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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
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
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 Thursday, 25 May 2023 at 10:00 a.m. has been despatched to the shareholders of the Company (the “**Shareholders**”) on 6 April 2023 and a copy of which is set out on pages 16 to 19 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 Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) 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 Friday, 5 May 2023; 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 websites 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.

4 May 2023

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:

“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 Thursday, 25 May 2023 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 16 to 19 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
“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
“Existing Articles”	the existing articles of association of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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

DEFINITIONS

“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	27 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“New Articles”	the Existing Articles as amended by incorporating the Proposed Amendments
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, Macau and Taiwan
“Proposed Amendments”	the proposed amendments to the Existing Articles, details of which are set out in the Appendix to this circular
“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

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. Lu Qi (陸琪先生)
Prof. Shen Jiangan (沈劍剛教授)

*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 2023

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

The purpose of this circular is to give you, (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 27 May 2022 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 at the Annual General Meeting. 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. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 28 April 2023. Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 core shareholder protection standards.

As such, the Board proposes to seek the approval of the Shareholders by way of a special resolution at the Annual General Meeting to adopt the Proposed Amendments for the purpose of among others, (i) bringing the Existing Articles in line with amendments made to the GEM Listing Rules and the applicable laws and procedures in the PRC; and (ii) making certain minor housekeeping amendments to the Existing Articles.

The details of the Proposed Amendments in the form of a comparative table are set out in the Appendix to this circular. In summary, the Proposed Amendments comprise the following:

- to allow the Company to close the register of Shareholders in accordance with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
- to require an annual general meeting to be held each financial year;
- to provide that if a Shareholder is a recognized clearing house, its representative has the right to attend any general meeting, class meeting and creditors meeting and have the right to speak and to vote in the meeting;
- to provide that form of proxy may be executed under the hand of a duly authorised officer;
- to state that if any Shareholder is required to abstain from voting under the GEM Listing Rules, such votes will not be counted;
- to provide that any Director (including managing directors or other executive directors) may be removed by ordinary resolution at a general meeting;
- to explicitly state that the appointment, removal and re-appointment of an accounting firm shall be by ordinary resolution in a general meeting; and
- other housekeeping amendments.

LETTER FROM THE BOARD

The English translation of the Proposed Amendments is for reference only. In case of any discrepancy or inconsistency between the English and Chinese versions, the Chinese version shall prevail.

The legal advisers to the Company as to the PRC law and Hong Kong law have confirmed that the Proposed Amendments conform with the requirements under the PRC laws and the GEM Listing Rules, respectively. The Company, on the other hand, has confirmed that there is nothing unusual about the Proposed Amendments for a PRC company whose H shares are listed on the Stock Exchange.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting has been despatched to the Shareholders on 6 April 2023 and a copy of which is set out on pages 16 to 19 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 and the Proposed Amendments to the Existing Articles.

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 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 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 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 Friday, 5 May 2023 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.

LETTER FROM THE BOARD

5. 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

Wu Lebin

Chairman

**APPENDIX COMPARATIVE TABLE OF THE ARTICLES OF ASSOCIATION
BEFORE AND AFTER PROPOSED AMENDMENTS**

The details of the Proposed Amendments are shown herein (with strikethrough to denote text to be deleted and bold to denote text to be added) as follows. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Articles. If the serial numbering of the clauses, paragraphs and article numbers of the Existing Articles is changed due to the addition, deletion or re-arrangement of certain clauses, paragraphs and article numbers made in these amendments, the serial numbering of the clauses, paragraphs and article numbers of the Existing Articles as so amended shall be changed accordingly, including cross references.

Article No.	Original articles	Amended articles	Notes
7.	
	The Articles of Association have been adopted through a special resolution at a shareholders' general meeting and were approved at a shareholders' general meeting held on 12 August, 2016 and become effective. After these Articles of Association came into force, the original Articles of Association shall be superseded by these Articles of Association.	The Articles of Association have been adopted through a special resolution at a shareholders' general meeting and were approved at a shareholders' general meeting held on 12 August, 2016 and become effective. After these Articles of Association came into force, the original Articles of Association shall be superseded by these Articles of Association.	
19.	Foreign Shares issued by the Company and which are listed in Hong Kong shall be referred to as "H Shares". "H Shares" means the shares which have been admitted for listing on Hong Kong Stock Exchange, the par value of which is denominated in RMB and which are subscribed for and traded in Hong Kong dollars.	Foreign Shares issued by the Company and which are listed in Hong Kong shall be referred to as "H Shares". "H Shares" means the shares which have been admitted for listing on The Stock Exchange of Hong Kong Limited (hereinafter the "Hong Kong Stock Exchange") , the par value of which is denominated in RMB and which are subscribed for and traded in Hong Kong dollars.	
	

