council member of the first council and an executive council member of the second council of Chaoyou Natives Chamber of Commerce Beijing. He was also an executive member of the Right Protection Association for the Medical Treatment Equipment Enterprises of the Shaanxi Province, a vice chairman of the fourth council of the Foreign Invested Enterprises Association of the Shaanxi Province, an executive member of the third committee of the Shaanxi Cancer Fighting Association and a vice chairman of the World Chinese Medicine and Pharmaceutical Professional Joint Committee. He was awarded the "Outstanding Management Award for Foreign-invested Enterprises of Shaanxi Province" by the Shaanxi Provincial Government and the "Outstanding entrepreneur who cares about his staff" by the Shaanxi Foreign Invested Enterprises Association. Mr. Tse Hsin was a director of Chia Tai Tianqing Pharmaceutical Group Co. Ltd., Beijing Tide Pharmaceutical Co. Ltd., and CP Pharmaceutical (Qingdao) Co., Ltd., and is currently a director of Nanjing Chia Tai Tianqing Pharmaceutical Co., Ltd. and CP Boai Investment Ltd., the chairman of Chia Tai Shaoyang Orthopedic Hospital, and a supervisor of Chia Tai Tianqing Pharmaceutical Group Co. Ltd.

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

Save as disclosed above, Mr. Tse Hsin 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 Hsin held 357,557,270 Shares, of which 174,247,000 Shares were held through his own interest and 183,310,270 Shares were held through his interest in Sure Smart Enterprises Limited, which is wholly owned by Mr. Tse Hsin. Save as disclosed herein, Mr. Tse Hsin 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.

LETTER FROM THE BOARD OF DIRECTORS

Ms. Lu Hong

Ms. Lu Hong (魯紅女士), aged 55, joined the Company as an independent non-executive director and a member of the audit committee, the remuneration committee and the nomination committee of the Company in April 2015. Ms. Lu has more than 20 years of experience in accounting, financial management, company secretary and domestic and overseas capital operations fields. She is a member of the Chinese Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants, and has acquired legal professional qualification in China. Ms. Lu has extensive knowledge of PRC and international accounting standards and the listing rules and regulations of both Hong Kong and PRC. She was in charge of or involved in the entire process of the listing of multiple corporations in the PRC, Hong Kong, Singapore and the United States of America and quite a number of foreign and domestic investment and financing operations as well as mergers and acquisitions. She is familiar with financial analysis, budgeting, financial management and tax planning. She also has expertise in dealing with complex financing and taxation matters. Ms. Lu is an independent non-executive director of Xingye Alloy Materials Group Limited, which is listed on the Stock Exchange.

Save for mentioned above, Ms. 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. Ms. 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, Ms. 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. Zhang Lu Fu

Mr. Zhang Lu Fu (張魯夫先生), aged 67, joined the Company as an independent non-executive director and the chairman of the remuneration committee and a member of the nomination committee of the Company in April 2015. He had worked for multiple sectors of the Chinese government since 1987, including the Hong Kong branch of the Xin Hua News Agency (now known as Liaison Office of the Central People's Government in Hong Kong). After 2000, Mr. Zhang had worked for a number of Hong Kong listed companies and charitable organisations on full-time or part-time basis, successively holding positions such as chief representative for affairs in China, China affairs advisor, secretary-general (China affairs) of a foundation, and executive president.

Mr. Zhang has served as the director-general of Friends of Hong Kong Association Ltd since 2008. He was appointed as a member of the Shenzhen Committee of the 4th Chinese People's Political Consultative Conference in 2008 and a council member of the China Overseas Friendship Association in 2013, and served successively as a standing council member of the Shenzhen Overseas Friendship Association and a standing council member of the Guangdong Overseas Friendship Association since 2015. He holds a Master Degree in Philosophy from the Beijing Normal University and was a research associate. He has been

LETTER FROM THE BOARD OF DIRECTORS

hired as a guest professor of the Hong Kong Academy of Management since 2011. Mr. Zhang is an independent non-executive director of Kingboard Laminates Holdings Limited, which is listed on the Stock Exchange.

Save for mentioned above, Mr. Zhang 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. Zhang 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. Zhang 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.

