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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.

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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.sbpgroup.com

(Stock code: 1177)

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES; RE-ELECTION OF DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

This circular is despatched together with the 2025 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 2025.

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 Dynasty I, The Dynasty Club, 7/F, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong and an online virtual meeting via eVoting Portal at 11:00 a.m. on Wednesday, 17 June 2026 is set out on pages 17 to 21 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 2026

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DEFINITIONS

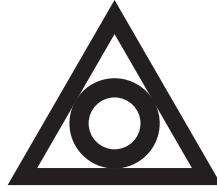
In this circular, the following expressions have the following meanings unless the context requires otherwise:

“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 Dynasty I, The Dynasty Club, 7/F, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong and an online virtual meeting via eVoting Portal at 11:00 a.m. on Wednesday, 17 June 2026 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
“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 2026, 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
“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

DEFINITIONS

“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.sbpgroup.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

Registered office:

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

Independent non-executive Directors:

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

*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 2026

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;
AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

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

LETTER FROM THE BOARD OF DIRECTORS

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the annual general meeting of the Company held on 10 June 2025, 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 3,749,073,446 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, Ms. Cheng Cheung Ling, Mr. Tian Zhoushan, Mr. Lu Zhengfei and Mr. Li Dakui will retire by rotation and are eligible for re-election at the forthcoming AGM. Mr. Tian Zhoushan and Mr. Li Dakui have informed the Board that they would not offer themselves for re-election and accordingly will retire at the conclusion of the AGM. Save for Mr. Tian Zhoushan and Mr. Li Dakui, all other retiring directors offer themselves for re-election.

Mr. Lu Zhengfei was appointed as independent non-executive Directors on 22 November 2005 and has served the Board for more than nine years.

Mr. Lu Zhengfei 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

LETTER FROM THE BOARD OF DIRECTORS

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 nomination policy. There is no evidence that the Mr. Lu Zhengfei's services of over nine years as independent non-executive Director would have any impact on his independence. Moreover, the Board is satisfied that Mr. Lu Zhengfei has demonstrated strong independence in discharging his duties and responsibilities as independent non-executive Director and has 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 Mr. Lu Zhengfei continues to be independent as he has 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 Mr. Lu Zhengfei in his respective fields and reviewed the current skill mix of the Board members, the Board believes that the re-appointment of Mr. Lu Zhengfei as independent non-executive Director will not only bring considerable stability to the Board, but also allow Mr. Lu Zhengfei 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 Mr. Lu Zhengfei has the character, integrity, independence and expertise to continue to fulfill his roles as independent non-executive Director effectively and would recommend Mr. Lu Zhengfei for re-election as independent non-executive Director at the AGM. The appointment of Mr. Lu Zhengfei 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. Cheng Cheung Ling

Ms. Cheng Cheung Ling (鄭翔玲女士), aged 62, is one of the founders of the Company, and is currently the vice chairwoman of the Board, an executive director, a member of the executive board committee, and the chairwoman of the ESG committee of the Company. Ms. Cheng was born in 1964, graduated from the Guanghua School of Management of Peking University and obtained a Master Degree in Business Administration. She is also a clinician. As a founder of CP Pharmaceutical Group, Ms. Cheng has made significant contribution to the business development of CP Pharmaceutical Group. CT Tianqing and Beijing Tide, the core members of the CP Pharmaceutical Group, have been included in the list of "Top 100 Enterprises in Chinese Pharmaceutical Industry" for years. When Ms. Cheng was at the helm of Beijing Tide, Beijing Tide has achieved tremendous growth with concentration on internationalization and innovation, and become a leading enterprise in the development, production and sales of transdermal drug delivery systems and targeted therapy drugs in China under her leadership.

