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**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this supplemental 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 supplemental circular, together with the enclosed revised 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)**

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 6 JUNE 2024**  
**(1) PROPOSED APPOINTMENT OF**  
**INDEPENDENT NON-EXECUTIVE DIRECTOR;**  
**(2) PROPOSED APPOINTMENT OF SUPERVISOR;**  
**AND**  
**(3) SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

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This supplemental circular should be read in conjunction with the circular of the Company dated 6 June 2024 (the “**Original Circular**”).

A notice (the “**Original Notice**”) convening the Annual General Meeting (“**AGM**”) of the Company to be held at No. 27 Chaoqian Road, Science and Technology Industrial Park, Changping District, Beijing, the PRC on Friday, 28 June 2024 at 10:00 a.m. has been issued by the Company on 6 June 2024. Due to the addition of the new resolutions, a supplemental notice of the AGM (the “**Supplemental Notice**”) has been set out on pages 8 to 9 of this supplemental circular. The Supplemental Notice should be read in conjunction with the Original Notice.

A revised form of proxy for use at the AGM is enclosed herewith and is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.zhongsheng.com.cn](http://www.zhongsheng.com.cn)). Whether or not you intend to attend the AGM, you are requested to complete and return the revised form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the revised form of proxy will not preclude you from attending the AGM and voting in person if you so wish and in such event, the revised form of proxy shall be deemed to be revoked.

*This supplemental circular will remain on the website 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.*

18 June 2024

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## CHARACTERISTICS OF GEM

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**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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LETTER FROM THE BOARD

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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)**

*Chairman and executive Director*

Mr. Wu Lebin (吳樂斌先生)

*Registered office and principal place  
of business in the PRC:*

No. 27 Chaoqian Road  
Science and Technology Industrial Park  
Changping District  
Beijing, PRC

*Vice-chairmen and non-executive Directors*

Mr. Yang Peng (楊鵬先生)

Mr. Chen Zhengyong (陳正永先生)

*President and executive Director*

Mr. Chen Peng (陳鵬先生)

*Principal place of business  
in Hong Kong:*

66/F., Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

*Non-executive Directors*

Mr. Li Zhonghua (李忠華先生)

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)

Prof. Shen Jiangang (沈劍剛教授)

18 June 2024

*To the Shareholders*

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 6 JUNE 2024**  
**(1) PROPOSED APPOINTMENT OF**  
**INDEPENDENT NON-EXECUTIVE DIRECTOR;**  
**(2) PROPOSED APPOINTMENT OF SUPERVISOR;**  
**AND**  
**(3) SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

References are made to (i) the Original Circular and the Original Notice both dated 6 June 2024, which set out the time and venue of the AGM and contain the resolutions to be proposed at the AGM for the Shareholders' consideration and approval; and (ii) the announcement of the Company dated 12 June 2024 (the "**Announcement**") in relation to the proposed appointments of an independent non-executive Director and a Supervisor. This supplemental circular should be read in conjunction with the Original Circular. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Original Circular and the Announcement (as the case may be).

On 17 June 2024, the Company received a written notice from Jingning Guoke Kangyi Enterprise Management Center LLP\* (景寧國科康儀企業管理中心(有限合夥)) ("**Jingning Guoke**"), a Shareholder holding approximately 7.83% of the Company's issued share capital, proposing to add new resolutions at the AGM to consider and, if thought fit, approve (i) the appointment of Dr. He Xin ("**Dr. He**") as an independent non-executive Director; and (ii) the appointment of Mr. Fan Hua ("**Mr. Fan**") as a Supervisor.

The main purpose of this supplemental circular is to provide you with further information regarding the proposed appointment of Dr. He as an independent non-executive Director and the proposed appointment of Mr. Fan as a Supervisor, and the additional ordinary resolutions relating thereto to be proposed at the AGM.

### PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

In accordance with the relevant requirements of the Company Law of the PRC and Article 98 of the Articles of Association of the Company, Dr. He was nominated by Jingning Guoke, as a candidate for an independent non-executive Director and shall propose to the AGM for consideration.

It is proposed that Dr. He will be appointed as an independent non-executive Director and an ordinary resolution will be proposed at the AGM to such effect. If appointed, the term of office shall be from the date of approval at the AGM to the expiration of the current session of the Board. Biographical details of Dr. He are set out in Appendix I to this supplemental circular.

Dr. He has confirmed that (i) she met the independence criteria as set out in Rule 5.09 of the GEM Listing Rules; (ii) she has no past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

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## LETTER FROM THE BOARD

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In considering the proposed appointment of Dr. He as an independent non-executive Director, the nomination committee of the Company (the “**Nomination Committee**”) and the Board have taken into account the following factors:

1. Dr. He’s education, background, experience and practical experience enable her to provide valuable and diversified opinions.
2. The Company has conducted an assessment on Dr. He’s independence and is of the view that she complies with the independence requirement pursuant to Rule 5.09 of the GEM Listing Rules and that she is considered as independent.
3. Dr. He has not held any position as a director in listed companies. She is able to devote sufficient time and attention to the Company.

