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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)**

**DISCLOSEABLE AND CONNECTED TRANSACTION  
TERMINATION OF ACTING-IN-CONCERT ARRANGEMENT  
OF A SUBSIDIARY**

**BACKGROUND**

On 12 February 2015, the Company, Yuanzhen Investment and Mr. Wang entered into the AIC Agreement pursuant to which the parties agreed to exercise their shareholders' rights and board voting rights in Zhongsheng Jinyu in a consistent manner in respect of major operational and management matters, including but not limited to appointment of directors, approval of business plans, budgets, profit distribution, amendments to articles of association and other significant corporate actions. By virtue of the acting-in-concert arrangement and taking into account the respective shareholdings of the parties (being approximately 45.90%, 26.10% and 18.00%, respectively), the Company was able to exercise control over Zhongsheng Jinyu. Accordingly, Zhongsheng Jinyu had been treated as a subsidiary of the Company and its financial results had been consolidated into the financial statements of the Group.

**TERMINATION OF ACTING-IN-CONCERT ARRANGEMENT OF A  
SUBSIDIARY**

On 3 July 2026, the Company, Yuanzhen Investment and Mr. Wang entered into the Termination Agreement, pursuant to which the parties mutually agreed to terminate the AIC Agreement with effect from the date of the Termination Agreement.

Accordingly, Zhongsheng Jinyu ceased to be a subsidiary of the Company and will be accounted for as an associate and the financial results of Zhongsheng Jinyu will no longer be consolidated into the financial statements of the Group. The deconsolidation of Zhongsheng Jinyu constitutes a deemed disposal of a subsidiary by the Company.

#### **IMPLICATION UNDER THE GEM LISTING RULES**

As one or more of the applicable percentage ratios in respect of the Termination Agreement and the transaction contemplated thereunder as calculated under Rule 19.07 of the GEM Listing Rules exceed(s) 5% but is/are less than 25%, the entering into of the Termination Agreement and the transaction contemplated thereunder constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements under the GEM Listing Rules.

As Zhongsheng Jinyu is a subsidiary of the Company under the GEM Listing Rules and each of Yuanzhen Investment and Mr. Wang holds more than 10% of the equity interest of Zhongsheng Jinyu, each of Yuanzhen Investment and Mr. Wang is therefore a substantial shareholder of Zhongsheng Jinyu and a connected person of the Company at the subsidiary level. Accordingly, the entering into of the Termination Agreement and the transaction contemplated thereunder constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

As the Board has approved the Termination Agreement and the transaction contemplated thereunder, and all independent non-executive Directors have confirmed that the terms thereof are fair and reasonable, and the transaction contemplated thereunder is on normal commercial terms or better terms and in the interests of the Company and its shareholders as a whole, the Termination Agreement is only subject to the reporting and announcement requirements, and is exempted from the circular, independent financial advice and independent shareholders' approval requirements by virtue of Rule 20.99 of the GEM Listing Rules.

## BACKGROUND

On 12 February 2015, Biosino Bio-Technology and Science Incorporation (the “**Company**”, together with its subsidiaries, the “**Group**”), Beijing Yuanzhen Investment Management Co., Ltd.\* (北京元貞投資管理有限公司) (the “**Yuanzhen Investment**”) and Mr. Wang Jiayi (王加義) (“**Mr. Wang**”) entered into an acting-in-concert agreement (the “**AIC Agreement**”) pursuant to which the parties agreed to exercise their shareholders’ rights and board voting rights in Beijing Zhongsheng Jinyu Diagnostic Technology Co., Ltd.\* (北京中生金域診斷技術股份有限公司) (“**Zhongsheng Jinyu**”) in a consistent manner in respect of major operational and management matters, including but not limited to appointment of directors, approval of business plans, budgets, profit distribution, amendments to articles of association and other significant corporate actions. By virtue of the acting-in-concert arrangement and taking into account the respective shareholdings of the parties (being approximately 45.90%, 26.10% and 18.00%, respectively), the Company was able to exercise control over Zhongsheng Jinyu. Accordingly, Zhongsheng Jinyu had been treated as a subsidiary of the Company and its financial results had been consolidated into the financial statements of the Group.