Dr. Li Kwok Tung Donald

Dr. Li Kwok Tung Donald (*GBS, CStJ, JP*) (李國棟醫生), aged 70, joined the Company as an independent non-executive director and a member of the audit committee and nomination committee of the Company in December 2020. Dr. Li is a specialist in family medicine in private practice in Hong Kong. He is a past president of the World Organisation of Family Physicians (WONCA) and the past president of the Hong Kong Academy of Medicine as well as a censor of the Hong Kong College of Family Physicians.

Dr. Li graduated with a bachelor of arts degree from Cornell University, USA, in 1975 and followed by his study in medicine, he obtained a bachelor of medicine from the University of Hong Kong in 1980. He is a fellow of The Hong Kong College of General Practitioners, fellow of the Hong Kong Academy of Medicine, honorary fellow of the Hong Kong College of Dental Surgeons, honorary fellow of the Royal Australian College of General Practitioners, honorary fellow of the Hong Kong College of Family Physicians, fellow of the Faculty of Public Health of the Royal College of Physicians of the United Kingdom, honorary fellow of the Academy of Family Physicians of Malaysia, registered Mainland China medical practitioner, fellow of the American College of Physicians, honorary fellow of the Royal College of Physicians of Thailand, fellow of the Academy of Medicine, Singapore, honorary fellow of the Royal College of Physicians of Ireland, and honorary fellow of the Royal College of General Practitioners.

Dr. Li is an honorary clinical professor in family medicine of the Chinese University of Hong Kong, honorary professor of Family Medicine in the Faculty of Medicine of the University of Hong Kong, and the honorary professor of Shanghai Medical College of Fudan University. He is the chairman of the Action Committee Against Narcotics, the chairman of Elderly Commission, the member of the Primary Healthcare Commission, the director of the Hong Kong St. John Ambulance Association, the Chairman of Hong Kong Sheng Kung Hui Welfare Council, an honorary steward of the Hong Kong Jockey Club, and the director and honorary advisor of Jiahui Health. He is also an honorary adviser of The Hong Kong Award for Young People, an adviser of Our Hong Kong Foundation, and the chairman of the Professional Committee on Medical Health of Belt & Road General Chamber of Commerce in Hong Kong. Dr. Li is an independent non-executive director of UMP Healthcare Holdings

LETTER FROM THE BOARD OF DIRECTORS

Limited and was an independent non-executive director of C-MER Eye Care Holdings Limited and New Horizon Health Limited, respectively, all of which are listed on the Stock Exchange.

Save for mentioned above, Dr. 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. Dr. 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, Dr. Li held 71,000 Shares. Save as disclosed herein, Dr. 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 2024 by the Directors to be re-elected at the AGM are set out in the table below:

Directors	Fees	Salaries, allowances and benefits in kind	Discretionary bonuses	Employee share option benefits	Pension scheme benefits	Total remuneration
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Ms. Tse, Theresa Y Y	–	23,019	27,667	–	17	50,703
Mr. Tse, Eric S Y	–	23,019	27,668	–	17	50,704
Mr. Tse Hsin	–	2,099	3,099	–	16	5,214
Ms. Lu Hong	349	–	–	–	–	349
Mr. Zhang Lu Fu	383	–	–	–	–	383
Dr. Li Kwok Tung Donald	383	–	–	–	–	383

The emoluments to be received in 2025 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.

LETTER FROM THE BOARD OF DIRECTORS

ADOPTION OF THE NEW ARTICLES

Reference is made to the announcement of the Company dated 23 April 2025 in relation to the adoption of the New Articles.

The Board proposed to adopt the amended and restated articles of association (the “**New Articles**”) to incorporate amendments to the existing Articles (the “**Existing Articles**”) for the purposes of aligning with (i) the recently announced Listing Rules amendments in relation to the further expansion of the paperless listing regime; and (ii) the recent amendments to the Listing Rules in relation to the treasury shares regime. Other housekeeping amendments are also proposed to make minor changes which are for clarity and consequential amendments (collectively, the “**Proposed Amendments**”).

The adoption of the New Articles in substitution for, and to the exclusion of the Existing Articles, is subject to the approval of the Shareholders by way of a special resolution to be proposed at the AGM, and shall take effect upon passing of the special resolution at the AGM. Prior to the passing of such special resolution, the Existing Articles shall remain valid.

An explanatory statement, which contains a summary of the Proposed Amendments, is set out in Appendix II to this circular.

