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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)

INSIDE INFORMATION ANNOUNCEMENT
PROPOSED TRANSFER OF CERTAIN H SHARES OF THE COMPANY
BY A SUBSTANTIAL SHAREHOLDER
AND
PUBLIC SOLICITATION OF TRANSFEREES
BY THE SUBSTANTIAL SHAREHOLDER

This announcement is made by Biosino Bio-Technology and Science Incorporation (the “**Company**”) pursuant to Rule 17.10 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the inside information announcement of the Company dated 14 March 2023 in relation to the intended transfer of all the H shares of the Company held by Beijing Enterprises Holdings Limited (“**Beijing Enterprises**”), a substantial shareholder of the Company, by way of public solicitation of transferees. On 17 March 2023, the Company was notified by Beijing Enterprises that its parent company, Beijing Enterprises Group Company Limited (“**Beijing Enterprises Group**”), agreed in principle to Beijing Enterprises’ public solicitation of transferees.

At the request of Beijing Enterprises, the detailed information and requirements of the proposed transfer of certain H shares of the Company by Beijing Enterprises by public solicitation are set out below. The following content (including the appendices) of this announcement is provided by Beijing Enterprises and compiled in Chinese. The English translation is for reference only. In case of discrepancy, the Chinese version shall prevail. The Company and its directors are not parties to the potential transaction and make no representation as to the accuracy of the relevant content set out below.

I. BASIC INFORMATION OF PUBLIC SOLICITATION FOR THIS TRANSFER

(1) Basic Information of Biosino Bio-Technology and Science Incorporation

Chinese/English name	:	中生北控生物科技股份有限公司 Biosino Bio-Technology and Science Incorporation
Stock code	:	8247
Authorised share capital	:	H shares: RMB64,286,143 (issued share capital: RMB64,286,143) Domestic shares: RMB80,421,033 (issued share capital: RMB80,421,033)
Date of incorporation	:	1 March 1988
Registration number	:	110000004204492
Type of company	:	public limited company
Registered office	:	No. 27 Chaoqian Road, Science and Technology Industrial Park, Changping District, Beijing, PRC
Principal activities	:	The Company is principally engaged in the manufacture, sale and distribution of in-vitro diagnostic reagent products.

(2) Ownership Status of the H shares to be transferred and number of H shares to be transferred

As at the date of this announcement, the total issued share capital of the Company comprises 64,286,143 H shares and 80,421,033 domestic shares, of which Beijing Enterprises held 27,256,143 H shares, representing 42.40% of the number of issued H shares and 18.84% of the total number of issued shares of the Company, all of which are tradable H shares in Hong Kong.

Beijing Enterprises intends to transfer under agreement all of its 27,256,143 H shares (representing not more than approximately 18.84% of the total number of issued shares of the Company) to transferees who are not related to each other by way of public solicitation of transferees.

Upon completion of the public solicitation for this transfer, there will be no change of control in the Company. Before completion of this share transfer, if the Company has ex-rights and ex-dividend events such as dividend distribution, bonus issue, conversion of capital reserve into share capital and placing, then the number of shares to be transferred will be adjusted accordingly.

(3) Transfer price and basis of determination

The share price of the proposed public solicitation for this transfer is not less than RMB1.22 per H share.

Pursuant to the requirements of Article 23 of the Measures for the Supervision and Administration of State-Owned Equities of Listed Companies (《上市公司國有股權監督管理辦法》) (Order No. 36 of the State-owned Assets Supervision and Administration Commission of the State Council, the Ministry of Finance of the People's Republic of China (the "PRC"), and the China Securities Regulatory Commission), the price for a listed company's shares to be transferred under public solicitation by state-owned shareholders shall not be less than the higher of the following two pricing requirements:

- (i) the arithmetic average of the daily weighted average price for the 30 trading days preceding the date of the indicative announcement; and
- (ii) the audited net asset value per share of a listed company in the most recent accounting year.

The arithmetic mean of the daily weighted average price is HK\$1.1318/share, equivalent to RMB0.9956/share for the 30 trading days preceding the date of the indicative announcement regarding public solicitation for this share transfer (14 March 2023), with the audited net asset value per share of the Company for the latest fiscal year (2021) being RMB1.2175/share. In accordance with the aforesaid requirements, the price of this share transfer shall be determined on the basis of the audited net asset value per share of the Company for the latest fiscal year, i.e., not lower than RMB1.22/share.