## TERMINATION OF ACTING-IN-CONCERT ARRANGEMENT OF A SUBSIDIARY

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company announces that on 3 July 2026, the Company, Yuanzhen Investment and Mr. Wang entered into a termination agreement (the “**Termination Agreement**”), pursuant to which the parties mutually agreed to terminate the AIC Agreement with effect from the date of the Termination Agreement.

Upon the Termination Agreement becoming effective, (a) the acting-in-concert relationship among the parties has ceased in its entirety; (b) each party shall independently exercise its shareholders’ rights and directors’ rights in Zhongsheng Jinyu and vote independently; and (c) the parties confirmed that there was no breach, dispute or outstanding matter under the AIC Agreement and that no party shall bear any liability arising from the termination.

Following the termination, the Company no longer has the ability to exercise control over the voting rights attached to the shares held by Yuanzhen Investment and Mr. Wang and will only be entitled to exercise voting rights in respect of its own shareholding in Zhongsheng Jinyu.

Immediately prior to termination of the AIC Agreement, the Company, together with Yuanzhen Investment and Mr. Wang as parties acting in concert, controlled approximately 90.00% of the equity interest in Zhongsheng Jinyu and was able to exercise control over the composition of the board and decision-making at shareholders’ level.

Following the termination of the AIC Agreement, the Company's equity interest in Zhongsheng Jinyu remains at approximately 45.90%, but the Company no longer controls the voting rights attached to the shares held by Yuanzhen Investment and Mr. Wang and no longer has control over Zhongsheng Jinyu within the meaning of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**").

Accordingly, Zhongsheng Jinyu ceased to be a subsidiary of the Company and will be accounted for as an associate and the financial results of Zhongsheng Jinyu will no longer be consolidated into the financial statements of the Group. The deconsolidation of Zhongsheng Jinyu constitutes a deemed disposal of a subsidiary by the Company.

## **INFORMATION ON THE PARTIES**

### **The Company**

The Company is the leading supplier of in-vitro diagnostic ("**IVD**") reagents in the People's Republic of China ("**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.

### **Yuanzhen Investment**

Yuanzhen Investment is a company established in the PRC with limited liability. It is principally engaged in investment management, asset management and investment consultancy, as well as corporate management consultancy and corporate image planning. It's owned by Ms. Li Jingyi (李靜宜), Ms. Ren Nianhui (任年慧) and Ms. Jiang Xilu (姜曦露) as to approximately 33.33%, 33.33% and 33.33%, respectively. Save as being a substantial shareholder of Zhongsheng Jinyu, each of them is an independent third party.

### **Mr. Wang**

Mr. Wang is a merchant. Save as being a substantial shareholder of Zhongsheng Jinyu, Mr. Wang is an independent third party.

## Zhongsheng Jinyu

Zhongsheng Jinyu is a company established in the PRC with limited liability and is principally engaged in the research and development, manufacturing and sale of clinical IVD reagents and instruments. It is listed on the National Equities Exchange and Quotations System (stock code: 838796).

Set out below is the audited financial information of Zhongsheng Jinyu for the two years ended 31 December 2025 prepared according to the PRC accounting standards:

|                          | <b>For the year ended</b> |                    |
|--------------------------|---------------------------|--------------------|
|                          | <b>31 December</b>        | <b>31 December</b> |
|                          | <b>2024</b>               | <b>2025</b>        |
|                          | <i>RMB'000</i>            | <i>RMB'000</i>     |
| Profit/(Loss) before tax | (25,315)                  | (17,615)           |
| Profit/(Loss) after tax  | (25,315)                  | (17,615)           |

As at 31 December 2025, the audited net liabilities of Zhongsheng Jinyu were approximately RMB26.4 million.