The full text of the New Articles (both marked up to show the Proposed Amendments compared to the Existing Articles, and as a clean document) are available in English and Chinese under the Corporate Governance section of the Company’s website (www.sinobiopharm.com). The Chinese translation of the New Articles has been prepared for reference only. In case there is any inconsistency between the English version and the Chinese version, the English version shall prevail. A copy of the New Articles will also be available for inspection at the Company’s head office and principal place of business in Hong Kong at Unit 09, 41st Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong during normal business hours on any business day (excluding Saturday) from the date hereof up to and including 10 June 2025.

The Company has received a confirmation from its legal adviser to Hong Kong laws confirming that the Proposed Amendments conform with the applicable provisions under the Listing Rules.

The Company has also received a confirmation from its legal adviser to Cayman Islands laws confirming that the New Articles do not violate Cayman Islands laws.

AGM

The notice convening the AGM is set out on pages 24 to 28 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 Investor Services Limited, at 17/F, 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

LETTER FROM THE BOARD OF DIRECTORS

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 eVoting Portal 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 or the Company's subsidiary and holding 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 the Share Buy-back Mandate, the re-election of Directors, and the adoption of the New Articles 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

SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

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 eVoting Portal, instead of attending the AGM in person.

ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES

The AGM will be a hybrid meeting using the eVoting Portal provided by Tricor Investor Services 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. Shareholders participating in the AGM using the eVoting Portal will also be counted towards the quorum and they will be able to cast their vote and submit questions through the eVoting Portal.

The eVoting Portal permits a "split vote" on a resolution, in other words, a Shareholder casting his/her/its votes through the eVoting Portal 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 eVoting Portal are irrevocable once the votes have been casted. The eVoting Portal 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 eVoting Portal 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 eVoting Portal. 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 Monday, 9 June 2025 may contact Tricor Investor Services 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@vistra.com.

Login details for non-registered Shareholders

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

- (i) contact and instruct their Intermediary to appoint themselves as proxies or corporate representatives to attend the AGM; and

SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

- (ii) provide their email addresses to their Intermediary before the time limit required by the relevant Intermediary.

Details regarding the AGM arrangements including login details to access the eVoting Portal will be sent by Tricor Investor Services 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 Monday, 9 June 2025 should reach out to Tricor Investor Services 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@vistra.com. Without the login details, non-registered Shareholders will not be able to participate using the eVoting Portal. 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 eVoting Portal will be sent by Tricor Investor Services 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 eVoting Portal 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 Tuesday, 29 April 2025 to 6:00 p.m. on Sunday, 8 June 2025 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 and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. The deadline to submit completed proxy forms to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services 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 3:00 p.m. on Sunday, 8

SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

June 2025 (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/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 eVoting Portal.

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 Investor Services Limited as follows:

Tricor Investor Services Limited

17/F, Far East Finance Centre

16 Harcourt Road, Hong Kong

Telephone: (852) 29801333

Facsimile: (852) 28108185

APPENDIX I EXPLANATORY STATEMENT ON SHARE BUY-BACK MANDATE

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 18,769,717,230 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 1,876,971,723 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

If the Company buys 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 1,658,904,241 Shares, 2,968,678,124 Shares, 6,000,000 Shares, and 4,055,000,000 Shares, respectively, representing approximately 8.84%, 15.82%, 0.03%, and 21.60% 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 9.82%, 17.57%, 0.04%, and 24.00% 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.

APPENDIX I EXPLANATORY STATEMENT ON 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:

	Shares	
	Highest HK\$	Lowest HK\$
2024		
April	3.03	2.29
May	3.18	2.72
June	2.91	2.55
July	2.99	2.59
August	3.36	2.73
September	3.78	3.06
October	4.25	3.43
November	3.66	3.22
December	3.49	3.14
2025		
January	3.20	2.72
February	3.49	2.67
March	3.80	3.15
April (up to and including the Latest Practicable Date)	4.00	3.18

9. SHARE BUY-BACK MADE BY THE COMPANY

The Company bought back an aggregate of 30,500,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