The final trading price will be determined in accordance with the relevant laws and regulations, by way of public solicitation and based on comprehensive consideration of both the quotations of prospective transferees and promoting development of the listed company. Before completion of this share transfer, if the Company has ex-rights and ex-dividend events such as dividend distribution, bonus issue, conversion of capital reserve into share capital and placing, then the price of shares to be transferred will be adjusted accordingly. The adjusted price still has to comply with the requirements of Order No. 36 and the relevant laws and regulations.

II. CONDITIONS FOR SOLICITATION OF PUBLIC SOLICITATION FOR THIS TRANSFER

Based on the principles of openness, fairness and impartiality, prospective transferees shall have the following qualifications:

(1) General conditions

1. A prospective transferee and its controlling shareholders and actual controllers shall have the qualifications to become shareholders of Hong Kong listed companies under national laws and regulations and relevant requirements, shall be in a going-concern status, and there shall be no circumstances where acquiring shares of a listed company is not allowed, and they shall comply with the laws and regulations and normative requirements in relation to the transfer of shares of a listed company;
2. Beijing Enterprises does not accept any request to transfer part of the shares to a prospective transferee. Any request of partial transfer shall be deemed no request of transfer. A prospective transferee shall be a single legal entity (subject to corporation or limited partnership only);
3. A prospective transferee of the public solicitation for this transfer shall not have any relevant circumstances constituting a connected person of a listed company as provided under Rule 20.07 to 20.09 of the GEM Listing Rules. There shall be no circumstances constituting persons acting in concert as provided under “The Codes on Takeovers and Mergers and Share Buybacks” between the transferee(s) and Beijing Enterprises;
4. A prospective transferee shall have lawful sources of fund, and there shall be no situations of illegal fund-raising or accepting entrustment of others to purchase and hold subject shares on its behalf. It shall have the financial strength of timely and full payments for the consideration for the shares to be transferred, and is able to timely provide proof of sources of fund and financial security plan;
5. A prospective transferee guarantees that all the relevant information provided in respect of the participation of this public solicitation does not contain any false records, misleading statement or material omission, and it undertakes that if such guarantee is violated, then the soliciting party is entitled to unilaterally terminate the share transfer agreement (the “**Share Transfer Agreement**”) or any other documents signed with the prospective transferee at any time. A prospective transferee has performed necessary decision-making procedures for this transfer of shares;

6. A prospective transferee must undertake and agree in the Share Transfer Agreement that after the equity transfer has become effective, the prospective transferee is obliged to procure, with best endeavours, the Company to change its name and ensure that after the name change, the Company's name will not contain the two Chinese characters “北控”; and
7. A prospective transferee should possess (i) industry or professional investment experience relating to medical equipment and/or in-vitro diagnostic; (ii) resources in operations and/or talents in the PRC in-vitro diagnostic industry and/or other resources in relation to production, sales channels, laboratory operations and established relationships in the industry; and (iii) motivation to assist the Company to maintain its leadership position or become a leader in the PRC in-vitro diagnostic industry.

(2) Relevant conditions promoting development of the listed company

A prospective transferee shall help to promote the healthy, stable and continuous development of the Company, and it shall not have connected relationships or interests that are detrimental to the interests of the listed company, and it shall not impair the lawful interest of shareholders of the listed company.

III. REQUIREMENTS AND RELEVANT PROCEDURES FOR SUBMITTING TRANSFER APPLICATION MATERIALS BY PROSPECTIVE TRANSFEREES

(I) Information requirements for submitting transfer application

The materials submitted by the prospective transferees include “Application for Share Transfer”, “Commitment Letter”, “Qualification Materials” and “Transfer Plan” (in case of a photocopy, it must be affixed with the legal person’s common seal).

1. *Application for Share Transfer and Commitment Letter (See Appendix for the format requirements)*

The prospective transferees shall prepare the Application for Share Transfer according to the requirements and format stipulated in the public solicitation information, and submit an application to Beijing Enterprises for the transfer of the Company’s shares properly, indicating the intention to transfer.

The prospective transferees shall prepare the Commitment Letter according to the requirements and format stipulated in the public solicitation information, and confirm and undertake compliance and other matters of a prospective transferee.

2. *Qualification Materials*

The enterprise legal persons shall submit the following materials:

- (1) The current and valid business license of the prospective transferee;
- (2) Introduction of the prospective transferee;
- (3) The current and valid articles of association of the company, and if it is a limited partnership, a partnership agreement is required;
- (4) Explanation or proof of the prospective transferee’s source of funds for the acquisition;
- (5) The internal decision-making procedure document showing that the prospective transferee agrees to this share transfer;

- (6) Authorization materials of the person submitting the transfer application materials (including the certification document of the legal representative or the person in charge, the copy of the ID card of the legal representative or the person in charge, the power of attorney of the legal representative or the person in charge, and the copy of the ID card of the authorized representative);
- (7) Other materials proving that the prospective transferee is eligible for the transfer.

