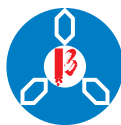


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**中生北控生物科技股份有限公司**  
**BIOSINO BIO-TECHNOLOGY AND SCIENCE INCORPORATION**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 8247)**

**PAST CONTINUING CONNECTED TRANSACTIONS**

**PAST CONTINUING CONNECTED TRANSACTIONS**

The Board announces that it has recently come to the attention of the Board that the transactions between the Group with Anhui Guoke in relation to (i) the sales of reagent products and the purchases of test reagents and consumables with an aggregate consideration of approximately RMB16.99 million (equivalent to approximately HK\$18.69 million) during the year ended 31 December 2022 when aggregated together constituted non-exempt continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules; (ii) the sales of reagent products and the purchases of test reagents and consumables with an aggregate consideration of approximately RMB5.05 million (equivalent to approximately HK\$5.56 million) during the year ended 31 December 2023 when aggregated together constituted non-exempt continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules; and (iii) the sales of reagent products and the purchases of test reagents and consumables with an aggregate consideration of approximately RMB1.61 million (equivalent to approximately HK\$1.77 million) during the three months ended 31 March 2024 when aggregated together constituted exempt continuing connected transactions of the Company under Rule 20.74 of the GEM Listing Rules.

**IMPLICATIONS UNDER THE GEM LISTING RULES**

During 2022 and 2023, the equity interest of Anhui Guoke was held as to 51% by Jingning Guoke Kangyi Enterprise Management Centre (Limited Partnership)\* (景寧國科康儀企業管理中心(有限合夥)) (which in turn was held as to 99.5% by Mr. Chen Peng, the President and an executive Director) and 49% by Ningbo Meishan Baoshui Gangqu Weikang Equity Investment Management Partnership (Limited Partnership)\* (寧波梅山保稅港區維康股權投資管理合夥企業(有限合夥)) (which in turn was held as to 99% by Chen Yanshan (陳彥山), an independent third party). Anhui Guoke was therefore an associate of Mr. Chen Peng, hence a connected person of the Company.

As such, the 2022 Purchases Transactions, the 2022 Sales Transactions, the 2023 Purchases Transactions and the 2023 Sales Transactions constituted continuing connected transactions for the Company under Chapter 20 of the GEM Listing Rules. Since Anhui Guoke is the counterparty of the 2022 Purchases Transactions, the 2022 Sales Transactions, the 2023 Purchases Transactions and the 2023 Sales Transactions, (i) the 2022 Purchases Transactions and the 2022 Sales Transactions should be aggregated; and (ii) the 2023 Purchases Transactions and the 2023 Sales Transactions should be aggregated, pursuant to Rules 20.79 and 20.80 of the GEM Listing Rules for each said twelve-month period.

Given that one or more of the applicable percentage ratios (as defined in the GEM Listing Rules) in respect of the 2022 Transactions when aggregated and on an annual basis, was more than 5% and the total consideration was more than HK\$10,000,000, the 2022 Transactions were subject to the reporting, annual review, announcement, circular (including independent financial advice) and shareholders' approval requirements pursuant to Chapter 20 of the GEM Listing Rules.

Given that the highest applicable percentage ratio (as defined in the GEM Listing Rules) in respect of the 2023 Transactions when aggregated and on an annual basis, was above 0.1% but below 5%, and the total consideration was more than HK\$3,000,000, the 2023 Transactions were subject to the reporting, announcement and annual review requirements but were exempt from the circular (including independent financial advice) and Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

However, due to an inadvertent oversight, the Company did not comply with the aforesaid requirements at the material time. Accordingly, there has been an inadvertent non-compliance by the Company of Chapter 20 of the GEM Listing Rules. As the 2022 Transactions had taken place, the Board will not submit the 2022 Transactions for approval by the independent Shareholders.

