THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular, you should consult your stockbroker, other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CanSino Biologics Inc., you should at once hand this circular together with the form of proxy and reply slip to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

CanSino Biologics Inc.
康希諾生物股份公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 6185)

(1) THE PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
(2) THE RE-APPOINTMENT OF AUDITORS FOR 2019
(3) THE PROPOSED NEW CREDIT APPLICATIONS
(4) GENERAL MANDATE TO ISSUE ADDITIONAL SHARES
AND
NOTICE OF 2018 ANNUAL GENERAL MEETING

A notice convening the AGM of CanSino Biologics Inc. to be held at Room Pacific B, Pan Pacific Hotel Tianjin, No.1 Zhangzizhong Road, Hongqiao District, Tianjin, China on Friday, June 28, 2019 at 9:00 a.m. is set out in this circular. A reply slip and a form of proxy for use at the AGM are also enclosed. Such reply slip and form of proxy are also published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.cansinotech.com).

Shareholders who intend to attend the AGM in person or by proxy shall complete and return the reply slip in accordance with the instructions printed thereon on or before Thursday, June 6, 2019.

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM (i.e. not later than 9:00 a.m. on Thursday, June 27, 2019) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM if they so wish.

May 13, 2019

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In this circular, the following expressions have the following meanings unless the context requires otherwise:

"AGM"	the 2018 annual general meeting of the Company to be held on Friday, June 28, 2019 at 9:00 a.m.
"Articles of Association"	the articles of association of the Company, as amended from time to time
"Board"	the board of Directors
"China" or the "PRC"	the People's Republic of China, but for the purpose of this circular and for geographical reference only and except where the context requires, references in this circular to "China" and the "PRC" do not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Company"	CanSino Biologics Inc. (康希諾生物股份公司), a company incorporated in the PRC with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 6185)
"Director(s)"	the director(s) of the Company
"Domestic Shares"	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
"General Mandate"	a general mandate to be granted to the Board for exercising of the power of the Company to issue, allot and deal with the Domestic Shares, Unlisted Foreign Shares and H Shares not exceeding 20% of each of the total number of Domestic Shares, Unlisted Foreign Shares and H Shares, respectively, in issue on the date of passing the related resolution, subject to the conditions set out in the resolution proposed at the AGM
"H Shares"	overseas listed foreign shares in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed on the Stock Exchange

"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Dollars"	Hong Kong dollars, the lawful currency of Hong Kong
"Latest Practicable Date"	May 10, 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
"RMB" or "Renminbi"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
"Share(s)"	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising Domestic Shares, Unlisted Foreign Shares and H Shares
"Shareholder(s)"	the registered holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Unlisted Foreign Shares"	ordinary shares in the share capital of the Company with a nominal value of RMB1.00 each and are held by persons other than PRC nationals or PRC-incorporated entities and are not listed on any stock exchange

CanSino Biologics Inc.
康希諾生物股份公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 6185)

Executive Directors:
Dr. Xuefeng YU *(Chairman and chief executive officer)*
Dr. Shou Bai CHAO
Dr. Tao ZHU (朱濤)
Dr. Dongxu QIU

Non-Executive Directors:
Mr. Qiang XU (許強)
Mr. Liang LIN (林亮)
Ms. Nisa Bernice Wing-Yu LEUNG (梁潁宇)
Dr. Zheng YIN (尹正)

Independent Non-executive Directors:
Mr. Shiu Kwan Danny WAI (韋少琨)
Ms. Zhu XIN (辛珠)
Dr. Luis BARRETO
Dr. Pierre Armand MORGON

Headquarters and Registered Office in the PRC:
401-420, 4th Floor
Biomedical Park
185 South Avenue
TEDA West District
Tianjin
PRC

Principal Place of Business in Hong Kong:
Room 1901, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

May 13, 2019

To the Shareholders

Dear Sir/Madam,

(1) THE PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
(2) THE RE-APPOINTMENT OF AUDITORS FOR 2019
(3) THE PROPOSED NEW CREDIT APPLICATIONS
(4) GENERAL MANDATE TO ISSUE ADDITIONAL SHARES
AND
NOTICE OF 2018 ANNUAL GENERAL MEETING

1 INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

2 BUSINESSES TO BE CONSIDERED AT THE AGM

The businesses to be considered at the AGM are described in more details in the Notice of AGM as set out in this circular.

At the AGM, ordinary resolutions will be proposed to approve the following:

(a) the proposed appointment of a non-executive Director;

(b) the re-appointment of auditors; and

(c) the proposed new credit applications.

At the AGM, a special resolution will be proposed to approve the following:

(a) the General Mandate.

In order to enable you to have a better understanding of the resolutions to be proposed at the AGM and to make an informed decision in the circumstances where sufficient and necessary information are available, we have provided detailed information in this circular to the Shareholders.