Natural persons should submit the following materials:

- (1) A copy of the ID card;
- (2) Résumé;
- (3) Certificate of good conduct;
- (4) Personal credit report;
- (5) Transfer certificate of registration deposit.

3. *Transfer Plan*

The Transfer Plan should include:

- (1) Quotation: including the quotation per share, the proportion of shares transferred, the total consideration and the quotation description;
- (2) Payment arrangement, funding source, prospective transferee should state the payment arrangement and source of funds;
- (3) The prospective transferee explained the internal decision-making procedures that have been performed and the procedures that need to be performed for the share transfer.

4. *Supplementary materials*

Other materials as deemed necessary by relevant decision-making departments or Beijing Enterprises.

(II) Deadlines for submitting transfer application

This public solicitation period lasts 10 trading days. Prospective transferees who meet the aforementioned conditions shall submit relevant materials to Beijing Enterprises within 10 trading days from the date of publication of this public solicitation announcement, i.e. from 17 March 2023 to 30 March 2023.

(III) Submission methods for submitting transfer application

The above materials must be delivered on-site. Beijing Enterprises does not accept materials submitted by fax, post, email, etc. The above documents are bound and catalogued in A4 paper, the electronic version of which (USB disk or CD-ROM) shall be provided. Each document should be stamped with the common seal, and the documents should be stamped with the common seal by way of paging seal. The documents and the corresponding USB disk or CD-ROM should be sealed in an envelope and marked "Application Documents". Each envelope must be sealed and stamped with the common seal. The name, contact person, contact number, e-mail and contact address of the prospective transferee shall be indicated on the surface of the envelope.

The formal application documents should be submitted in two copies, which are irrevocable, unchangeable and non-refundable upon receipt.

The recipient of the transfer application and the address for receiving the application documents designated by Beijing Enterprises are as follows:

Contact person: Zhu Tingting

Telephone number: (852) 2915 2898

Business hour: 9:00 am to 5:30 pm every working day during the public solicitation period

Receiving address: 66th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong

IV. PAYMENT REQUIREMENTS ON THE PERFORMANCE DEPOSIT AND CONSIDERATION FOR THE SHARE TRANSFER

The prospective transferee submits the application materials of this public solicitation. In this regard, the prospective transferee is deemed to have fully understood and voluntarily decided to fully accept and comply with all the conditions and requirements listed in this public solicitation for transfer, and has fully understood the situation of the listed company through public information.

(I) Payment requirements on the performance deposit

The transferee shall pay a performance deposit equivalent to 30% of the consideration of the share transfer to Beijing Enterprises within five working days after the signing of the Share Transfer Agreement. Beijing Enterprises has designated the following account as the account for receiving the performance deposit:

Name of bank: China Construction Bank Beijing Dong 4th Branch (中國建設銀行北京東四支行)

Name of account: Beijing Enterprises Holdings Investment Management Co., Limited (北京控股投資管理有限公司)

Account no.: 1100 1007 4000 5602 8964

(II) Payment requirements for consideration for the share transfer

The final transferee shall remit the remaining consideration (after deducting the total amount of the performance deposit paid by the transferee (without interest)) for the share transfer to the bank account designated by Beijing Enterprises by way of bank transfer before the share transfer.

If the final transferee refuses to sign the formal Share Transfer Agreement, or if the submitted application materials contain false records, misleading representations or major omissions, or if the transferee fails to implement this public solicitation for the transfer due to its own reasons, or the transferee violates the agreement and fails to pay the remaining consideration for the share transfer in full and on time, the performance deposit it paid will not be refunded.

V. DETERMINATION OF THE TRANSFEREES IN THIS PUBLIC SOLICITATION

Upon the expiration of the public solicitation period for this share transfer, Beijing Enterprises will organize a review committee to conduct a comprehensive review of the prospective transferees that meet the conditions for this public solicitation. It will select the preferred transferees with merits based on a comprehensive consideration of various factors in accordance with the relevant requirements under “Measures for the Supervision and Administration of State-owned Shares of Listed Companies”, and sign a conditional Share Transfer Agreement with the final transferees. The content of the agreement is the final agreement on the rights and obligations of the parties, which are conditional upon the approval of competent authorities.

After a comprehensive review, if there is no final prospective transferee, the transferees may be re-solicited publicly or this share transfer shall be terminated.

