
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Biosino Bio-Technology and Science Incorporation**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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中生北控生物科技股份有限公司
BIOSINO BIO-TECHNOLOGY AND SCIENCE INCORPORATION
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 8247)

PROPOSED APPOINTMENT OF AUDITORS
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Biosino Bio-Technology and Science Incorporation (the “**Company**”) to be held at No. 27 Chaoqian Road, Science and Technology Industrial Park, Changping District, Beijing, the People’s Republic of China on Thursday, 17 October 2024 at 10:00 a.m. is set out on pages 6 to 7 of this circular.

A form of proxy for use at the Extraordinary General Meeting is enclosed with the notice of the Extraordinary General Meeting and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.zhongsheng.com.cn). Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person if you so wish and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the website of Hong Kong Exchanges and Clearing Limited on the “Latest Listed Company Information” page for at least 7 days from the date of its posting.

30 September 2024

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

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| “Articles of Association” or “Articles” | the articles of association of the Company, as amended from time to time |
| “Audit Committee” | the audit committee of the Company |
| “Board” | the board of Directors |
| “Company” | Biosino Bio-Technology and Science Incorporation (中生北控生物科技股份有限公司), a joint stock limited company established in the PRC with limited liability on 26 April 2001 |
| “Director(s)” | the director(s) of the Company |
| “Domestic Share(s)” | ordinary share(s) of nominal value of RMB1.00 each in the share capital of the Company which are subscribed for or credited as paid up in Renminbi |
| “Extraordinary General Meeting” | the extraordinary general meeting of the Company to be held at No. 27 Chaoqian Road, Science and Technology Industrial Park, Changping District, Beijing, the PRC on Thursday, 17 October 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolution contained in the notice of the Extraordinary General Meeting which is set out on pages 6 to 7 of this circular, or any adjournment thereof |
| “GEM” | GEM of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM |
| “Group” | the Company and its subsidiaries |
| “H Share(s)” | overseas listed foreign shares in the ordinary share capital of the Company, with nominal value of RMB1.00 each, which are listed on GEM |

DEFINITIONS

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| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “PRC” | the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, Macau and Taiwan |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “Share(s)” | Domestic Shares and H Shares |
| “Shareholder(s)” | the holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “%” | per cent |

LETTER FROM THE BOARD



中生北控生物科技股份有限公司
BIOSINO BIO-TECHNOLOGY AND SCIENCE INCORPORATION
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 8247)

Chairman and executive Director

Mr. Wu Lebin (吳樂斌先生)

Vice-chairmen and non-executive Directors

Mr. Yang Peng (楊鵬先生)

Mr. Chen Zhengyong (陳正永先生)

President and executive Director

Mr. Chen Peng (陳鵬先生)

Non-executive Directors

Mr. Li Zhonghua (李忠華先生)

Dr. Gao Guangxia (高光俠博士)

Independent non-executive Directors

Prof. Shen Zuojun (沈佐君教授)

Mr. Lu Qi (陸琪先生)

Prof. Shen Jiangang (沈劍剛教授)

Dr. He Xin (何欣博士)

*Registered office and principal place
of business in the PRC:*

No. 27 Chaoqian Road

Science and Technology Industrial Park

Changping District

Beijing, PRC

*Principal place of business
in Hong Kong:*

66/F., Central Plaza

18 Harbour Road, Wanchai

Hong Kong

30 September 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF AUDITORS
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Company's announcement dated 13 September 2024 in relation to the proposed change of auditors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, (i) information in respect of the resolution to be proposed at the Extraordinary General Meeting for the proposed appointment of auditors; and (ii) the notice of the Extraordinary General Meeting.

2. PROPOSED APPOINTMENT OF AUDITORS

As considered and approved by the Shareholders at the annual general meeting for the year 2023 held on 28 June 2024, the Company re-appointed Ernst & Young Hua Ming LLP as its PRC auditors for the year 2024, and Ernst & Young as its international auditors for the year 2024 (Ernst & Young Hua Ming LLP and Ernst & Young are collectively referred to as “EY”), who would hold office until the conclusion of the annual general meeting for the year 2024.

EY has resigned as the PRC auditors and the international auditors of the Company with effect from 13 September 2024 as the Company could not reach a consensus with EY in respect of the audit fee of the Company for the year ending 31 December 2024. EY has provided a confirmation to the Company that there are no matters in relation to its resignation that should be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that the Company has no disagreement or unresolved matters with EY, and are not aware of any matters that need to be brought to the attention of the Shareholders. EY has not commenced any audit work on the consolidated financial statements of the Group for the year ending 31 December 2024. The Board and the Audit Committee expect that the change of auditors will not have any significant impact on the annual audit of the Group for the year ending 31 December 2024.

