
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 GRANTING OF THE GENERAL MANDATE
TO ISSUE NEW SHARES
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**Annual 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 Friday, 27 May 2022 at 10:00 a.m. has been despatched to the shareholders of the Company (the “**Shareholders**”) on 11 April 2022 and a copy of which is set out on pages 6 to 9 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed with the notice of the Annual General Meeting and such form of proxy is also published on the websites of GEM of the Stock Exchange (www.hkgem.com) and the Company (www.zhongsheng.com.cn). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return (i) the reply slip enclosed with the notice of the Annual General Meeting in accordance with the instructions printed thereon not later than Saturday, 7 May 2022; and (ii) the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual 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 Annual General Meeting and voting in person if you so wish.

This circular 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.

MEASURES TAKEN IN LIGHT OF THE COVID-19

Please see page i of this circular for measures being taken to try to prevent and control the spread of the COVID-19 at the Annual General Meeting, including:

- compulsory temperature checking and health declaration form signing (which may also be used for the purposes of contact tracing if required)
- compulsory wearing of surgical face mask throughout the Annual General Meeting and inside the Annual General Meeting venue
- prohibiting attendance at the Annual General Meeting if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance
- prohibiting attendance at the Annual General Meeting if the attendee has been to the affected countries and/or other countries during time periods as may be required or recommended by any government agencies from time to time or in the preceding 21 days prior to the Annual General Meeting or who is subject to mandatory quarantine order imposed by the government
- no serving of refreshments at the Annual General Meeting

Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue. The Company reminds the Shareholders that they may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

4 May 2022

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the evolving COVID-19 situation, the Company reserves the right to take the following precautionary measures as may be appropriate at the Annual General Meeting:

- All attendees will be required to undergo a temperature check and sign a health declaration form (which may also be used for the purposes of contact tracing if required) before entering the Annual General Meeting venue.
- All attendees must wear a surgical face mask throughout the Annual General Meeting and inside the Annual General Meeting venue.
- Any person who has a fever will not be permitted to attend the Annual General Meeting. Persons exhibiting flu-like symptoms may also be refused admittance at the Company's discretion.
- Any person, who has recently travelled to, any affected countries or areas outside China during time periods as may be required or recommended by any government agencies from time to time or in the preceding 21 days prior to the Annual General Meeting or who is subject to mandatory quarantine order imposed by the government, will not be permitted to attend the Annual General Meeting.
- No refreshments will be served at the Annual General Meeting.

The Shareholders who feel unwell or have been placed on leave of absence on the date of the Annual General Meeting are advised not to attend the Annual General Meeting.

The Shareholders who prefer not to attend or are restricted from attending the Annual General Meeting, may still vote by proxy and are advised to take note of the last date and time for the lodgement of the proxy form.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take further measures as appropriate in order to minimise any risk to the Shareholders and others attending the Annual General Meeting and to comply with any requirements or recommendations of any government agencies from time to time.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of community spread of the COVID-19.

The Annual General Meeting will commence sharply at 10:00 a.m. and the Shareholders are encouraged to arrive at the Annual General Meeting venue at least half an hour prior to the meeting commencement time to avoid delays from precautionary measures mentioned above in the registration process.

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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| “Annual General Meeting” | the annual general meeting of the Company to be held at No. 27 Chaoqian Road, Science and Technology Industrial Park, Changping District, Beijing, the PRC on Friday, 27 May 2022 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the Annual General Meeting which is set out on pages 6 to 9 of this circular, or any adjournment thereof |
| “Articles of Association” | the articles of association of the Company, as amended from time to time |
| “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 |
| “COVID-19” | the novel coronavirus 2019 |
| “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 |
| “GEM” | the GEM of The Stock Exchange of Hong Kong Limited |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on the GEM of the Stock Exchange |
| “GEM website” | http://www.hkgem.com , being the internet website operated by the Stock Exchange for GEM |

DEFINITIONS

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|---------------------------|--|
| “General Mandate” | the proposed general mandate to allot, issue and otherwise deal with additional Shares representing up to the limit of 20% of the Shares in issue on the date of the passing of the related resolution |
| “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 the GEM |
| “HK\$” | Hong Kong dollar, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Latest Practicable Date” | 27 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular |
| “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 |
| “Shareholders” | the shareholders of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “%” | per cent |

For the purpose of this circular, the exchange rate of RMB1 = HK\$1.17 has been used for currency conversions. This is for the purpose of illustration only and does not constitute a representation that any amounts in RMB or HK\$ have been, could have been or may be converted at such rate or any other exchange rate.

In this circular, the English names of the PRC entities or enterprises are translations of their Chinese names. In the event of any inconsistency, the Chinese names shall prevail.

