



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)

**FIRST QUARTERLY RESULTS ANNOUNCEMENT
FOR THE THREE MONTHS ENDED 31 MARCH 2020**

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement, for which the directors (the “Directors”) of Biosino Bio-Technology and Science Incorporation (the “Company”, together with its subsidiaries, the “Group”) collectively and individually accept full responsibilities, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “GEM 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.*

* For identification purposes only

THE FIRST QUARTERLY RESULTS FOR THE THREE MONTHS ENDED 31 MARCH 2020

The board of Directors (the “Board”) of the Company announced the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months ended 31 March 2020, together with the comparative figures for the same period in 2019, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

		Three months ended 31 March	
		2020 Unaudited RMB'000	2019 Unaudited RMB'000
	Notes		
REVENUE	3	47,089	112,164
Cost of sales		<u>(32,778)</u>	<u>(75,841)</u>
Gross profit		14,311	36,323
Other income and gains, net		2,804	640
Selling and distribution expenses		(14,884)	(16,839)
Administrative expenses		(10,621)	(9,450)
Research and development expenses		<u>(5,279)</u>	<u>(4,989)</u>
PROFIT/(LOSS) FROM OPERATING ACTIVITIES		(13,669)	5,685
Finance costs		(2,723)	(546)
Share of losses of associates		<u>(1,005)</u>	<u>(540)</u>
PROFIT/(LOSS) BEFORE TAX		(17,397)	4,599
Income tax expense	4	<u>(67)</u>	<u>(1,476)</u>
PROFIT/(LOSS) FOR THE PERIOD		<u>(17,464)</u>	<u>3,123</u>
Attributable to:			
Owners of the parent		(15,796)	2,306
Non-controlling interests		<u>(1,668)</u>	<u>817</u>
		<u>(17,464)</u>	<u>3,123</u>
EARNINGS/(LOSSES) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	5		
– Basic and diluted (RMB)		<u>(0.11)</u>	<u>0.02</u>

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Three months ended	
	31 March	
	2020	2019
	Unaudited	Unaudited
	<i>RMB'000</i>	<i>RMB'000</i>
PROFIT/(LOSS) FOR THE PERIOD AND TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	<u>(17,531)</u>	<u>3,118</u>
Attributable to:		
Owners of the parent	(15,863)	2,301
Non-controlling interests	<u>(1,668)</u>	<u>817</u>
	<u>(17,531)</u>	<u>3,118</u>

NOTES

1. CORPORATE INFORMATION

The Company is a limited liability company established in the People's Republic of China (the "PRC"). The registered office of the Company is located at No. 27, Chaoqian Road, Science and Technology Industrial Park, Changping District, Beijing, the PRC.

During the period, the Group principally engaged in the manufacture, sale and distribution of in-vitro diagnostic reagents.

2. BASIS OF PREPARATION

The unaudited condensed consolidated statement of profit or loss and statement of comprehensive income have been prepared in accordance with Hong Kong Financial Reporting Standards (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. The accounting policies and basis of preparation used in the preparation of the unaudited condensed consolidated statement of profit or loss and statement of comprehensive income are consistent with those used in the Company's audited financial statements for the year ended 31 December 2019.

3. REVENUE

Revenue represents the net invoiced value of goods sold, net of tax and surcharges, and after allowances for returns and trade discounts during the period.

An analysis of the Group's revenue is as follows:

	Three months ended	
	31 March	
	2020	2019
	Unaudited	Unaudited
	RMB'000	RMB'000
Sale of in-vitro diagnostic reagent products	<u>47,089</u>	<u>112,164</u>
	<u>47,089</u>	<u>112,164</u>

4. INCOME TAX EXPENSE

Taxes on profits assessable in the PRC, where the Group operates, have been calculated at the rate of tax prevailing in the PRC. Under the PRC income tax laws, enterprises are subject to corporate income tax (“CIT”) at a rate of 25%.

The Company and Beijing Zhongsheng Jinyu Diagnostic Technology Co., Ltd., a subsidiary of the Company, are subject to a preferential rate of 15% under the PRC income tax law for a period of three years commencing from 1 January 2017 as they are accredited by relevant government authorities as High and New Technology Enterprises.

