

NON-PRECEDENTIAL DECISION - SEE SUPERIOR COURT O.P. 65.37

CHONGQING KANGNING
BIOENGINEERING CO., LTD

Appellant

v.

CONREX PHARMACEUTICAL CORP.

: IN THE SUPERIOR COURT OF
: PENNSYLVANIA
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No. 1983 EDA 2025

Appeal from the Judgment Entered September 11, 2025
In the Court of Common Pleas of Chester County Civil Division at No(s):
2019-08925-CT

BEFORE: PANELLA, P.J.E., KING, J., and FORD ELLIOTT, P.J.E.*

MEMORANDUM BY KING, J.:

FILED OCTOBER 22, 2026

Appellant, Chongqing Kangning Bioengineering Co., Ltd. ("CKB"), appeals from the judgment entered in favor of Appellee, Conrex Pharmaceutical Corp. ("Conrex"), following a bench trial in this breach of contract action. We affirm.

This Court has previously set forth some of the relevant facts and procedural history of this case as follows:

In 2019, CKB [(a Chinese company)] sued [Conrex], a Pennsylvania Corporation, in Chester County. CKB brought counts for breach of contract, unjust enrichment, conversion, and account stated.

Conrex filed various counterclaims, and CKB preliminarily objected. The trial court ruled in favor of Conrex, and CKB appealed. Reversing, this Court dismissed Conrex's

* Retired Senior Judge assigned to the Superior Court.

counterclaims, because they were subject to arbitration. **See Chongqing Kangning Bioengineering Co., Ltd. v. Conrex Pharm. Corp.**, 253 A.3d 293 (Pa.Super. 2021) (non-precedential decision) [(**"Chongqing I"**)].

On November 5, 2021, the trial court, *sua sponte*, stayed this case to allow Conrex an opportunity to arbitrate counterclaims. Conrex elected not to do so. Three months later, on February 1, 2022, CKB deregistered under Chinese law. [The parties agree that deregistration under Chinese law is the equivalent of business dissolution under Pennsylvania law.] Then, in March of 2023, CKB moved to end the stay. The trial court lifted the stay and scheduled a bench trial for July 18, 2023.

According to CKB's counsel, he first learned of his client's deregistration a few days prior to trial. He informed Conrex's attorney and the trial court before the trial began. At the close of evidence, the court made no decision. Instead, it issued a rule to show cause directing CKB to demonstrate why Conrex "was not entitled to the relief requested." T.C.O., 7/21/23, at 1. The trial court explained [that the parties were directed to address the jurisdiction of the trial court to proceed in this matter following CKB's deregistration.] ...

CKB filed a response and included a footnote to amend the complaint to substitute CKB's Shareholders [Zou Xiaopng and Zhou Bangli] as the plaintiffs. ...

In addition, CKB indicated that Conrex never raised the issue of CKB's supposed lack of capacity to sue..., and therefore waived the issue raised in the show-cause order. Furthermore, CKB differentiated the question of subject-matter jurisdiction from the question of capacity to sue. It demonstrated that its causes of actions fell within the trial court's subject-matter jurisdiction, because they belonged to the class of cases that the trial court was competent to adjudicate. Lastly, CKB provided a "Foreign Law Opinion" from Yang Song, a Chinese attorney. Mr. Yang explained that, in his view, a deregistered Chinese company may continue actions to collect debts owed to it, via its former shareholders, acting as the real parties in interest.

Conrex answered that it contested subject-matter jurisdiction from the start of the lawsuit, because “this matter belongs in international arbitration in accordance with the parties’ Collaboration Agreement...” Conrex also claimed that CKB was no longer authorized to do business in its own country, let alone anywhere else. Because 15 Pa.C.S.A. § 411 requires foreign corporations to be registered with the Secretary of State of Pennsylvania to sue in this Commonwealth, Conrex agreed with the trial court’s suggestion that CKB could not pursue this action after it deregistered in China.

Regarding the motion to substitute Mr. Zou and Mr. Zhou as named-plaintiffs for CKB, Conrex argued that the Shareholders were strangers to the action who did not appear or verify any pleadings. It also claimed there was no evidence at trial proving CKB’s ownership structure. Hence, in Conrex’s view, Mr. Zou and Mr. Zhou could not show that they had standing to substitute for CKB.