3 BUSINESSES OF THE AGM

Ordinary Resolutions

3.1 To consider and approve the proposed appointment of a non-executive Director

Reference is made to an announcement of the Company dated May 10, 2019. An ordinary resolution will be proposed at the AGM to consider and approve the appointment of Mr. Zhi XIAO (肖治) (“**Mr. Xiao**”) as the non-executive Director of the first session of the Board and a member of the audit committee of the Board.

Biographical details of Mr. Xiao are set out as follows:

Mr. Zhi XIAO (肖治), aged 41, has been the managing director of SDIC Fund Management Co., Ltd. (國投創新投資管理有限公司) since 2016. Mr. Xiao has been serving as a director of Zhejiang Novus Pharmaceuticals Co., Ltd. (浙江創新生物有限公司), a director of Dizal (Jiangsu) Pharmaceutical Co., Ltd. (迪哲(江蘇)醫藥有限公司), a director of TINAVI Medical Technologies Co.,Ltd. (北京天智航醫療科技股份有限公司) (a company delisted from the National Equities Exchange and Quotations on April 1, 2019), and an independent non-executive director of Guangdong Great River Smarter Logistics Co., Ltd. (廣東宏川智慧物流股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002930). Mr. Xiao received his bachelor’s degree in veterinary medicine from China Agricultural University and his master of business administration degree from Tsinghua University.

Mr. Xiao's term of office shall commence from the date of approval at the AGM until the expiry of the term of the first session of the Board. He shall be eligible for re-election upon the expiry of his term of office. The Company will enter into a service contract with Mr. Xiao upon approval at the AGM. As a non-executive Director, Mr. Xiao will not receive any director's fee or remuneration from the Company.

Save as disclosed in this circular, as at the Latest Practicable Date, Mr. Xiao does not hold any directorships in any listed companies in the past three years prior to the Latest Practicable Date, does not hold any positions in the Company or any of its subsidiaries, and does not have any relationship with any Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. Xiao does not have any interest in the securities of the Company (within the meaning of Part XV of the SFO). Mr. Xiao has not been subject to any penalty or punishment imposed by the China Securities Regulatory Commission or any other relevant authorities or stock exchanges.

Save as disclosed above, the Board is not aware of other information on the proposed appointment of Mr. Xiao as an non-executive Director of the Board which shall be disclosed pursuant to the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

3.2 To consider and approve the re-appointment of auditors

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP, Beijing Branch (普華永道中天會計師事務所(特殊普通合夥)北京分所) and PricewaterhouseCoopers as the domestic auditor and overseas auditor for 2019 respectively, for a term until the conclusion of the 2019 annual general meeting of the Company, and authorized the Board to determine the specific matters, including but not limited to their remunerations, in relation to such appointment.

3.3 To consider and approve the new credit applications

To support the operations of the Company, it is proposed to the general meeting to approve the new credit application amount from the Company to bank and other financial institutions in an aggregate amount of up to RMB500 million or the equivalent in other currencies (including new bank credit and adjustment to the original amount). For specific details of the credit applications, the approval from the banks will prevail. The specific loan amount will be determined based on the actual funding needs of the Company. Such credit applications may apply to, among others, non-current capital loans, working capital loans, bank acceptance bills, medium and long-term loans, letters of credit, letters of guarantee, offshore loans guaranteed by onshore entities, and onshore loans guaranteed by offshore entities.

The new total bank credit applications shall be effective upon (i) approval of the AGM and (ii) approval of the relevant banks and/or financial institutions.

In addition, it is proposed to the general meeting to authorize the Board and its delegates Dr. Xuefeng YU, Dr. Tao ZHU, Dr. Dongxu QIU and Dr. Shou Bai CHAO to handle the specific matters in relation to the credit applications individually or jointly.

Special Resolution

3.4 To consider and approve the grant of the General Mandate to issue Shares

To support the operation of the Company, it is proposed to the general meeting to approve the granting of a general mandate to the Board to issue, allot and deal with additional Domestic Shares, Unlisted Foreign Shares and H Shares not exceeding 20% of each of the total number of the Domestic Shares, Unlisted Foreign Shares and H Shares respectively in issue, and to authorize the Board to make amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the issue or allotment of additional Shares pursuant to such mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 73,254,799 Domestic Shares, 16,724,200 Unlisted Foreign Shares and 132,670,900 H Shares. Subject to the passing of the resolution related to the granting of the General Mandate and on the basis that no further Shares will be issued before the AGM, the Company will be allowed to issue a maximum of 14,650,959 Domestic Shares, 3,344,840 Unlisted Foreign Shares and 26,534,180 H Shares in accordance with the General Mandate:

(a) Subject to paragraph (c) and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and relevant 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 or deal with, either separately or concurrently, additional Domestic Shares, Unlisted Foreign Shares and H shares and to make or grant offers, agreements, options and rights of exchange or conversion which might be required for the exercise of such powers be hereby generally and unconditionally approved;

(b) The approval in paragraph (a) above shall authorize the Board during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period;

(c) Each of the total number of Domestic Shares, Unlisted Foreign Shares and H shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether by an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the total number of Domestic Shares, Unlisted Foreign Shares and H shares respectively in issue as at the date of approving this proposal.