No Hong Kong profits tax has been provided because the Group did not generate any assessable profits in Hong Kong during the period.

	Three months ended	
	31 March	
	2020	2019
	Unaudited	Unaudited
	RMB'000	RMB'000
Current – PRC	67	1,476

5. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the unaudited profit attributable to ordinary equity holders of the parent for the period and the weighted average of 144,707,176 (2019: 144,707,176) ordinary shares in issue during the period.

No adjustment has been made to the basic earnings per share amounts presented for the periods ended 31 March 2020 and 2019 as the Group had no potentially dilutive ordinary shares in issue during those periods.

6. RESERVES

The movements of reserves attributable to ordinary equity holders of the parent for the three months ended 31 March 2020 and 2019 are as follows:

	Share capital	Capital reserve [#]	Statutory reserve	Exchange fluctuation reserve	Fair value reserve	Retained profits/(loss)	Total
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2019	144,707	105,090	47,995	(173)	(377)	4,661	301,903
Profit and total comprehensive income for the period	–	–	–	–	–	2,306	2,306
Exchange differences on translation of foreign operations	–	–	–	(5)	–	–	(5)
At 31 March 2019	<u>144,707</u>	<u>105,090</u>	<u>47,995</u>	<u>(178)</u>	<u>(377)</u>	<u>6,967</u>	<u>304,204</u>
At 1 January 2020	144,707	102,596	47,995	(113)	(359)	(120,035)	174,791
Loss and total comprehensive income for the period	–	–	–	(67)	–	(15,796)	(15,863)
At 31 March 2020	<u>144,707</u>	<u>102,596</u>	<u>47,995</u>	<u>(180)</u>	<u>(359)</u>	<u>(135,831)</u>	<u>158,928</u>

[#] The capital reserve of the Group include non-distributable reserve of the Company and its subsidiaries created in accordance with accounting and financial regulations of the PRC.

7. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months ended 31 March 2020 (2019: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review for the three months ended 31 March 2020

The Group's revenue for the three months ended 31 March 2020 amounted to RMB47.1 million, representing a decrease of 58% as compared with RMB112.2 million for the corresponding period last year.

Loss attributable to the shareholders of the Company for the three months ended 31 March 2020 was RMB15.8 million, profit for the corresponding period last year was RMB2.31 million. The loss attributable to the shareholders of the Company recorded during the period was mainly due to the negative impact of COVID-19.

Advance to an Entity

Under Rule 17.15 and 17.22 of the GEM Listing Rules, when the advance to an entity from the Company or any of its subsidiaries exceeds 8% of the total assets of the Group and it continues at the end of the Period, the Company is required to disclose the information under Rule 17.17 of the GEM Listing Rules is set out below.

On 26 December 2019, the Company entered into the facility and guarantee agreement with Zhongke (Beijing) Fund Management Company Limited (中科(北京)基金管理有限公司) ("Zhongke Fund"), Beijing Yanqi Lake Resort Co., Ltd. (北京雁栖湖度假村有限公司) ("Yanqi Lake"), Ms. Lin Rongjia, the 70% equity interest holder of Beijing Hengxing Huawei Commerce Co., Ltd. ("Beijing Hengxing"), which set out the repayment obligations and schedule of the loan advances of RMB184.3 million by Zhongke Fund and the guarantee provided by the guarantors.

Under the facility and guarantee agreement, the repayment terms are as follows:

- (i) RMB55,283,107.70 shall be repaid by Zhongke Fund on or before 29 February 2020;
- (ii) RMB128,993,917.96 shall be repaid by Zhongke Fund on or before 30 June 2020; and
- (iii) the remaining balance shall be repaid by Zhongke Fund on or before 31 December 2020.

As specified in the loan advance agreements entered into between the Company and Zhongke Fund when Zhongke Fund was a subsidiary of the Company, the interest rates of the loan advances are primarily between 6.09% and 10.50%.

A guarantee was given by Yanqi Lake and Ms. Lin Rongjia jointly in favour of the Company to guarantee Zhongke Fund's repayment of all monies due under the facility and guarantee agreement.