The trial court heard oral argument on September 18, 2023. Three days later, the court entered an order entitled “DECISION,” which it said was issued “pursuant to its Rule issued July 21, 2023,” and dismissed CKB’s lawsuit “for failure to join an indispensable party.” The show-cause order never mentioned the issue of nonjoinder of indispensable parties, nor did the trial court explicitly say who those supposedly indispensable parties were. Seemingly, the court meant the Shareholders whom CKB moved to substitute in response to the rule to show cause. The trial court found that the Shareholders presented insufficient evidence to substitute themselves for CKB.

CKB, Mr. Zou, and Mr. Zhou...jointly appealed from the order.

Chongqing Kangning Bioengineering Co., Ltd. v. Conrex Pharmaceutical Corp., 327 A.3d 209, 212-13 (Pa.Super. 2024) (“***Chongqing II***”) (some internal citations omitted).

On appeal, this Court reversed and remanded, concluding that CKB’s

“deregistration had no impact upon the trial court’s retention of subject-matter jurisdiction.” ***Id.*** at 217. This Court held that “CKB continues to exist under Pennsylvania law for the limited purpose of prosecuting this case and, thus retains its rights and standing as the plaintiff. Because CKB still exists for the duration of this litigation, the trial court mistakenly held that CKB failed to join the Shareholders as indispensable parties to replace itself.” ***Id.*** Thus, this Court “remanded with instructions for the trial court to issue a non-jury decision resolving the factual and legal questions that the parties presented at trial.” ***Id.*** at 218.

Upon remand, CKB filed a recusal motion on February 28, 2025. The court denied the recusal motion on April 17, 2025. On the same date, the court (by separate order), credited Conrex’s evidence presented at trial and found in favor of Conrex on all counts.

CKB timely filed post-trial motions on Monday April 28, 2025. The court heard oral argument on June 30, 2025. On July 7, 2025, the court denied post-trial relief. CKB filed a premature notice of appeal on July 18, 2025. On July 23, 2025, the court ordered CKB to file a concise statement of errors complained of on appeal pursuant to Pa.R.A.P. 1925(b), and CKB timely complied on August 8, 2025. On August 28, 2025, this Court directed CKB to file a *praecipe* for judgment to be entered on the verdict as orders granting or denying post-trial motions are interlocutory and not ordinarily appealable. ***See Prime Medica Assoc. v. Valley Forge Ins. Co.***, 970 A.2d 1149, 1154

n.6 (Pa.Super. 2009), *appeal denied*, 605 Pa. 688, 989 A.2d 918 (2010). Judgment was entered on September 11, 2025, and this Court subsequently discharged the rule to show cause.¹

CKB raises the following issues for our review:

Did the trial court err as a matter of law when it disregarded: (i) this Court's mandate with respect to [CKB's] continued existence to pursue its claims and/or (ii) this Court's holding in ***Chongqing II*** that 15 Pa.C.S.A. § 1978(a) recognizes [CKB's] continued existence for the limited purpose of pursuing its claims despite its deregistration under Chinese law.

Alternatively, whether the trial court erred as a matter of law when it failed to join [CKB's] two shareholders as indispensable parties when Pa.R.C.P. 1032 states that "the court shall order ... that the indispensable party be joined."

Whether the trial court's merits decision was misplaced as a matter of fact and law when it found against [CKB] on the account stated claim.

Alternatively, whether the trial court's merits decision was misplaced as a matter of fact and law when it found against [CKB] on the unjust enrichment claim.

Whether the trial court's April 17, 2025 recusal order was misplaced and the trial judge erred when he failed to recuse himself from the proceeding after he exemplified bias based on the national origin of [CKB] and its representatives.

(CKB's Brief at 5-6).

As a preliminary matter, we observe that Pennsylvania Rule of Appellate

¹ **See** Pa.R.A.P. 905(a)(5) (stating notice of appeal filed after announcement of determination but before entry of appealable order shall be treated as filed after such entry and on day thereof).

Procedure 1911 states: “The appellant shall request any transcript required under this chapter in the manner and make any necessary payment or deposit therefor in the amount and within the time prescribed by Rule 4001 *et seq.* of the Pennsylvania Rules of Judicial Administration.” Pa.R.A.P. 1911(a). “If the appellant fails to take the action required by these rules and the Pennsylvania Rules of Judicial Administration for the preparation of the transcript the appellate court may take such action as it deems appropriate, which may include dismissal of the appeal.” Pa.R.A.P. 1911(d).