Accordingly, the Nomination Committee and the Board are of the view that the appointment of Dr. He as an independent non-executive Director can enhance the level of management of the Company by virtue of her professional knowledge and extensive experience, while promoting the independence and objectiveness in decision-making of the Board and the comprehensive and impartial supervision of the management of the Company, which is in the interests of the Company and the Shareholders as a whole. The proposed appointment of Dr. He will bring valuable diversity to the Board, and the Company will fulfil the gender diversity requirement under Rule 17.104 of GEM Listing Rules following her appointment.

### **PROPOSED APPOINTMENT OF SUPERVISOR**

Based on the recommendation of Jingning Guoke and after deliberation of the Supervisory Committee, it is proposed to appoint Mr. Fan as a shareholder representative Supervisor and the chairman of the Supervisory Committee.

It is proposed that Mr. Fan will be appointed as a Supervisor and an ordinary resolution will be proposed at the AGM to such effect. If appointed, the term of office shall be from the date of approval at the AGM to the expiration of the current session of the Supervisory Committee. Biographical details of Mr. Fan are set out in Appendix II to this supplemental circular.

### **AGM AND PROXY ARRANGEMENT**

Due to the addition of the new resolutions, the Supplemental Notice has been set out on pages 8 to 9 of this supplemental circular. At the AGM, resolutions will be proposed to approve, *inter alia*, the proposed appointment of Director and the proposed appointment of Supervisor.

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## LETTER FROM THE BOARD

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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 AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A revised form of proxy for use at the AGM is enclosed with the Supplemental Notice and such revised form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (hkexnews.hk) and the Company's website (www.zhongsheng.com.cn). Whether or not you intend to attend the AGM, you are requested to complete and return the revised form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the revised form of proxy will not preclude you from attending the AGM and voting in person if you so wish and in such event, the revised form of proxy shall be deemed to be revoked.

If you wish to appoint a proxy to attend and vote at the AGM on your behalf and if you have not yet returned the first proxy form issued on 6 June 2024 (the “**First Proxy Form**”), you should complete, sign and return the revised form of proxy to Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 24 hours before the time appointed for holding the AGM or any of its adjournments (as the case may be) (the “**Closing Time**”). In this case, the First Proxy Form should not be submitted.

If you wish to appoint a proxy to attend and vote at the AGM on your behalf, and have already duly completed and submitted the First Proxy Form, you should note that: (a) if the revised form of proxy is not submitted, the First Proxy Form correctly completed and duly lodged will be treated as a valid proxy form submitted by you. The proxy so appointed shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolutions set out in the Supplemental Notice, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions; (b) if the revised form of proxy is duly completed and submitted by the Closing Time, such revised form of proxy will supersede the First Proxy Form submitted by you. The revised form of proxy will be treated as a valid proxy form submitted by you; and (c) if the revised form of proxy is submitted after the Closing Time, such revised form of proxy will be invalid and the validity of the First Proxy Form correctly completed and duly submitted by you will not be affected. The proxy appointed by you under the First Proxy Form (if duly completed) will be entitled to vote in the manner as mentioned in (a), as if the revised form of proxy is not lodged.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that all resolutions proposed for consideration and approval by the Shareholders at the AGM 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 the resolutions to be proposed at the AGM as set out in the Original Notice and the Supplemental Notice.

Yours faithfully,

For and on behalf of the Board

**Biosino Bio-Technology and Science Incorporation**

**Tung Woon Cheung, Eric**

*Company Secretary*



*The following are the particulars of the Director proposed to be appointed at the AGM:*

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Dr. He Xin** (何欣博士) (“**Dr. He**”), aged 52, is proposed to be appointed as an independent non-executive Director. She obtained a Doctor of Philosophy in Immunobiology from Yale University in 2003. She has more than 20 years of experience in healthcare enterprise operations, international business development and investment. Dr. He was the founder and the chief executive officer of RHEI Pharmaceuticals, Inc., which is a fully integrated specialty pharmaceuticals company. She was also a partner of Columbus Growth, LLC and a senior partner of Beijing Dinghui Innovative Investment Consultant Co. Ltd.\* (北京鼎暉創新投資顧問有限公司). Dr. He is currently a managing partner of Ningbo Huiding Cornerstone Investment Management Co. Ltd.\* (寧波匯鼎基石投資管理有限公司).

Dr. He will enter into a service agreement with the Company upon her appointment as an independent non-executive Director is approved by the Shareholders at the AGM. Her term of service with the Company will take effect from the date of approval by the Shareholders at the AGM until the expiration of the term of the current session of the Board. Her remuneration will be determined by the Board and the Remuneration Committee with reference to her duties and responsibilities, the performance of the Group and the prevailing market conditions.

Save as disclosed above, Dr. He does not hold any directorship in any public companies where the securities of which are listed on any securities markets in Hong Kong or overseas in the last three years or any other positions with the Company and other members of the Group or have other major appointments and professional qualifications. She does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). She does not have any relationship with other Directors, Supervisors, senior management, substantial or controlling shareholders of the Company as defined in the GEM Listing Rules.