## **PAST CONTINUING CONNECTED TRANSACTIONS**

The Board announces that it has recently come to the attention of the Board that the transactions between the Group with Anhui Guoke in relation to (i) the sales of reagent products and the purchases of test reagents and consumables with an aggregate consideration of approximately RMB16.99 million (equivalent to approximately HK\$18.69 million) during the year ended 31 December 2022 when aggregated together constituted non-exempt continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules; (ii) the sales of reagent products and the purchases of test reagents and consumables with an aggregate consideration of approximately RMB5.05 million (equivalent to approximately HK\$5.56 million) during the year ended 31 December 2023 when aggregated together constituted non-exempt continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules; and (iii) the sales of reagent products and the purchases of test reagents and consumables with an aggregate consideration of approximately RMB1.61 million (equivalent to approximately HK\$1.77 million) during the three months ended 31 March 2024 when aggregated together constituted exempt continuing connected transactions of the Company under Rule 20.74 of the GEM Listing Rules.

Anhui Guoke is principally engaged in (i) research and development and production of new medical technologies and products; and (ii) sales of laboratory instrument, laboratory consumables, test reagents, scientific research instruments, reagent consumables and medical devices. During 2022 and 2023, Anhui Guoke (i) has been purchasing the Products and Materials from the Group; and (ii) has been selling the Products to the Group.

The prices and terms of the Products and Materials purchased from Anhui Guoke were determined after arm's length negotiation between the parties with regard to the prevailing market rates of similar providers from time to time. In order to ensure that the prices were fair and reasonable and in line with prevailing market rates, the Group obtained quotations of the products and materials which are of similar nature, quantity and delivery time frame from not fewer than two independent third parties, at a frequency not less than on a quarterly basis. The Group only accepted Anhui Guoke's quotation when the prices and terms offered by Anhui Guoke were no less favourable than those offered to the Group by the independent third parties.

The prices and terms of the Products sold to the Anhui Guoke were not more favourable than those offered to independent third parties. The Directors have carried out a detailed review of the terms of the 2022 Sales Transactions and the 2023 Sales Transactions and noted that the prices of the Products sold by the Group to Anhui Guoke were negotiated on an arm's length basis with prices and terms no more favourable than those offered by the Group to independent third parties.

## **REASONS AND BENEFITS OF ENTERING INTO THE TRANSACTIONS**

### **Purchases**

The 2022 Purchases Transactions and the 2023 Purchases Transactions were to satisfy the Group's normal production and operation needs and were conducted in the ordinary and usual course of business of the Group. As the transactions were conducted in accordance with the pricing principles as disclosed in this announcement, the transactions enabled the Group to purchase products and materials required for its operations at a reasonable and competitive price, which was on normal commercial terms and consistent with the prevailing market price.

The Directors (including the independent non-executive Directors) consider that the 2022 Purchases Transactions and the 2023 Purchases Transactions were entered into on normal commercial terms, in the ordinary and usual course of business of the Group, and on terms that were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **Sales**

The 2022 Sales Transactions and the 2023 Sales Transactions were within the ordinary course of business of the Group and the transactions ensured the Group a steady income. As the transactions were conducted in accordance with the pricing principles as disclosed in this announcement, the transactions enable the Group to sell products in consistent with the prevailing market prices.

The Directors (including the independent non-executive Directors) consider that the 2022 Sales Transactions and the 2023 Sales Transactions were entered into on normal commercial terms, in the ordinary and usual course of business of the Group, and on terms that were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## INFORMATION ON THE PARTIES

### The Group

The Company is the leading supplier of IVD reagents in the PRC. The Group is principally engaged in the research and development, manufacturing, sale and distribution of IVD reagents products. It provides hospitals and other medical institutions with quality and reliable diagnostic reagents products.

### Anhui Guoke

Anhui Guoke is a company established in the PRC with limited liability. It is principally engaged in (i) research and development and production of new medical technologies and products; and (ii) sales of laboratory instrument, laboratory consumables, test reagents, scientific research instruments, reagent consumables and medical devices.