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-chairman and executive Director
Mr. Lin Yanglin (林楊林先生)

Vice-chairman and non-executive Director
Dr. Sun Zhe (孫哲博士)

Non-executive Director
Ms. Cheng Yali (程亞利女士)

Independent non-executive Directors
Dr. Zheng Yongtang (鄭永唐博士)
Mr. Ren Fujin (任孚今先生)
Mr. Lu Qi (陸琪先生)

*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

4 May 2022

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF THE GENERAL MANDATE
TO ISSUE NEW SHARES
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 11 April 2022 regarding the Annual General Meeting. The purpose of this circular is to give you, among other things, (i) information regarding certain resolutions to be proposed at the Annual General Meeting to enable you to make an informed decision on whether to vote for or against those resolutions at the Annual General Meeting; and (ii) the notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE GENERAL MANDATE

The existing mandate to issue new Shares granted at the annual general meeting held by the Company on 28 May 2021 will lapse at the Annual General Meeting.

To increase the flexibility and efficiency in operation, and to give discretion to the Board in the event that it becomes desirable to issue any Shares, the Company proposes to obtain Shareholders' approval for the General Mandate to allot, issue and otherwise deal with additional Shares up to the limit of 20% of the Shares in issue on the date of the passing of the relevant resolution. Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the GEM Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC. The Board has no present plan to issue new Shares pursuant to the General Mandate. The General Mandate shall be effective from the date of passing the relevant 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 the Articles of Association or other applicable laws to be held; or
- (iii) the revocation or variation of the authority given under the relevant resolution by a special resolution of the Company in general meeting.

As at the Latest Practicable Date, the Company had in issue 144,707,176 Shares. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company will be allowed to allot, issue and deal with up to a maximum of 28,941,435 Shares on the basis that no further Shares will be issued by the Company prior to the Annual General Meeting.

LETTER FROM THE BOARD

3. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting has been despatched to the Shareholders on 11 April 2022 and a copy of which is set out on pages 6 to 9 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the General Mandate to issue new Shares.

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, all resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with the notice of the Annual General Meeting and such form of proxy is also published on the GEM website and the Company's website (www.zhongsheng.com.cn). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return (i) the reply slip enclosed with the notice of the Annual General Meeting in accordance with the instructions printed thereon not later than Saturday, 7 May 2022 and (ii) the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual 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 Annual General Meeting and voting in person if you so wish.

4. RECOMMENDATION

The Directors believe that all resolutions proposed for consideration and approval by the Shareholders at the Annual General Meeting are 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 all the resolutions to be proposed at the Annual General Meeting as set out in the notice of the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

Biosino Bio-Technology and Science Incorporation

Tung Woon Cheung, Eric

Company Secretary

NOTICE OF THE ANNUAL 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 IS HEREBY GIVEN that an annual 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 Friday, 27 May 2022 at 10:00 a.m. for the following purposes:–

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2021;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2021;
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the independent auditors’ report for the year ended 31 December 2021;
4. To consider and approve the 2021 annual final financial report and the 2022 financial budget report of the Company; and
5. To consider and approve the re-appointment of Ernst & Young Hua Ming as the PRC auditors and Ernst & Young as the international auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration;

NOTICE OF THE ANNUAL GENERAL MEETING

AS SPECIAL RESOLUTION

6. To give a general mandate to the Board to issue, allot and deal with additional shares not exceeding 20% of the shares of the Company in issue and authorise the Board to make corresponding amendments to the articles of association of the Company (the “**Articles of Association**”) as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares:

“THAT

- (A) (a) subject to sub-paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, the Articles of Association and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Board during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of the aggregate nominal amount of shares of the Company in issue on the date of passing this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 the Articles of Association of the Company or other applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares on the register 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 the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (B) The Board be authorised to make corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”

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

Beijing, the PRC, 11 April 2022

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

- i. A member of the Company (“**Member**”) entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy needs not be a Member. A form of proxy for use at the Meeting is enclosed herewith. In the case of the joint holders of any Share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such share at the Meeting, and this notice shall be deemed to be given to all joint holders of such share.
- ii. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and in case of holders of domestic shares, to the Company’s mailing address at No. 27 Chaoqian Road, Science and Technology Industrial Park, Changping District, Beijing, the PRC, postal code 102200, not later than 24 hours before the time appointed for holding the Meeting or the time appointed for passing the resolutions or any adjournment thereof. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- iii. Members and their proxies should produce identity proof (and form of proxy in case of proxies) when attending the Meeting.
- iv. The Company’s H share registrar in Hong Kong will be closed from Saturday, 7 May 2022 to Friday, 27 May 2022, both days inclusive, in order to determine the entitlement to attend the Meeting. All properly completed H shares transfer forms accompanied by the relevant share certificates must be lodged with the Company’s H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 6 May 2022, for registration.
- v. Whether or not the holders of H shares of the Company who intend to attend the Meeting shall complete the enclosed reply slip for the Meeting and return it, by hand or by post, to the Company’s H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or by fax to (852) 2810 8185 on or before Saturday, 7 May 2022.
- vi. Whether or not the holders of domestic shares of the Company who intend to attend to the Meeting shall complete the enclosed reply slip for the Meeting and return it, by hand or by post, to the Company’s mailing address at No. 27 Chaoqian Road, Science and Technology Industrial Park, Changping District, Beijing, the PRC, postal code 102200, or by fax to (86) 10-8011 7026 on or before Saturday, 7 May 2022.
- vii. It is expected that the Meeting will last not more than half day. Members and their proxies attending the Meeting shall bear their own travel and accommodation expenses.