**APPENDIX COMPARATIVE TABLE OF THE ARTICLES OF ASSOCIATION
BEFORE AND AFTER PROPOSED AMENDMENTS**

Article No.	Original articles	Amended articles	Notes
21.	Subject to the approval from relevant authorities, the Company will issue 33,000,000 overseas listed foreign shares (H-shares) to be listed on the GEM of the Stock Exchange of Hong Kong Limited, representing approximately 33% of the total number of ordinary shares of the Company after such issuance.	Subject to the approval from relevant authorities, the Company will issue 33,000,000 overseas listed foreign shares (H-shares) to be listed on the GEM of the Hong Kong Stock Exchange of Hong Kong Limited , representing approximately 33% of the total number of ordinary shares of the Company after such issuance.	
51.	The shareholders of ordinary shares of the Company shall enjoy the following rights: ... (5) the right to obtain relevant information in accordance with the Articles of Association, including: i. the right to obtain a copy of the Articles of Association, subject to payment of costs; ii. the right to inspect and copy, subject to payment of a reasonable fee:	The shareholders of ordinary shares of the Company shall enjoy the following rights: ... (5) the right to obtain relevant information in accordance with the Articles of Association, including: i. the right to obtain a copy of the Articles of Association, subject to payment of costs; ii. the right to inspect and copy, subject to payment of a reasonable fee:	

**APPENDIX COMPARATIVE TABLE OF THE ARTICLES OF ASSOCIATION
BEFORE AND AFTER PROPOSED AMENDMENTS**

Article No.	Original articles	Amended articles	Notes
	A. all parts of the register of shareholders;	A. all parts of the register of shareholders, but the Company should be allowed to close the register of shareholders in Hong Kong in accordance with Section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) when shareholders inspect the register of shareholders for H-shares;	
	
58.	Shareholders' general meetings can be annual general meetings or extraordinary general meetings. Shareholders' general meetings shall be convened by the Board of Directors. The annual general meeting shall be convened once a year, and shall take place within six months of the end of the previous accounting year.	Shareholders' general meetings can be annual general meetings or extraordinary general meetings. Shareholders' general meetings shall be convened by the Board of Directors. The annual general meeting shall be convened once each financial a-year, and shall take place within six months of the end of the previous accounting year.	

**APPENDIX COMPARATIVE TABLE OF THE ARTICLES OF ASSOCIATION
BEFORE AND AFTER PROPOSED AMENDMENTS**

Article No.	Original articles	Amended articles	Notes
67.	<p>...</p> <p>If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend any meeting of shareholders of the Company as a representative of the appointor.</p> <p>...</p>	<p>...</p> <p>If the appointor is a legal person, its legal representative or such person as is authorized by resolution of its board of directors or other governing body may attend any meeting of shareholders of the Company as a representative of the appointor and vote in the meeting. If the legal person has appointed a representative to attend any meeting, it shall be treated as being present in person. The form of proxy may be executed under the hand of a duly authorised officer.</p> <p>...</p> <p>If the shareholder is the recognized clearing house (“recognized clearing house”) or its attorney as defined under the relevant laws and regulations of the place in which the Company’s securities are listed, such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at a general meeting or at any class meeting, but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares in connection with such authorization. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he is the individual shareholder of the Company.</p>	<p>...</p> <p>If the shareholder is the recognized clearing house (“recognized clearing house”) or its attorney as defined under the relevant laws and regulations of the place in which the Company’s securities are listed, such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at a general meeting or at any class meeting and creditors meeting, but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares in connection with such authorization. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he is the individual shareholder of the Company and shall have the right to speak and to vote in the meeting.</p>

**APPENDIX COMPARATIVE TABLE OF THE ARTICLES OF ASSOCIATION
BEFORE AND AFTER PROPOSED AMENDMENTS**

Article No.	Original articles	Amended articles	Notes
71.	
	<p>The Shareholders (including their proxy) attending the meeting shall clearly show approval or objection to every matter to be voted on. As for the unpolled vote or abstention, the Company will not treat it as the vote with voting right when calculating the voting result of this matter.</p>	<p>Shareholders shall have the right to (1) speak at a general meeting; and (2) vote at a general meeting, except where a shareholder is required, by the Rules Governing the Listing of Securities on the GEM of the Hong Kong Stock Exchange (or refer to the “Listing Rule”), to abstain from voting to approve the matter under consideration. The shareholders (including their proxy) attending the meeting shall clearly show approval or objection to every matter to be voted on. As for the unpolled vote or abstention, the Company will not treat it as the vote with voting right when calculating the voting result of this matter. Where any Shareholder is, under the Listing Rules, required to abstain from voting on any matters under consideration or restricted to voting only for or only against any matters under consideration, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction will not be counted.</p>	