VI. RISK WARNING AND OTHER INFORMATION

There are uncertainties as to whether the public solicitation of transferees can solicit qualified transferees, as to details of the transaction conditions, and as to whether agreement can be reached on the transaction conditions. Before completion of the procedures of public solicitation of transferees and the signing of share transfer agreement, there is uncertainty regarding the transferees of this share transfer. This share transfer can only be practically implemented after the decision is made by competent authorities. There are uncertainties as to whether this share transfer can be practically implemented and as to the specific implementation time.

Based on the progress of the above matters, the Company will timely perform information disclosure obligations in strict compliance with the laws and regulations and requirements of the regulatory documents.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board

Biosino Bio-Technology and Science Incorporation

Wu Lebin

Chairman and Executive Director

Beijing, the PRC, 17 March 2023

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. Lin Yanglin (林楊林先生)

Non-executive Director

Ms. Cheng Yali (程亞利女士)

Independent non-executive Directors

Dr. Zheng Yongtang (鄭永唐博士), Mr. Lu Qi (陸琪先生) and Prof. Shen Jiangan (沈劍剛教授)

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at <http://www.hkexnews.hk> for a minimum of seven days from the date of its publication and on the website of the Company at www.zhongsheng.com.cn.

Appendix I

Application for Share Transfer

Beijing Enterprises Holdings Limited (北京控股有限公司):

[Prospective Transferee] (hereinafter referred to as “we”, “us” or “our”) was informed through the Notice regarding Beijing Enterprises Holdings Limited’s Intention of Transferring Partial Shares in Biosino Bio-Technology and Science Incorporation through Public Solicitation (《北京控股有限公司擬公開徵集轉讓中生北控生物科技股份有限公司部分股份的公示》) (the “**Public Solicitation Notice**”), that Beijing Enterprises Holdings Limited (“**Beijing Enterprises**”) intends to transfer all of its 27,256,143 H shares (the “**Target Shares**”) in Biosino Bio-Technology and Science Incorporation (“**Biosino**”) by way of public solicitation, representing no more than approximately 18.84% of the total number of issued shares of Biosino (the “**Public Solicitation**”). In this regard, we apply for the transfer of Target Shares as described and confirmed as follows:

I. INTENT ON ACCEPTING TRANSFER

After our evaluation and decision, we hereby apply to Beijing Enterprises for the transfer of the Target Shares, and agree to participate in the Public Solicitation pursuant to the conditions determined by Beijing Enterprises.

II. PURPOSE OF INVESTMENT

[...]

III. INDUSTRIAL OR STRATEGIC INVESTMENT ADVANTAGES

[...]

IV. STRATEGIC PLANNING ADVICE FOR THE SHARES HELD

[...]

V. We truly intend to participate in the Public Solicitation. We have read the Public Solicitation Notice with due caution and agreed to comply with the procedures and rules determined by the Public Solicitation Notice. We undertook all the requirements set out in the Public Solicitation Notice and confirmed we have complied with all the conditions set out in the Public Solicitation Notice.

VI. The application for share transfer will be legally binding on us upon it is signed and lodged to the venue of receiving application documents designated by Beijing Enterprises.

VII. Our contact details are as follows:

Contact person:

Telephone number:

Fax:

Email:

[Prospective Transferee] (Seal)

Signed by Legal Representative/Executive Partner
(Designated Representative or Authorized Representative):

[Date]

Appendix II

Undertakings

Beijing Enterprises Holdings Limited (北京控股有限公司):

[Prospective Transferee] (hereinafter referred to as “**we**” or “**our**”) was informed through the Notice regarding Beijing Enterprises Holdings Limited’s Intention of Transferring Partial Shares in China Infrastructure & Logistics Group through Public Solicitation (《北京控股有限公司擬公開徵集轉讓中生北控生物科技股份有限公司部分股份的公示》) (the “**Public Solicitation Notice**”), that Beijing Enterprises Holdings Limited (“**Beijing Enterprises**”) intends to transfer all of its 27,256,143 H shares (the “**Target Shares**”) in Biosino Bio-Technology and Science Incorporation (“**Biosino**”) by way of public solicitation, representing no more than approximately 18.84% of the total number of issued shares of Biosino (the “**Public Solicitation**”).