This Court has explained:

The fundamental tool for appellate review is the official record of the events that occurred in the trial court. To ensure that an appellate court has the necessary records, the Pennsylvania Rules of Appellate Procedure provide for the transmission of a certified record from the trial court to the appellate court. The law of Pennsylvania is well settled that matters which are not of record cannot be considered on appeal. Thus, an appellate court is limited to considering only the materials in the certified record when resolving an issue. In this regard, our law is the same in both the civil and criminal context because, under the Pennsylvania Rules of Appellate Procedure, any document which is not part of the officially certified record is deemed non-existent—a deficiency which cannot be remedied merely by including copies of the missing documents in a brief or in the reproduced record. The emphasis on the certified record is necessary because, unless the trial court certifies a document as part of the official record, the appellate judiciary has no way of knowing whether that piece of evidence was duly presented to the trial court or whether it was produced for the first time on appeal and improperly inserted into the reproduced record. **Simply put, if a document is not in the certified record, the Superior Court may not consider it.**

This Court cannot meaningfully review claims raised on

appeal unless we are provided with a full and complete certified record. This requirement is not a mere “technicality” nor is this a question of whether we are empowered to complain *sua sponte* of lacunae in the record. **In the absence of an adequate certified record, there is no support for an appellant’s arguments and, thus, there is no basis on which relief could be granted.**

* * *

With regard to missing transcripts, the Rules of Appellate Procedure require an appellant to order and pay for any transcript necessary to permit resolution of the issues raised on appeal. Pa.R.A.P. 1911(a). ... **When the appellant or cross-appellant fails to conform to the requirements of Rule 1911, any claims that cannot be resolved in the absence of the necessary transcript or transcripts must be deemed waived for the purpose of appellate review. It is not proper for either the Pennsylvania Supreme Court or the Superior Court to order transcripts nor is it the responsibility of the appellate courts to obtain the necessary transcripts.**

Commonwealth v. Preston, 904 A.2d 1, 6-7 (Pa.Super. 2006) (*en banc*), *appeal denied*, 591 Pa. 663, 916 A.2d 632 (2007) (most internal citations omitted) (emphasis added).

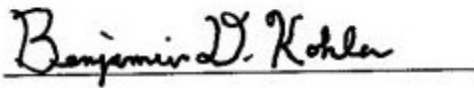
Instantly, on CKB’s notice of appeal, it requested only the transcript for the June 30, 2025 hearing on post-trial motions. Notably, CKB did not request production of, *inter alia*, the July 18, 2023 trial or the September 18, 2023 oral argument (concerning indispensable parties). In its reproduced record, CKB produces excerpts from the July 18, 2023 trial and the September 18, 2023 hearing (along with the June 30, 2025 hearing which, as noted, is in the certified record). Nevertheless, these are excerpts only such that we cannot review the full context of the claims CKB is asking us to review. Moreover,

we cannot review transcripts that are included in the reproduced record if they are not in the certified record. **See** Pa.R.A.P. 1921, *Note* (stating: “An appellate court may consider **only** the facts which have been duly certified in the record on appeal”) (emphasis added).

CKB’s failure to ensure that the certified record contains the relevant transcripts constitutes waiver and precludes this Court from conducting meaningful review of its issues.² **See** Pa.R.A.P. 1911(a), (d); **Preston, supra**. Accordingly, we affirm.

Judgment affirmed.

Judgment Entered.

A handwritten signature in cursive script that reads "Benjamin D. Kohler". The signature is written in dark ink and is positioned above a horizontal line.

Benjamin D. Kohler, Esq.
Prothonotary

Date: 10/22/2026

² In some instances, remand might be appropriate if there was an error in transmitting a portion of the certified record to this Court, as “[a]n appellant should not be denied appellate review if the failure to transmit the entire record was caused by an extraordinary breakdown in the judicial process.” **Preston, supra** at 8 (internal citation omitted). “However, if the appellant caused a delay or other problems in transmitting the certified record, then he or she is not entitled to relief and the judgment of the court below should be affirmed.” **Id.** Here, it was CKB’s failure to include the relevant transcripts that caused the incomplete record. Thus, we decline to remand in this case.