Date (dd/mm/yyyy)	Number of Shares bought back	Highest price paid per Share HK\$	Lowest price paid per Share HK\$	Total amount paid HK\$
08/01/2025	6,000,000	3.00	2.95	17,927,400
10/01/2025	7,000,000	2.92	2.85	20,124,300
14/01/2025	5,000,000	2.89	2.85	14,372,000
16/01/2025	3,500,000	2.81	2.79	9,825,200
08/04/2025	5,000,000	3.42	3.32	17,002,000
09/04/2025	4,000,000	3.42	3.19	13,373,200
Total	<u>30,500,000</u>			<u>92,624,100</u>

APPENDIX II EXPLANATORY STATEMENT ON ADOPTION OF THE NEW ARTICLES

The Existing Articles will be replaced in their entirety by the New Articles. Set out below are the major Proposed Amendments to the Existing Articles, which have been incorporated into the New Articles.

(a) Treasury shares

The New Articles reflect the recent amendments to the Listing Rules, which enable issuers listed on the Stock Exchange to make use of the treasury share regime under the Listing Rules to hold the shares bought back in treasury and sell or transfer treasury shares subject to the laws of the issuers' places of incorporation, constitutional documents and the Listing Rules.

Article 3(2) of the New Articles provides that the Company is authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance, subject to the Companies Act. This provides greater flexibility for the Board to manage the capital of the Company.

Article 66(1) of the New Articles clarifies that a treasury share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted issued shares at any given time.

Other amendments have been made to Article 10 and Article 58 to align with the Listing Rules by excluding treasury shares from the issued Shares or paid up capital of the Company for the purposes of calculating the minimum stake held by members required to convene an extraordinary general meeting and add resolutions to a meeting agenda, and determining the super-majority vote required to approve a variation of rights.

(b) Dissemination of corporate communication and actionable corporate communications by electronic means

The New Articles incorporate new and updated provisions to include actionable corporate communication (as defined under the Listing Rules) as notice or document to be given by the Company to Shareholders. This clarifies that the Company may send actionable corporate communications to Shareholders by electronic communication.

Amendments to Article 161 permit the Company to adopt the implied consent mechanism for disseminating corporate communications to Shareholders by means of website. Further, the requirement to issue a notification indicating that the corporate communication is available on the websites of the Company and the Stock Exchange (the “**notice of availability**”) has been removed. This enables the Company to disseminate corporate communications to Shareholders by making them available on its website and the Stock Exchange's website without seeking prior consent (or deemed consent) from each Shareholder, subject to compliance with the Listing Rules. The Company is also permitted to send any notice of document to Shareholders in the Chinese language only with the consent of or election by such Shareholders.

Other amendments have been made to Article 154 and Article 162 to remove provisions relating to the deemed consent mechanism and notice of availability which are no longer applicable to the Company. Any notice or document placed on the website of the Company or of the Stock Exchange shall be deemed given or served by the Company on the day it first so appears on the relevant website. Article 163 has been amended to clarify the procedures for serving notices or documents to Shareholders in the event of death, bankruptcy or other circumstances in the manner permitted by the Articles (including by electronic means).

(c) Receipt of instructions or other communications from Shareholders using electronic means

Amendments to Article 145(1) clarify that places specified by the Company in the election forms for scrip dividend include, without limitation, postal address and electronic address.

(d) Electronic payment of corporate action proceeds

Amendments to Article 142 permit the Company to pay any dividend, interest, or other sum by electronic funds transfer on such terms and conditions as the Directors may determine.

Consequential amendments have been made to Article 55(2)(a) regarding the conditions for the sale of Shares of untraceable members, under which uncashed cheques or warrants for dividends payable in cash shall include unsuccessful or rejected electronic funds transfer.

(e) Conduct of general meetings

The New Articles incorporate updated provisions relating to the conduct of hybrid or electronic general meetings.

Article 2(1)(j) of the New Articles clarifies that references to the right of a Shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities.

Article 63(2) of the New Articles provides that if the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility and becomes unable to participate in the general meeting using such electronic facility, another person (determined in accordance with the New Articles) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.

Amendments to Article 66 remove the limitation of voting by a show of hands to be conducted only at physical meetings. This will allow voting by a show of hands at general meetings (whether physical, hybrid or electronic) in certain circumstances.

(f) Housekeeping and other minor changes*Defined terms*

The definition of the “Act” under the New Articles has been revised to reflect the current title of the legislation and to include any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

The definitions of “ordinary resolution” and “special resolution” under the New Articles have been revised to clarify that votes cast by Shareholders shall include votes cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

Postponed meeting

Article 2(1)(k) of the New Articles clarifies that a reference to a meeting shall include a meeting that has been postponed by the Board pursuant to the New Articles.