We hereby agree to participate in the Public Solicitation pursuant to the conditions determined by Beijing Enterprises, with our confirmation and undertakings as follows:

We hereby undertake that,

- I. We truly intend to participate in the Public Solicitation. We have read the Public Solicitation Notice with due caution and agreed to comply with the procedures and rules determined by the Public Solicitation Notice. We undertook all the requirements set out in the Public Solicitation Notice and confirmed we have complied with all the conditions set out in the Public Solicitation Notice.
- II. The undertakings in respect of the legal compliance by us and our controlling shareholders and actual controllers are as follows:
 1. As we and our controlling shareholders, and actual controllers are in a state of going concern, termination is not required in accordance with the requirements of relevant laws, regulations and other normative documents (in which controlling shareholders and actual controllers are natural persons and entitled to civil conduct).
 2. We and our controlling shareholders, and actual controllers do not deviate the provision of acquiring a listed company as stipulated in the Measures for the Supervision and Administration of State-owned Equity in Listed Companies (《上市公司國有股權監督管理辦法》).

- III. We (including persons acting in concert and related parties, same as below) guarantee that all authorizations for participating in the Public Solicitation are true and valid. The relevant information submitted by us during the Public Solicitation process is true, accurate and complete, and we guarantee that there are no false records, misleading statements or major omissions. If the submitted information contains false records, misleading statements or major omissions which are not in compliance with the requirements of the acquirer as stipulated in the Measures for the Supervision and Administration of State-owned Equity in Listed Companies (《上市公司國有股權監督管理辦法》), Beijing Enterprises is entitled to unilaterally terminate the Share Transfer Agreement or any other document entered into with us.
- IV. The funding sources of our transferred shares are legal and compliant, without illegal fundraising as well as purchasing and holding the Target Shares on behalf of others, but with sufficient capital to pay the share transfer price in full and on time.
- V. In line with the principle of promoting and maintaining the sustainable and healthy development of a listed company and safeguarding the interests of a listed company and all shareholders, we have made undertakings as follows:
- After transferring the shares of a listed company, we shall comply with the laws, regulations and normative requirements related to a listed company, without giving damage to the legitimate rights and interests of a listed company and all shareholders, to promote the development of a listed company.
- VI. We have performed the necessary decision-making procedures for participating in the Public Solicitation to transfer the Target Shares.
- VII. We and our actual controller, controlling shareholders (limited partnership being general partner and limited partner) and our directors, supervisors and senior management and their affiliates, and Beijing Enterprises and the Beijing Enterprises Group are non-connected persons.
- VIII. We hereby undertake that, before the signing and performance of the Share Transfer Agreement, we shall not be in any of the following situations:
1. Insider trading related to a listed company, manipulation of the stock price of a listed company or information disclosure related to a listed company are in non-compliance with laws and regulations;
 2. Any violation of laws and regulations that may be investigated by securities regulatory authorities, and any possible punishment or conviction or sentencing by governmental authorities or judicial authorities, result in our ineligibility to purchase the Target Shares, or potential legal risks that the share transfer cannot be proceeded.

- IX. We undertake that after the equity transfer has become effective, we are obliged to procure, with best endeavours, Biosino to change its name and ensure that after the name change, Biosino's name will not contain the two Chinese characters “北控”.
- X. The signing of the Share Transfer Agreement is confirmed as follows:
1. Before the submission of transfer application documents, we have fully recognized the basic information, financial position, management team, business status and other information of a listed company, and have performed the necessary investigation procedures through the public disclosure of information by listed companies and other means. If we were determined by Beijing Enterprises as the final transferee, we shall not refuse to sign the Share Transfer Agreement and perform relevant obligations on the grounds that the necessary due diligence procedures have not been completed or there is a misunderstanding of the Public Solicitation Notice.
 2. We agree that we shall have no right to request Beijing Enterprises to return the performance deposit if we decide to give up on purchasing the Target Shares or refuse to sign the Share Transfer Agreement after being identified by Beijing Enterprises as a definite transferee after the review, and we will compensate Beijing Enterprises for the losses.
- XI. We agree that we shall have no right to request Beijing Enterprises to return the performance deposit if we breach the Letter of Undertakings after being identified by Beijing Enterprises as a definite transferee after the review, which results in non-compliance with the requirements of the Measures for the Supervision and Administration of State-owned Equity in Listed Companies (《上市公司國有股權監督管理辦法》) on the acquirer, and we shall compensate Beijing Enterprises for all the losses.
- XII. We agree that both parties will terminate the transaction without being liable for each other's breach of contract if the transaction is not approved by competent authority.

(No text below)

(There is no text on this page, it is the signature page of the Letter of Undertakings)

[Prospective Transferee] (Seal)

Signed by Legal Representative/Executive Partner
(Designated Representative or Authorized Representative):

[Date]