Following the disposal of 51% of the equity interest in Anhui Guoke by Jingning Guoke Kangyi Enterprise Management Centre (Limited Partnership)\* (景寧國科康儀企業管理中心(有限合夥)) to an independent third party on 1 April 2024, Anhui Guoke ceased to be a connected person of the Company.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, as of the date of this announcement, (i) Anhui Guoke is held as to 51% by Hefei Guoke Ruichen Enterprise Management Partnership (Limited Partnership)\* (合肥國科瑞辰企業管理合夥(有限合夥)) (which in turn is held as to approximately 77.25% by Cheng Benli (程本利)) and 49% by Ningbo Meishan Baoshui Gangqu Weikang Equity Investment Management Partnership (Limited Partnership)\* (寧波梅山保稅港區維康股權投資管理合夥企業(有限合夥)) (which in turn is held as to 99% by Chen Yanshan (陳彥山)); and (ii) Anhui Guoke and its ultimate beneficial owner(s) are independent third parties.

As such, the future transactions between Anhui Guoke and the Group are no longer connected transactions of the Group as defined in the GEM Listing Rules.

## IMPLICATIONS UNDER THE GEM LISTING RULES

During 2022 and 2023, the equity interest of Anhui Guoke was held as to 51% by Jingning Guoke Kangyi Enterprise Management Centre (Limited Partnership)\* (景寧國科康儀企業管理中心(有限合夥)) (which in turn was held as to 99.5% by Mr. Chen Peng, the President and an executive Director) and 49% by Ningbo Meishan Baoshui Gangqu Weikang Equity Investment Management Partnership (Limited Partnership)\* (寧波梅山保稅港區維康股權投資管理合夥企業(有限合夥)) (which in turn was held as to 99% by Chen Yanshan (陳彥山), an independent third party). Anhui Guoke was therefore an associate of Mr. Chen Peng, hence a connected person of the Company.

As such, the 2022 Purchases Transactions, the 2022 Sales Transactions, the 2023 Purchases Transactions and the 2023 Sales Transactions constituted continuing connected transactions for the Company under Chapter 20 of the GEM Listing Rules. Since Anhui Guoke is the counterparty of the 2022 Purchases Transactions, the 2022 Sales Transactions, the 2023 Purchases Transactions and the 2023 Sales Transactions, (i) the 2022 Purchases Transactions and the 2022 Sales Transactions should be aggregated; and (ii) the 2023 Purchases Transactions and the 2023 Sales Transactions should be aggregated, pursuant to Rules 20.79 and 20.80 of the GEM Listing Rules for each said twelve-month period.

Given that one or more of the applicable percentage ratios (as defined in the GEM Listing Rules) in respect of the 2022 Transactions when aggregated and on an annual basis, was more than 5% and the total consideration was more than HK\$10,000,000, the 2022 Transactions were subject to the reporting, annual review, announcement, circular (including independent financial advice) and shareholders' approval requirements pursuant to Chapter 20 of the GEM Listing Rules.

Given that the highest applicable percentage ratio (as defined in the GEM Listing Rules) in respect of the 2023 Transactions when aggregated and on an annual basis, was above 0.1% but below 5%, and the total consideration was more than HK\$3,000,000, the 2023 Transactions were subject to the reporting, announcement and annual review requirements but were exempt from the circular (including independent financial advice) and Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

However, due to an inadvertent oversight, the Company did not comply with the aforesaid requirements at the material time. Accordingly, there has been an inadvertent non-compliance by the Company of Chapter 20 of the GEM Listing Rules. As the 2022 Transactions had taken place, the Board will not submit the 2022 Transactions for approval by the independent Shareholders.

## **REMEDIAL ACTIONS**

After consultation with the Company's legal advisers, the Board realised that the 2022 Transactions and the 2023 Transactions were subject to the connected transaction requirements under Chapter 20 of the GEM Listing Rules.

