

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Sino Biopharmaceutical Limited (the “Company”) will be held at 11:00 a.m. on Monday, 5 June, 2006 at 7th Floor, Board Room, The Dynasty Club Limited, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong for the following purposes:

1. To receive and consider and adopt the audited financial statements of the Company and the reports of the Directors and auditors for the year ended 31 December, 2005;
2. To approve the payment of a final dividend for the year ended 31 December, 2005;
3. To re-elect Directors and to authorize the Board of Directors to fix the remuneration of the Directors;
4. To re-appoint the auditors and to authorize the Board of Directors to fix the remuneration of the auditors of the Company; and
5. As special business, to consider, and, if thought fit, pass with or without amendments the following Resolutions as Ordinary Resolutions:

### ORDINARY RESOLUTION

(A) **“THAT:**

- (1) subject to paragraph (3) below, the exercise by the directors of the Company (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 and to make or grant offers, agreements, options and other securities, including warrants to subscribe for shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (2) the approval of 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 of the Company, which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (3) the aggregate nominal value of the share capital of 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 any issue of shares of the Company on the exercise of the subscription or conversion rights attaching to any securities which may be issued by the Company from time to time or the exercise of the options granted under the share option scheme of the Company or any issue of shares in lieu of the whole or part of a dividend on shares shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue 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;

## NOTICE OF ANNUAL GENERAL MEETING

- (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 general meeting revoking or varying the authority set out in this Resolution.

“Right 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).”

(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 repurchase securities of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company 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 Rules Governing the Listing of Securities on 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 aggregate nominal value of securities authorized to be repurchased by the Company pursuant to the approval in paragraph (1) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company in issue 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 time to 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 general meeting revoking or varying the authority set out in this Resolution.”

- (C) **“THAT,** conditional upon the Resolutions set out as Resolutions number 5(A) and 5(B) 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 in the capital of the Company pursuant to the Resolution set out as Resolution number 5(A) of the notice convening this Meeting be and is hereby extended by the addition to such mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution set out as Resolution number 5(B) of the notice convening this Meeting, provided that such extended amount shall not exceed 10% aggregate nominal value of the share capital of the Company in issue at the date of passing of the said Resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass with or without amendments the following Resolution as a Special Resolution.

### SPECIAL RESOLUTION

**"THAT** the Articles of Association of the Company be amended as follows:

- (A) By deleting Article 66 in its entirety and substituting therefor the following:

"Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorized representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is required under the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
  - (b) by at least three Members present in person or in the case of a Member being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
  - (c) by any Member or Members present in person or in the case of a Member being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to attend and vote at the meeting; or
  - (d) by a Member or Members present in person or in case of a Member being a corporation by its duly authorized representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
  - (e) by any of the Directors who individually or collectively (including the chairman of the relevant meeting of the Company) hold proxies in respect of shares representing 5% or more of the total voting rights at a particular meeting of the Company, and if on a show of hands such meeting votes in the opposite manner to that instructed in those proxies, such Directors shall have the right to demand a poll. If a poll is required under these circumstances, the chairman of the meeting should disclose to the meeting of the Company the total number of votes represented by all proxies held by Directors indicating an opposite vote to the votes cast at the meeting on a show of hands."
- (B) By inserting a new Article 66A as follows immediately after the existing Article 66:

"66A The chairman should at the commencement of the meeting ensure that an explanation is provided of:

- (a) the procedures for demanding a poll by members before putting a resolution to the vote on a show of hands; and

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the detailed procedures for conducting a poll and then answer any questions from members whenever voting by way of poll is required.”
- (C) By deleting Article 67 in its entirety and substituting therefor the following:
  - “67 Unless a poll is so required or demanded and, in the latter case, not withdrawn:
    - (i) the chairman of the meeting should indicate to the meeting of the Company the level of proxies lodged on each resolution and the balance for and against the resolution, after it has been dealt with on a show of hands. All proxy votes must be counted and recorded; and
    - (ii) a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.”
- (D) By deleting the second sentence in Article 68 in its entirety.
- (E) By replacing the word “special” in Article 86(5) by “ordinary” immediately before the word “resolution”.”

By Order of the Board  
**Leung Sau Fung, Fanny**  
Company Secretary

Hong Kong, 28 April, 2006

*As at the date of this notice, the board of the Company comprises eight executive directors, namely Mr. Tse Ping, Mr. Tao Huiqi, Mr. Wang Jinyu, Mr. He Huiyu, Ms. Cheng Cheung Ling, Ms. Zhao Yanping, Mr. Tse Hsin and Mr. Zhang Baowen, one non-executive director, namely Mr. Josephine Price, and three independent non-executive directors, namely Mr. Lu Zhengfei, Mr. Li Dakui and Ms. Li Jun.*

*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 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, Wanchai, 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 Tuesday, 30 May, 2006 to Monday, 5 June, 2006 (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, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Monday, 29 May, 2006 for registration.

## NOTICE OF ANNUAL GENERAL MEETING

---

4. Pursuant to Article 66 of the Articles of Association of the Company, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:—
  - (a) by the chairman of such meeting; or
  - (b) by at least three Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
  - (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
  - (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.
5. An explanatory statement containing further details regarding the Resolutions set out as Resolutions number 5 and 6 will be sent to the Shareholders together with the annual report of the Company for the year ended 31 December, 2005.