In need to fill the vacancy, upon the recommendation of the Audit Committee, the Board proposes to engage BDO China Shu Lun Pan Certified Public Accountants LLP as the PRC auditors of the Company and BDO Limited as the international auditors of the Company for the year ending 31 December 2024 (BDO China Shu Lun Pan Certified Public Accountants LLP and BDO Limited are collectively referred to as “BDO”), respectively. The Board and the Audit Committee have reviewed the qualifications, competence and experience of BDO, and consider that they meet the regulatory requirements in terms of their qualifications, professional competence, independence and integrity.

The appointment of BDO, as an ordinary resolution, is subject to the approval by the Shareholders at the Extraordinary General Meeting.

3. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Extraordinary General Meeting is set out on pages 6 to 7 of this circular. At the Extraordinary General Meeting, a resolution will be proposed to approve, *inter alia*, the proposed appointment of auditors.

LETTER FROM THE BOARD

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolution will be put to vote by way of poll at the Extraordinary General Meeting. An announcement on the poll results will be made by the Company after the Extraordinary General Meeting in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the Extraordinary General Meeting is enclosed with the notice of the Extraordinary General Meeting and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.zhongsheng.com.cn). Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person if you so wish and in such event, the form of proxy shall be deemed to be revoked.

4. RECOMMENDATION

The Directors believe that the resolution proposed for consideration and approval by the Shareholders at the Extraordinary General Meeting is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of the resolution to be proposed at the Extraordinary General Meeting as set out in the notice of the Extraordinary General Meeting.

Yours faithfully,

For and on behalf of the Board

Biosino Bio-Technology and Science Incorporation

Wu Lebin

Chairman

NOTICE OF THE EXTRAORDINARY GENERAL MEETING



中生北控生物科技股份有限公司
BIOSINO BIO-TECHNOLOGY AND SCIENCE INCORPORATION
(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 8247)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Biosino Bio-Technology and Science Incorporation (the “**Company**”) will be held at No. 27 Chaoqian Road, Science and Technology Industrial Park, Changping District, Beijing, the People's Republic of China (the “**PRC**”) on Thursday, 17 October 2024 at 10:00 a.m. for the following purposes:-

ORDINARY RESOLUTION

1. To consider and approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as the PRC auditors and BDO Limited as the international auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorise the board of directors of the Company to fix their remuneration.

For and on behalf of the Board
Biosino Bio-Technology and Science Incorporation
Tung Woon Cheung, Eric
Company Secretary

Beijing, the PRC, 30 September 2024

Notes:

1. Each holder of H shares of the Company (the “**H Shares**”) who is entitled to attend and vote at the Extraordinary General Meeting (or any adjournment thereof) may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Extraordinary General Meeting (or any adjournment thereof) on his behalf. A proxy needs not be a shareholder of the Company (“**Shareholder(s)**”).

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

2. Holders of H Shares must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing (“**power of attorney**”). If the form of proxy is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorisation (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the Extraordinary General Meeting (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal/chop of the corporate Shareholder or duly signed by its director or any other person duly authorised by that corporate Shareholder as required by the articles of association of the Company.
3. To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant documents of authorisation (if any) as mentioned in note 2 above must be delivered to the Company’s H share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 24 hours before the time appointed for the Extraordinary General Meeting (or any adjournment thereof).
4. Each holder of domestic shares of the Company (the “**Domestic Shares**”) who is entitled to attend and vote at the Extraordinary General Meeting (or any adjournment thereof) may also, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the Extraordinary General Meeting (or any adjournment thereof) on his behalf. A proxy need not be a Shareholder. Notes 2 and 3 above also apply to the holders of Domestic Shares, except that, to be valid, the form of proxy and the relevant power of attorney (if any) and other relevant documents of authorisation (if any) must be delivered to the secretary to the Board at No. 27 Chaoqian Road, Science and Technology Industrial Park, Changping District, Beijing, the PRC, not less than 24 hours before the time appointed for the Extraordinary General Meeting (or any adjournment thereof).
5. A Shareholder or his proxy should produce proof of identity when attending the Extraordinary General Meeting (or any adjournment thereof). If a corporate Shareholder’s legal representative or any other person authorised by the board of directors or other governing body of such corporate Shareholder attends the Extraordinary General Meeting (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative and the valid resolution or authorisation document of the board of directors or other governing body of such corporate Shareholder (as the case may be) to prove the identity and authorisation of that legal representative or other person.
6. It is expected that the Meeting will last not more than half day. Shareholders and their proxies attending the Meeting shall bear their own travel and accommodation expenses.