LETTER FROM THE BOARD OF DIRECTORS

Over the years, being dedicated to patriotism with affection for the country and Hong Kong and committed to facilitating communication and trade between the Mainland and Hong Kong, Ms. Cheng has done remarkable work for promoting national cohesion and bilateral cooperation between the Mainland and Hong Kong. In addition, Ms. Cheng is a devoted charity supporter, actively participating in community philanthropy. Public offices held by Ms. Cheng include the founding chairwoman of the Hong Kong China Friendship Association, the founding president of the council of Hong Kong Belt & Road General Chamber of Commerce, the past chairwoman of the Friendship Association of the Chinese People's Political Consultative Conference (Hong Kong Provincial Committee), the convenor of the Eighth, Ninth, Tenth, Eleventh, Twelfth and Thirteenth Standing Committees of the Shaanxi Province Chinese People's Political Consultative Conference, a vice director of the Twelfth and Thirteenth Subcommittees of Hong Kong, Macao and Taiwan Compatriots and Overseas Chinese of the Shaanxi Province Chinese People's Political Consultative Conference, successively a founding council member, an executive council member, and the convenor of the Fifth Sector of election committee of the China Overseas Friendship Association from 1997 to present, successively the president of the Second Council Committee and honorary life president of the General Association of Shaanxi Entrepreneurs, the president of the Hong Kong Shaanxi General Association, an executive vice chairwoman of the Beijing Overseas Chinese Chamber of Commerce, a vice president of Beijing Federation of Industry & Commerce, and the honorary dean of the Marine Biomedical Research Institute of Qingdao, etc.

The distinguished community services provided by Ms. Cheng are well recognized by various organisations at home and abroad. She was not only appointed as a Justice of the Peace (JP) and awarded the Silver Bauhinia Star (SBS) by the Government of Hong Kong SAR but also awarded by a number of organizations honours such as "National Women's Meritorious Service Model (全國巾幗建功標兵)", the 3rd session of "Sanqin Philanthropy Award (三秦慈善獎)" of Shaanxi Province, "Bearer of Red Flag March 8 (三八紅旗手) of Shaanxi Province", the 4th session of "Jinghua Award (京華獎)" of Beijing, and the 11th session of "Qingdao Award (島琴獎)" of Qingdao City.

She is the mother of Ms. Tse, Theresa Y Y and Mr. Tse, Eric S Y, all being executive directors and/or substantial shareholders of the Company.

Save as disclosed above, Ms. Cheng 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. Cheng held 2,968,678,124 Shares, of which 212,034,750 Shares were held through her own interest and 2,081,643,374 Shares and 675,000,000 Shares through True Merit Global Limited and Chia Tai Bainian Holdings Limited, respectively. The entire issued share capital of each of the companies is owned by Ms. Cheng. Save as disclosed herein, Ms. Cheng 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

Mr. Lu Zhengfei

Mr. Lu Zhengfei (陸正飛先生), aged 62, is an independent non-executive director of the Company and is the chairman of the audit committee and a member of the remuneration committee and the nomination committee of the Company. Mr. Lu received a P.h.D. Degree in Economics (financial management). He is currently a Distinguished Professor of Chang Jiang Scholars and supervisor of doctoral students of the Guanghua School of Management of Peking University. He had previously held various senior positions in the Department of Accounting of both the Guanghua School of Management of Peking University and the Nanjing University. He is a standing council member of the China Accounting Association and the deputy director of its Financial Management Committee and was also an expert consultant of the China Financial Accounting Standards Board, Ministry of Finance. Mr. Lu is the editor of several accounting and finance journals and has issued various publications. He is an independent director of China Cinda Asset Management Co., Ltd. (listed on the Stock Exchange), Xinjiang Tianshan Cement Company Limited (listed on the Shenzhen Stock Exchange), and China International Capital Corporation Limited (listed on both the Stock Exchange and the Shanghai Stock Exchange), respectively.

Save for mentioned above, Mr. Lu Zhengfei 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. Lu Zhengfei 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. Lu Zhengfei 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 2025 by the Directors to be re-elected at the AGM are set out in the table below:

Directors	Fees <i>RMB'000</i>	Salaries, allowances and benefits in kind		Discretionary bonuses <i>RMB'000</i>	Employee share option benefits <i>RMB'000</i>	Pension scheme benefits <i>RMB'000</i>	Total remuneration <i>RMB'000</i>
Ms. Cheng Cheung Ling	–	22,773	16,596	–	–	17	39,386
Mr. Lu Zhengfei	383	–	–	–	–	–	383

The emoluments to be received in 2026 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.