Variation of rights

Amendments to Article 10(a) clarify that the necessary quorum for a meeting where the rights attached to a class may be varied, modified or abrogated shall be holders representing at least one-third in nominal value of the issued Shares (excluding treasury shares) of that class. This requirement also applies to the adjourned meeting thereof.

Extension of book close period

Article 44 and Article 51 of the New Articles provide that the thirty-day period during which the register of members and branch register of members may be closed in each year can be extended for an additional period or periods, not exceeding thirty days in respect of any year, if approved by the Shareholders by ordinary resolution.

Appointment and remuneration of auditors

Amendments to Article 155 clarify that the appointment and remuneration of auditors shall be approved by ordinary resolution of the Shareholders.

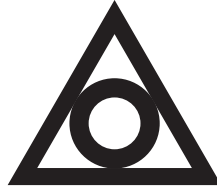
Signatures

Article 164 of the New Articles provides that the signature to any notice of document to be given by the Company may be written, printed or in electronic form.

Other minor changes

The New Articles also incorporate other minor changes which are for clarity and consequential amendments in line with the above proposed amendments, and to remove repeated provisions.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the annual general meeting of Sino Biopharmaceutical Limited (the “**Company**”) will be held as a hybrid meeting with a combination of an in-room meeting at the principal meeting place at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong and an online virtual meeting via eVoting Portal at 3:00 p.m. on Tuesday, 10 June 2025 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 2025 (the “**Circular**”).

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 2024;
2. To approve the payment of a final dividend for the year ended 31 December 2024;
3. To re-elect Ms. Tse, Theresa Y Y as an executive director of the Company;
4. To re-elect Mr. Tse, Eric S Y as an executive director of the Company;
5. To re-elect Mr. Tse Hsin as an executive director of the Company;
6. To re-elect Ms. Lu Hong as an independent non-executive director of the Company;
7. To re-elect Mr. Zhang Lu Fu as an independent non-executive director of the Company;
8. To re-elect Dr. Li Kwok Tung Donald as an independent non-executive director of the Company;
9. To authorise the board of Directors to fix the remuneration of the Directors;

NOTICE OF ANNUAL GENERAL MEETING

10. To re-appoint Ernst & Young as Auditors for the year ending 31 December 2025 and to authorise the board of Directors to fix their remuneration;
11. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

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

NOTICE OF ANNUAL GENERAL MEETING

- (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;

“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

NOTICE OF ANNUAL GENERAL MEETING

(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.”

- (C) “**THAT**, conditional upon the resolutions set out as Resolution (A) and Resolution (B) in paragraph 11 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 11 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 11 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.”

SPECIAL RESOLUTION

12. To consider and if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT**:

- (1) the amended and restated articles of association of the Company (the “**New Articles**”), a copy of which has been produced to the meeting marked “A” and for identification purpose signed by the chairman of the meeting, be and is hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect; and
- (2) any one director of the Company be or the company secretary of the Company be and is hereby authorised to do all things necessary to give effect to the adoption of the New Articles including but not limited to the execution of any and all documents and attending to any and all filings in the Cayman Islands with the Registrar of Companies as may be necessary in connection therewith.”

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

Hong Kong, 29 April 2025

As at the date of this notice, the board of Directors comprises six executive Directors, namely Ms. Tse, Theresa Y Y, Mr. Tse Ping, Ms. Cheng Cheung Ling, Mr. Tse, Eric S Y, Mr. Tse Hsin and Mr. Tian Zhoushan, 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.

NOTICE OF ANNUAL GENERAL MEETING

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 of the Company (the “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 eVoting Portal using their computer, tablet device or smartphone. Shareholders and proxies participating in the AGM using the eVoting Portal 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://evoting.vistra.com/#/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 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 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 Investor Services 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.
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 Thursday, 5 June 2025 to Tuesday, 10 June 2025 (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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 4 June 2025 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 Wednesday, 18 June 2025 to Monday, 23 June 2025 (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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 17 June 2025 for registration.
5. The “Special Arrangements for the Annual General Meeting” set out in the Circular shall form part of this notice.