Save as disclosed above, Dr. He has met the independent criteria set out in Rule 5.09 of the GEM Listing Rules and there are no other matters relating to her appointment that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

*The following are the particulars of the Supervisor proposed to be appointed at the AGM:*

**Mr. FAN Hua** (范華先生) (“**Mr. Fan**”), aged 60, is proposed to be appointed as a Supervisor. He graduated in Accounting Profession from Sichuan Radio and TV University (currently named as The Open University of Sichuan) in 1986 and is a Certified Public Accountant of the PRC. He has been engaged in finance and management works for more than 30 years and is currently the general manager of Sichuan Guoke Kangyi Medical Equipment Co., Ltd.\* (四川國科康儀醫療器材有限公司).

Mr. Fan will enter into a service agreement with the Company upon his appointment as a Supervisor is approved by the Shareholders at the AGM. His term of service with the Company will take effect from the date of approval by the Shareholders at the AGM until the expiration of the term of the current session of the Supervisory Committee. His remuneration will be determined by the Board and the Remuneration Committee with reference to his duties and responsibilities, the performance of the Group and the prevailing market conditions.

Save as disclosed above, Mr. Fan does not hold any directorship in other publicly listed company in Hong Kong or overseas in the last three years nor any other position with the Company or other members of the Group. In addition, he does not have any relationship with other Directors, Supervisors, senior management or substantial or controlling shareholders of the Company, nor has any interests in the Shares within the meaning of Part XV of the SFO. There is no other information which is discloseable, nor is/was he involved in any of the matters required to be disclosed pursuant to Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. There is no other matter in relation to the proposed appointment of Mr. Fan as a Supervisor that needs to be brought to the attention of the Shareholders.

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## SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

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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)

### SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Reference is made to the notice (the “**Original Notice**”) of the annual general meeting (the “**Meeting**”) of Biosino Bio-Technology and Science Incorporation (the “**Company**”) dated 6 June 2024, which sets out the resolutions to be considered and, if thought fit, to be approved at the Meeting to be held at No. 27 Chaoqian Road, Science and Technology Industrial Park, Changping District, Beijing, the People’s Republic of China (the “**PRC**”) on Friday, 28 June 2024 at 10:00 a.m.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Meeting will be held as originally scheduled at the same time and venue. In addition to the resolutions contained in the Original Notice, the following new resolutions will also be considered and approved, if thought fit, at the Meeting. This supplemental notice should be read in conjunction with the Original Notice:

#### AS ORDINARY RESOLUTIONS

- 5A. To consider and approve the appointment of Dr. He Xin as an independent non-executive director of the Company (the “**Director(s)**”), and authorise the board (the “**Board**”) of Directors to fix her remuneration and to enter into service contract with her subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.
- 5B. To consider and approve the appointment of Mr. Fan Hua as a supervisor of the Company and authorise the Board to fix his remuneration and to enter into service contract with him subject to such terms and conditions as the Board shall think fit and to do all such acts and things to give effect to such matters.

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

Beijing, the PRC, 18 June 2024

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## SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

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*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 revised form of proxy (the “**Revised Proxy Form**”) 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 supplemental notice, to attend and exercise all the voting powers attached to such share at the Meeting, and this supplemental notice shall be deemed to be given to all joint holders of such share.
- ii. To be valid, the Revised Proxy Form 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 Chaoyan 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 Revised Proxy Form 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. It is expected that the Meeting will last not more than half a day. Members and their proxies attending the Meeting shall bear their own travel and accommodation expenses.
- v. If you wish to appoint a proxy to attend and vote at the Meeting on your behalf and if you have not yet returned the first proxy form (the “**First Proxy Form**”) issued on 6 June 2024, you should complete, sign and return the accompanying Revised Proxy Form to Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 24 hours before the time appointed for holding the Meeting or any of its adjournments (as the case may be) (the “**Closing Time**”). In this case, the First Proxy Form should not be submitted.
- vi. If you wish to appoint a proxy to attend and vote at the Meeting on your behalf, and have already duly completed and submitted the First Proxy Form to the Company, you should note that:
  - (a) if no Revised Proxy Form is submitted to the Company, the First Proxy Form correctly completed and duly lodged will be treated as a valid proxy form submitted by you. The proxy so appointed shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolutions set out in this supplemental notice, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;
  - (b) if the Revised Proxy Form is duly completed and submitted by the Closing Time, such Revised Proxy Form will revoke and supersede the First Proxy Form submitted by you. Such Revised Proxy Form will be treated as a valid proxy form submitted by you; and
  - (c) if the Revised Proxy Form is submitted after the Closing Time, such Revised Proxy Form will be invalid and the validity of the First Proxy Form correctly completed and duly submitted by you will not be affected. The proxy appointed by you under the First Proxy Form (if duly completed) will be entitled to vote in the manner as mentioned in (a), as if the Revised Proxy Form is not lodged.