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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)

NOTICE OF THE ANNUAL GENERAL MEETING

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 Thursday, 25 May 2023 at 10:00 a.m. for the following purposes:–

AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors of the Company (the “**Director(s)**”) for the year ended 31 December 2022;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2022;
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 2022;
4. To consider and approve the 2022 annual final financial report and the 2023 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;

AS SPECIAL RESOLUTIONS

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

(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 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 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.”

7. To consider and approve the proposed amendments to the Articles of Association:

“**THAT** the proposed amendments the Articles of Association (details of which will be set out in the circular of the Company to be despatched by the Company to the shareholders of the Company) be and are approved and confirmed, and **THAT** any one Director be and is hereby authorised to modify the wordings of such amendments as he/she thinks appropriate (such modification will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such acts as the Director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related issues arising from the amendments to the Articles of Association.”

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

Beijing, the PRC, 6 April 2023

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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Friday, 5 May 2023 to Thursday, 25 May 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 4 May 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or by fax to (852) 2810 8185 on or before Friday, 5 May 2023.
- 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 Friday, 5 May 2023.
- 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.

As at the date of this notice, 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 Directors

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 notice, 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, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

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