(d) The Board will only exercise the above powers in accordance with the Company Law of the PRC and the Listing Rules (as amend from time to time) and when all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government department are obtained; and

(e) For the purpose of this proposal:

"Relevant Period" means the period from the approving of this proposal until earliest of below:

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 date of revocation or variation of the authority given under this resolution by a special proposal of the Shareholders at a general meeting.

With reference to the General Mandate, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant thereto.

4 AGM AND PROXY ARRANGEMENT

The form of proxy and the reply slip of the AGM are enclosed.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; for holders of Domestic Shares and Unlisted Foreign Shares, the form of proxy should be returned to the Company's headquarters and registered office in the PRC at 401-420, 4th Floor, Biomedical Park, 185 South Avenue, TEDA West District, Tianjin, PRC by personal delivery or by post, not less than 24 hours before the time fixed for holding the AGM (i.e. not later than 9:00 a.m. on Thursday, June 27, 2019) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the accompanying reply slip to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for Shareholders of H Shares) or to the Company's headquarters and registered office in the PRC at 401-420, 4th Floor, Biomedical Park, 185 South Avenue, TEDA West District, Tianjin, PRC (for Shareholders of Domestic Shares and Unlisted Foreign Shares) on or before Thursday, June 6, 2019.

5 VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company shall publish the poll results announcement in the manner prescribed under Rule 13.39(5) of the Listing Rules. Accordingly, the chairman of the AGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the AGM.

6 RECOMMENDATION

The Board considers that all the resolutions proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these proposed resolutions at the AGM.

For and on behalf of the Board
CanSino Biologics Inc.
Xuefeng YU
Chairman

CanSino Biologics Inc.
康希諾生物股份公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 6185)

NOTICE OF 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2018 annual general meeting (the "**AGM**") of CanSino Biologics Inc. (the "**Company**") will be held at Room Pacific B, Pan Pacific Hotel Tianjin, No.1 Zhangzizhong Road, Hongqiao District, Tianjin, China on Friday, June 28, 2019 at 9:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the proposed appointment of Mr. Zhi XIAO as non-executive director of the Company (the "**Director**").

2. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian LLP, Beijing Branch (普華永道中天會計師事務所(特殊普通合夥)北京分所) and PricewaterhouseCoopers as the domestic auditor and overseas auditor for 2019 respectively and authorize the board of Directors (the "**Board**") to fix their remunerations.

3. To consider and approve the new credit applications in an aggregate amount of up to RMB500 million or the equivalent in other currencies.

SPECIAL RESOLUTION

4. To grant a general mandate to the Board to issue, allot and deal with additional domestic shares, unlisted foreign shares and H shares not exceeding 20% of each of the total number of the domestic shares, unlisted foreign shares and H shares respectively in issue, and to authorize the Board to make amendments to the articles of association of the Company as it thinks fit so as to reflect the new share capital structure upon the issue or allotment of additional shares pursuant to such mandate.

For and on behalf of the Board
CanSino Biologics Inc.
Xuefeng YU
Chairman

Hong Kong, May 13, 2019

Notes:

1. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at www.cansinotech.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.

2. Any shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.

3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's headquarters and registered office in the PRC (for holders of domestic shares and unlisted foreign shares) or the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H shares), at least 24 hours before the AGM (i.e. before 9:00 a.m. on June 27, 2019) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wish.

4. For the purpose of determining the list of holders of H shares who are entitled to attend the AGM, the H share register of members of the Company will be closed from Wednesday, May 29, 2019 to Friday, June 28, 2019, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of the shares shall ensure all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, May 28, 2019 for registration.

5. In case of joint shareholders, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

6. Shareholders intending to attend the AGM in person or by their proxies should return the reply slip for attending the AGM by personal delivery or by post to the Company's headquarters and registered office in the PRC (for holders of domestic shares and unlisted foreign shares) or the Company's H share registrar, Computershare Hong Kong Investor Services Limited (for holders of H shares) on or before Thursday, June 6, 2019.

7. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.

8. A shareholder or his/her proxy should produce proof of identity when attending the AGM.

As at the date of this notice, the Board of Directors comprises Dr. Xuefeng YU, Dr. Shou Bai CHAO, Dr. Tao ZHU and Dr. Dongxu QIU as executive Directors, Mr. Qiang XU, Mr. Liang LIN, Ms. Nisa Bernice Wing-Yu LEUNG and Dr. Zheng YIN as non-executive Directors, and Mr. Shiu Kwan Danny WAI, Ms. Zhu XIN, Dr. Luis BARRETO and Dr. Pierre Armand MORGON as independent non-executive Directors.