Outlook and Future Prospects

It is commonly known that the first quarter of 2020 was the most acute stage of the epidemic situation in China and was also the period during which the most stringent epidemic prevention measures were imposed in various regions. China's economy and society were generally disturbed by the COVID-19 epidemic, especially when domestic hospitals at all levels were focused on epidemic prevention and control, and daily medical activities were significantly affected and the number of regular outpatient and emergency visits and clinical testing declined substantially. Under such an unexpected epidemic environment, our various business activities were inevitably and greatly affected by the epidemic. Although various methods were proactively adopted by the Company in response to such situation and every possible means was conducted to promote the sales of in-vitro diagnostic ("IVD") products in the market by the Company, both the sales and revenue of our IVD products went down significantly in the first quarter of 2020.

The Company completed the registration of renewal of 74 products in total, such as Ischemia Modified Albumin (IMA) Assay Kit (缺血修飾白蛋白測定試劑盒) and obtained the Class I filing for novel coronavirus nucleic acid extraction reagent (新冠病毒的核酸提取試劑).

The biochemical diagnostic market is characterized by higher demand and high inventory level, with relatively low technological barrier and market concentration. In addition, as the quality of domestic biochemical diagnostic reagents are homogenized seriously, along with fierce price competition, its growth rate declined year by year and there is a pressing need to improve our own competitiveness with new technologies and new products.

Looking forward into 2020, the unpredictability of macroeconomic environment and the spread of the epidemic may also exert direct or indirect impact on the IVD industry. Through solidifying its business foundation, adjusting its operation directives and increasing income and reducing expenditure, the Company is striving to forge ahead under adverse conditions, exploring more business growth drivers to expand its revenue sources, so as to become a respectable enterprise.

Subsequent Events

On 5 November 2020, as a result of mediation and settlement, Zhongke Fund and the Company received a civil judgment ((2020) 京01民特190號)(the “Civil Judgment”) from the No. 1 Intermediate People’s Court of Beijing Municipality (北京市第一中級人民法院). According to the mediation agreement reached by the parties, Zhongke Fund shall transfer 50% of its equity interest in the Yanqi Lake to the Company before 13 November 2020 for the purpose of setting off RMB145,000,000 (being part of the loan advances) owed by Zhongke Fund to the Company under the facility and guarantee agreement dated 26 December 2019 entered into between, among others, the Company, Zhongke Fund and the guarantors; and Zhongke Fund shall repay in cash the remaining balance of the outstanding principal and outstanding interest of the loan advances in the amount of RMB18,220,000 and RMB19,570,117.79, respectively, to the Company before 30 November 2020. The above transfer of equity interest in Yanqi Lake from Zhongke Fund to the Company was completed on 18 November 2020 and Yanqi Lake has become a joint venture of the Company.

On 18 November 2020, Zhongke Fund completed the transfer of 50% of its equity interest in Yanqi Lake to the Company. The fair value of the 50% equity interest in Yanqi Lake together with the guarantees provided by the guarantors was assessed to be approximately RMB50.9 million based on the Company’s estimate.

In November 2020, two residential properties were transferred to the Company to offset RMB5.4 million owed by Zhongke Fund, which had not been provided with any guarantee or pledge on 31 December 2019. The fair value of these two residential properties on the transfer date was assessed to be RMB5.4 million based on the Company’s estimate.

As at the date of this announcement, Zhongke Fund has not repaid in cash the remaining outstanding balance of RMB37.8 million in accordance with the Civil Judgement.

OTHER INFORMATION

Directors', Supervisors' and Chief Executive's Interests in Shares and Underlying Shares

As at 31 March 2020, the interests of the Directors, supervisors or chief executive of the Company in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise required pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

Long positions in shares of the Company:

Name	Number of the Company's domestic shares held	Percentage of the Company's domestic shares	Percentage of the Company's total registered share capital
Mr. Wu Lebin	3,500,878	4.35%	2.42%
Dr. Xu Cunmao (<i>Note</i>)	600,000	0.75%	0.41%
Mr. Zhou Jie	150,000	0.19%	0.10%

Note: Dr. Xu Cunmao resigned as an executive Director with effect on 20 July 2020.

Save as disclosed above, as at 31 March 2020, none of the Directors, supervisors or chief executive of the Company had registered an interest or short position in the shares and underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.68 of the GEM Listing Rules.