Once the existence of the past continuing connected transactions was identified, the Company immediately published this announcement to disclose the details of the continuing connected transactions in accordance with relevant requirements under Chapter 20 of the GEM Listing Rules in order to keep the Shareholders informed.

The Company deeply regrets its non-compliance with the relevant connected transaction requirements under Chapter 20 of the GEM Listing Rules and would like to stress that such non-compliance was inadvertent.

Furthermore, the following remedial actions have been/will be taken by the Company to ensure the strict compliance by the Company with the GEM Listing Rules in the future:

1. the Directors have instructed the management of the Group to take all necessary measures to examine the existing agreements and transactions of the Group and to ensure that such agreements and transactions are in full compliance with the GEM Listing Rules;

2. the Company will arrange to (i) monitor the transaction amounts of the Company’s continuing connected transactions and reporting to the Company’s management on a monthly basis; (ii) improve the coordination and communication among various departments and subsidiaries of the Company responsible for reporting, monitoring and handling continuing connected transactions; and (iii) provide more guidance materials and trainings on compliance matters to the Directors and senior management of the Group on a regular basis to increase their awareness and knowledge of the GEM Listing Rules; and
3. the Company will work more closely with its legal advisers on compliance issues.

It is always the intention of the Company to fully comply with the GEM Listing Rules. The Board and senior management of the Group are now fully aware of the relevant requirements under the GEM Listing Rules and will ensure that the Company will comply with the relevant GEM Listing Rules in order to avoid the recurrence of similar events in the future.

## DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“2022 Purchases Transactions”	the transactions between the Group and Anhui Guoke during the year ended 31 December 2022 in relation to the purchase of the Products and Materials
“2022 Sales Transactions”	the transactions between the Group and Anhui Guoke during the year ended 31 December 2022 in relation to the sale of the Products
“2022 Transactions”	the 2022 Purchases Transactions and the 2022 Sales Transactions
“2023 Purchases Transactions”	the transactions between the Group and Anhui Guoke during the year ended 31 December 2023 in relation to the purchase of the Products and Materials
“2023 Sales Transactions”	the transactions between the Group and Anhui Guoke during the year ended 31 December 2023 in relation to the sale of the Products
“2023 Transactions”	the 2023 Purchases Transactions and the 2023 Sales Transactions
“Anhui Guoke”	Anhui Guoke Kangyi Medical Technology Co., Ltd.* (安徽國科康儀醫療科技有限公司), a limited liability company established in the PRC
“Board”	the board of Directors
“Company”	Biosino Bio-Technology and Science Incorporation, a joint stock limited company established in the PRC with limited liability and the H shares of which are listed on GEM of the Stock Exchange (Stock Code: 08247)



“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“IVD”	in-vitro diagnostic
“PRC”	the People’s Republic of China
“Products”	reagent products
“Products and Materials”	test reagents and consumables
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

\* *For identification purposes only*

*For ease of reference and unless otherwise specified in this announcement, sums in RMB in this announcement have been translated, for the purpose of illustration only, into HK\$ on the basis of RMB1.0 = HK\$1.1.*

For and on behalf of the Board  
**Biosino Bio-Technology and Science Incorporation**  
**Wu Lebin**  
*Chairman and Executive Director*

Beijing, the PRC, 9 May 2024

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

*Chairman and executive Director*

Mr. Wu Lebin (吳樂斌先生)

*Vice chairmen and non-executive Directors*

Mr. Yang Peng (楊鵬先生) and Mr. Chen Zhengyong (陳正永先生)

*President and executive Director*

Mr. Chen Peng (陳鵬先生)

*Non-executive Directors*

Mr. Li Zhonghua (李忠華先生) and Dr. Gao Guangxia (高光俠博士)

*Independent non-executive Directors*

Prof. Shen Zuojun (沈佐君教授), Mr. Lu Qi (陸琪先生) and Prof. Shen Jiangang (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 [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its posting and on the website of the Company at [www.zhongsheng.com.cn](http://www.zhongsheng.com.cn).*