

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Sino Biopharmaceutical Limited (the "Company") will be held at 8/F., Crown Room, The Dynasty Club Ltd., South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 27 April, 2004 at 2:00 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the Directors and the auditors of the Company for the year ended 31 December, 2003;
2. To approve the payment of a final dividend for the year ended 31 December, 2003;
3. To re-elect the Directors and to authorize the Board of Directors to fix the remuneration of the Directors of the Company; and
4. To re-appoint the auditors of the Company and to authorize the Board of Directors to fix the remuneration of the auditors of the Company.

By Order of the Board
Yu Chau Ling
Company Secretary

Hong Kong, 23 March, 2004

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority must be deposited at the Company's principal place of business in Hong Kong at Unit 09, 41st Floor, Office Tower Convention Plaza, 1 Harbour Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
3. The register of members of the Company will be closed from Friday, 23 April, 2004 to Tuesday, 27 April, 2004 (both dates inclusive) during which period no transfer of shares will be registered. In order to ascertain the entitlement to attendance 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 in Hong Kong, Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 22 April, 2004 for registration.