### **FINANCIAL EFFECT OF THE TERMINATION AGREEMENT AND THE TRANSACTION CONTEMPLATED THEREUNDER**

As Zhongsheng Jinyu will cease to be a subsidiary of the Company upon the Termination Agreement becoming effective, the financial results of Zhongsheng Jinyu will no longer be consolidated into the financial statements of the Group.

Subject to final audit, it is expected that the Group will recognise a gain of approximately RMB16 million as a result of the deemed disposal pursuant to the Termination Agreement.

### **REASONS FOR AND BENEFITS OF ENTERING INTO THE TERMINATION AGREEMENT AND THE TRANSACTION CONTEMPLATED THEREUNDER**

The termination of the acting-in-concert arrangement was agreed after arm's length negotiations among the parties, taking into account the independent strategic development plans of each shareholder and the future governance structure of Zhongsheng Jinyu.

Further, Zhongsheng Jinyu has recorded losses in recent financial years and had net liabilities as at 31 December 2025. Following the termination of the acting-in-concert arrangement, the Company will cease to have control over Zhongsheng Jinyu and its financial results, assets and liabilities will no longer be consolidated into the consolidated financial statements of the Group. The Directors consider that the deconsolidation of Zhongsheng Jinyu is expected to reduce the negative impact of Zhongsheng Jinyu's losses and net liabilities on the Group's consolidated financial position and performance, and will enable the Group to focus its financial and management resources on its principal businesses.

Having considered the above, the Directors are of the view that the terms of the Termination Agreement and the transaction contemplated thereunder are fair and reasonable and in the interests of the Company and its shareholders as a whole.

None of the Directors has a material interest in the Termination Agreement and the transaction contemplated thereunder, or is required to abstain from voting on the relevant Board resolution.

## **IMPLICATION UNDER THE GEM LISTING RULES**

As one or more of the applicable percentage ratios in respect of the Termination Agreement and the transaction contemplated thereunder as calculated under Rule 19.07 of the GEM Listing Rules exceed(s) 5% but is/are less than 25%, the entering into of the Termination Agreement and the transaction contemplated thereunder constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements under the GEM Listing Rules.

As Zhongsheng Jinyu is a subsidiary of the Company under the GEM Listing Rules and each of Yuanzhen Investment and Mr. Wang holds more than 10% of the equity interest of Zhongsheng Jinyu, each of Yuanzhen Investment and Mr. Wang is therefore a substantial shareholder of Zhongsheng Jinyu and a connected person of the Company at the subsidiary level. Accordingly, the entering into of the Termination Agreement and the transaction contemplated thereunder constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

As the Board has approved the Termination Agreement and the transaction contemplated thereunder, and all independent non-executive Directors have confirmed that the terms thereof are fair and reasonable, and the transaction contemplated thereunder is on normal commercial terms or better terms and in the interests of the Company and its shareholders as a whole, the Termination Agreement is only subject to the reporting and announcement requirements, and is exempted from the circular, independent financial advice and independent shareholders' approval requirements by virtue of Rule 20.99 of the GEM Listing Rules.

For and on behalf of the Board  
**Biosino Bio-Technology and Science Incorporation**  
**Chen Peng**  
*Chairman, President and Executive Director*

Beijing, the PRC, 3 July 2026

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

*Chairman, President and Executive Director*  
Mr. Chen Peng (陳鵬先生)

*Vice chairman and Executive Director*  
Mr. Li Zhonghua (李忠華先生)

*Executive Director*  
Mr. Chen Zhengyong (陳正永先生)

*Non-executive Director*  
Ms. Kang Rui (康睿女士)

*Independent non-executive Directors*  
Prof. Jin Tengchuan (金騰川教授), Prof. Shen Jiangang (沈劍剛教授) and Mr. Fan Xiaoliang (范曉亮先生)

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 Announcements” page on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its publication and on the Company’s website at [www.zhongsheng.com.cn](http://www.zhongsheng.com.cn).*