**APPENDIX COMPARATIVE TABLE OF THE ARTICLES OF ASSOCIATION
BEFORE AND AFTER PROPOSED AMENDMENTS**

Article No.	Original articles	Amended articles	Notes
77.	The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting: ...	The following matters shall be resolved by an ordinary resolution at a shareholders' general meeting: ... (4) removal of any director before the expiration of his term of office (including managing directors or other executive directors); ... However, the removal under paragraph (4) above shall be without prejudice to the Director's claim for damages under any contract.	
78.	The following matters shall be resolved by means of special resolution of the shareholders' general meeting: ... (4) Amendments to the Articles of Association; (5) other matters which, according to an ordinary resolution of the shareholders' general meeting, may have a significant impact on the Company and require adoption by means of a special resolution; and (6) removal of any director before the expiration of his term of office.	The following matters shall be resolved by means of special resolution of the shareholders' general meeting: ... (4) Amendments to the Articles of Association; and (5) other matters which, according to an ordinary resolution of the shareholders' general meeting, may have a significant impact on the Company and require adoption by means of a special resolution;, (6) removal of any director before the expiration of his term of office.	

**APPENDIX COMPARATIVE TABLE OF THE ARTICLES OF ASSOCIATION
BEFORE AND AFTER PROPOSED AMENDMENTS**

Article No.	Original articles	Amended articles	Notes
96.	
	Subject to the relevant laws and administrative regulations, the shareholders' general meeting may remove any Director by special resolution prior to the expiration of such Directors' term, but without prejudice to any claim for damages which such Director may have under any contract.	Subject to the relevant laws and administrative regulations, the shareholders' general meeting may remove any Director by special ordinary resolution prior to the expiration of such Directors' term, but without prejudice to any claim for damages which such Director may have under any contract.	
	
169.	The emolument of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting. The emolument of an accounting firm appointed by the Board of Directors which is to fill the vacancy shall be determined by the Board of Directors.	The emolument of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the shareholders in a general meeting by ordinary resolution . The emolument of an accounting firm appointed by the Board of Directors which is to fill the vacancy shall be determined by the Board of Directors.	
170.	The Company's appointment, removal or non-reappointment of an accounting firm shall be resolved by the shareholders in a general meeting. Such resolution shall be filed with the securities competent authority of the State Council.	The Company's appointment, removal or non-reappointment of an accounting firm shall be resolved by the shareholders in a general meeting by ordinary resolution . Such resolution shall be filed with the securities competent authority of the State Council.	

**APPENDIX COMPARATIVE TABLE OF THE ARTICLES OF ASSOCIATION
BEFORE AND AFTER PROPOSED AMENDMENTS**

Article No.	Original articles	Amended articles	Notes
197.	The Articles of Association shall be adopted by a special resolution at the Company’s general meeting. The Articles of Association were adopted at the general meeting of the Company held on 12 August 2016 and formally came into effect.	The Articles of Association shall be adopted by a special resolution at the Company’s general meeting. The Articles of Association were adopted at the general meeting of the Company held on 12 25 August May 2016 2023 and formally came into effect.	If the general meeting is rescheduled, it will be amended accordingly
203.	The “Mandatory Provisions”, “Comments on the Amendments to Articles of Association” and the “Growth Enterprise Market Listing Rules of Hong Kong” in the marginal notes to the relevant provisions of the Articles shall mean that such provisions were made in accordance with the relevant requirements of Mandatory Provisions for the Articles of Association of Companies Listing Overseas issued by the State Council Securities Committee and the State Commission for Restructuring the Economic System on 27 August 1994, Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong issued by the Overseas Listing Department of the CSRC and the Production System Department of State Commission for Restructuring the Economic System on 3 April 1995 and the GEM Listing Rules as amended from time to time.	The “Mandatory Provisions”, “Comments on the Amendments to Articles of Association” and the “Growth Enterprise Market Listing Rules of Hong Kong” in the marginal notes to the relevant provisions of the Articles shall mean that such provisions were made in accordance with the relevant requirements of Mandatory Provisions for the Articles of Association of Companies Listing Overseas issued by the State Council Securities Committee and the State Commission for Restructuring the Economic System on 27 August 1994, Circular Regarding Comments on the Amendments to Articles of Association of Companies Listed in Hong Kong issued by the Overseas Listing Department of the CSRC and the Production System Department of State Commission for Restructuring the Economic System on 3 April 1995 and the GEM Listing Rules as amended from time to time.	
...	
	Legal Representative: Chen Jintian	Legal Representative: Chen Jintian Wu Lebin	

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 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;

NOTICE OF THE ANNUAL GENERAL MEETING

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

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 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 to the Articles of Association (details of which are set out in the circular of the Company dated 4 May 2023) 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

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 with notice of the Meeting despatched to the shareholders of the Company on 6 April 2023. 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 notice of the Meeting, 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 reply slip for the Meeting which was enclosed with notice of 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 reply slip for the Meeting which was enclosed with notice of 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.