Substantial shareholders' and Other Persons' Interests in Shares and Underlying Shares

As at 31 March 2020, as far as is known to any Directors and supervisors of the Company, other than the interest of the Directors, supervisors and chief executive of the Company as disclosed under the section headed "Directors', Supervisors' and Chief Executive's Interests in Shares and Underlying Shares" above, the following persons had interests in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

Long positions in the shares of the Company:

Name	Capacity and nature of interests	Number of the Company's shares held		Percentage of the Company's respective type of shares		Percentage of the Company's total registered capital
		Domestic shares	H shares	Domestic shares	H shares	
Beijing Pusai Asset Management Co., Ltd (北京普賽資產管理有限責任公司)	Directly beneficially owned	31,308,576	—	38.93%	0.00%	21.64%
Mr. Wang Shuai	Directly beneficially owned	24,506,143	—	30.47%	0.00%	16.93%
Mr. Xiao Yonggang	Directly beneficially owned	7,763,505	—	9.65%	0.00%	5.36%
Beijing Enterprises Holdings Limited^	Directly beneficially owned	—	27,256,143	0.00%	42.40%	18.84%
Beijing Enterprises Group Company Limited^	Through controlled corporations	—	27,256,143	0.00%	42.40%	18.84%
Ms. Zhang Shiran	Directly beneficially owned	—	6,780,000	0.00%	10.55%	4.69%
Chung Shek Enterprises Company Limited	Directly beneficially owned	—	3,800,000	0.00%	5.91%	2.63%
K.C. Wong Education Foundation	Through controlled corporations	—	3,800,000	0.00%	5.91%	2.63%

[^] *Beijing Enterprises Group Company Limited is the ultimate holding company of Beijing Enterprises Holdings Limited. Accordingly, it is deemed to be interested in the H shares owned by Beijing Enterprises Holdings Limited pursuant to the SFO.*

Save as disclosed above, as far as is known to any Directors or supervisors of the Company, as at 31 March 2020, no person, other than the Directors, supervisors and chief executive of the Company, whose interests are set out in the section “Directors’, Supervisors’ and Chief Executive’s Interests in Shares and Underlying Shares” above, had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

Directors’ Securities Transactions

The Group has adopted a model code of conduct for dealing in the Company’s securities by Directors, which was formulated in accordance with Rules 5.48 to 5.67 of the GEM Listing Rules for the purpose of setting out the standards adopted by the Company for assessing the conduct of Directors in their dealings in the securities of the Company. Any violation of this code will be regarded as a violation of the GEM Listing Rules. The Company has confirmed, after making specific enquiries with the Directors, all Directors have complied with the required standard of dealings as set out in the model code of conduct in relation to securities dealings by directors during the period.

Competing Interests

During the period and up to the date of this announcement, none of the Directors, supervisors, the management shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) has an interest in any business that competes or may compete, either directly or indirectly, with the business of the Group, nor any conflicts of interest which has or may have with the Group.

Purchase, Redemption or Sale of the Company’s Listed Securities

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company’s listed securities during the period.

Audit Committee

The Company has established the audit committee (the “Audit Committee”) on 10 February 2006 with written terms of reference in compliance with the requirements of the GEM Listing Rules. The Audit Committee’s primary duties are the review and supervision of the Company’s financial reporting procedures and internal control system. The Group’s unaudited condensed consolidated statement of profit or loss for the period has been reviewed by the Audit Committee with the three independent non-executive Directors, namely Dr. Zheng Yongtang, Mr. Ren Fujin and Ms. Li Li, of which Dr. Zheng Yongtong is the chairman. Following Mr. Pan Chunyu’s resignation as an independent non-executive Director on 11 March 2020, he ceased to be a member of the Audit Committee and was replaced by Ms. Li Li, an independent non-executive Director appointed on 11 March 2020.

Compliance with Corporate Governance Code

For the period ended 31 March 2020, the Company complied with all code provisions set out in the Corporate Governance Code (Appendix 15 to the GEM Listing Rules) with the exception of Code Provisions A.1.8, A.2.1 and C.2.5 as addressed below.

Code Provision A.1.8

Under Code Provision A.1.8, the Company should arrange appropriate insurance to cover potential legal actions against its Directors. As at the date of this announcement, the Company has not arranged such insurance coverage for the Directors.

