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SINO BIOPHARMACEUTICAL LIMITED

中國生物製藥有限公司

(Incorporated in the Cayman Islands with limited liability)

Website: www.sinobiopharm.com

(Stock code: 1177)

NOTICE OF ANNUAL GENERAL MEETING

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;
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

- (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
- (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 of the date of this notice, the Board of the Company 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.

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.