LETTER FROM THE BOARD OF DIRECTORS

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.

AGM

The notice convening the AGM is set out on pages 17 to 21 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 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, and the re-election of Directors 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.

LETTER FROM THE BOARD OF DIRECTORS

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 11:00 a.m. on Tuesday, 16 June 2026 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 11:00 a.m. on Tuesday, 16 June 2026 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 Wednesday, 29 April 2026 to 6:00 p.m. on Monday, 15 June 2026 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.sbpgroup.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 11:00 a.m. on Monday, 15 June 2026

SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

(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

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 18,745,367,230 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 1,874,536,723 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 1,692,270,241 Shares, 2,968,678,124

APPENDIX EXPLANATORY STATEMENT ON SHARE BUY-BACK MANDATE

Shares, 7,748,000 Shares, and 4,055,000,000 Shares, respectively, representing approximately 9.03%, 15.84%, 0.04%, and 21.63% 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 10.03%, 17.60%, 0.05%, and 24.04% 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.

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:

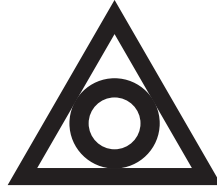
	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
April	3.95	3.34
May	4.45	3.83
June	5.69	4.40
July	7.55	5.33
August	8.36	7.25
September	9.01	7.95
October	8.54	6.87
November	7.37	6.80
December	6.92	6.18
2026		
January	7.11	6.36
February	6.84	6.05
March	6.25	5.71
April (up to and including the Latest Practicable Date)	6.36	5.76

9. SHARE BUY-BACK MADE BY THE COMPANY

The Company bought back an aggregate of 18,800,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

Date <i>(dd/mm/yyyy)</i>	Number of Shares bought back	Highest price paid per Share <i>HK\$</i>	Lowest price paid per Share <i>HK\$</i>	Total amount paid <i>HK\$</i>
27/03/2026	5,350,000	5.89	5.85	31,437,670
30/03/2026	10,000,000	5.85	5.81	58,424,000
21/04/2026	1,730,000	5.83	5.81	10,060,815
22/04/2026	<u>1,720,000</u>	5.84	5.82	<u>10,023,816</u>
Total	<u><u>18,800,000</u></u>			<u><u>109,946,301</u></u>

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.sbpgroup.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 Dynasty I, The Dynasty Club, 7/F, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong and an online virtual meeting via eVoting Portal at 11:00 a.m. on Wednesday, 17 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 2026 (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 2025;
2. To approve the payment of a final dividend for the year ended 31 December 2025;
3. To re-elect Ms. Cheng Cheung Ling as an executive director of the Company;
4. To re-elect Mr. Lu Zhengfei as an independent non-executive director of the Company;
5. To authorise the board of Directors to fix the remuneration of the Directors;
6. To re-appoint Ernst & Young as Auditors for the year ending 31 December 2026 and to authorise the board of Directors to fix their remuneration;
7. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

NOTICE OF ANNUAL GENERAL MEETING

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;

NOTICE OF ANNUAL GENERAL MEETING

“**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.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT**, conditional upon the resolutions set out as Resolution (A) and Resolution (B) in paragraph 7 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 7 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 7 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.”

By order of the Board
Sino Biopharmaceutical Limited
Lai Kuen
Company Secretary

Hong Kong, 29 April 2026

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.

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 Dynasty I, The Dynasty Club, 7/F, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, 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.

NOTICE OF ANNUAL GENERAL 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 Friday, 12 June 2026 to Wednesday, 17 June 2026 (both dates inclusive) during which period no transfer of Shares will be registered. The record date for determining the entitlement of the shareholders to attend and vote at the above meeting will be Wednesday, 17 June 2026. 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 Thursday, 11 June 2026 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 Friday, 26 June 2026 to Thursday, 2 July 2026 (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 Thursday, 25 June 2026 for registration.
5. The "Special Arrangements for the Annual General Meeting" set out in the Circular shall form part of this notice.