The Company is in the process of reviewing and comparing the quotations and insurance proposals provided by a number of insurers, and currently targets to purchase the relevant liability insurance for the Directors within 2020.

Code Provision A.2.1

Code Provision A.2.1 states that the roles of chairman and chief executive (whose function is carried out by the president of the Company) should be separate and should not be performed by the same individual. As the function of the chief executive is being carried out by the president of the Company, there is deviation from Code Provision A.2.1. The Board believes that with the support of the management, vesting the roles of both the Chairman and the president in Mr. Wu Lebin can facilitate the execution of the Group's business strategies and boost effectiveness of its operation. In addition, the Board is also supervised by three independent non-executive Directors. The Board considers that the present structure will not impair the balance of power and authority between the Board and the management of the Group as the Board assumes collective responsibility on the decision-making process of the Company's business strategies and operation. The Directors will meet regularly to consider major matters affecting the operations of the Group.

Code Provision C.2.5

Code Provision C.2.5 states that the Company should have an internal audit function. Based on the size and simple operating structure of the Group as well as the internal control processes, the Group decided not to set up an internal audit department for the time being. However, the Board has put in place adequate measures to perform the internal audit function in relation to different aspects including (i) the Board has established formal arrangements to apply financial reporting and internal control principles in accounting and financial matters to ensure compliance with the GEM Listing Rules and all relevant laws and regulations and (ii) the Company engaged an external consultant to perform an internal review on the scope determined by the Audit Committee. The Company considers that the existing organization structure and close supervision by the management and the abovementioned engagement of the external consultant can maintain sufficient risk management and internal control of the Group. The Board will review the need to set up an internal audit function from time to time and may set up an internal audit team if the need arises.

PUBLICATION OF THIS RESULTS ANNOUNCEMENT AND THE QUARTERLY REPORT FOR THE THREE MONTHS ENDED 31 MARCH 2020 ON THE WEBSITES OF THE STOCK EXCHANGE AND THE COMPANY

This results announcement is available for viewing on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.zhongsheng.com.cn). The quarterly report for the three months ended 31 March 2020 containing all the information required by the GEM Listing Rules will be despatched to the shareholders and published on the above websites in due course.

RESUMPTION PROGRESS AND PUBLICATION OF INTERIM, THIRD QUARTERLY AND ANNUAL RESULTS ANNOUNCEMENTS AND DESPATCH OF INTERIM, THIRD QUARTERLY AND ANNUAL REPORTS

As at the date of this announcement, the Company is in the course of finalizing the 2020 interim results announcement and report, the 2020 third quarterly results announcement and report and the 2020 annual results announcement and report. The Company will issue the 2020 interim, third quarterly and annual results announcements and despatch the 2020 interim, third quarterly and annual reports as soon as practicable.

Save for the above, there is no further update on the Group's business operations or progress of satisfying the resumption conditions. The Company shall publish further announcement(s) in compliance with the GEM Listing Rules, or any update on the development of the Company as and when appropriate.

CONTINUED SUSPENSION OF TRADING

Trading in the H shares of the Company has been suspended since 9:00 a.m. on 1 April 2020 and will continue to be suspended until further notice. The Company will keep the public informed of the latest developments by making further announcement(s) as and when appropriate.

By order of the Board
Biosino Bio-Technology and Science Incorporation
Mr. Wu Lebin
Chairman

Beijing, the PRC, 30 March 2021

As at the date of this announcement, the Board comprises:

Chairman and executive Director

Mr. Wu Lebin (吳樂斌先生)

Vice chairman and non-executive Director

Dr. Sun Zhe (孫哲博士)

Vice chairman and executive Director

Mr. Chen Jintian (陳錦添先生)

Executive Director

Mr. Chen Jianhua (陳建華先生)

Non-executive Directors

Ms. Cheng Yali (程亞利女士) and Mr. Wang Tao (王滔先生)

Independent non-executive Directors

Dr. Zheng Yongtang (鄭永唐博士), Mr. Ren Fujin (任孚今先生) and Ms. Li Li (李漓女士)

This announcement will remain on the GEM website with the domain name of www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.zhongsheng.com.cn.