

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.



Uni-Bio Science Group Ltd. 聯康生物科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0690)

PROPOSED ISSUE OF SHARES UNDER GENERAL MANDATE

On 27 June 2016, the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for, an aggregate of 88,280,000 Subscription Shares at the Subscription Price of HK\$0.170 per Subscription Share.

The total number of 88,280,000 Subscription Shares to be allotted and issued under the Subscription represents (i) approximately 1.75% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 1.72% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares (assuming that there is no change in the issued share capital of the Company from the date of this announcement and up to Completion other than as a result of Subscription).

All the Subscription Shares are subject to a Lock-up Period of six months from the Completion Date.

The aggregate gross proceeds of the Subscription will be approximately HK\$15 million and the aggregate net proceeds of the Subscription, after deduction of expenses, are estimated to be approximately HK\$14.9 million, representing a net issue price of approximately HK\$0.169 per Subscription Share. It is proposed that the net proceeds from the Subscription will be used for development of future generations of its pipeline products, in-licensing new products for the PRC market, and general working capital.

The Board is pleased to announce that after trading hours on 27 June 2016, the Company and the Subscriber entered into the Subscription Agreement in relation to the Subscription, the principal terms of each of which are summarised below.

* For identification purpose only

SUBSCRIPTION AGREEMENT

Date : 27 June 2016

Issuer : The Company

Subscriber : PHIMATTELL PTE. LTD., a company incorporated in Singapore with limited liability. The Subscriber is principally engaged in investment holding.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Subscriber and its ultimate controlling shareholder(s) is an Independent Third Party.

Subscription Shares : Pursuant to the Subscription Agreement, the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for the Subscription Shares.

The 88,280,000 Subscription Shares (of an aggregate nominal value of HK\$882,800) to be allotted and issued under the Subscription represents (i) approximately 1.75% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 1.72% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares (assuming that there is no change in the issued share capital of the Company from the date of this announcement and up to Completion other than as a result of the Subscription).

Subscription Price : The Subscription Price is HK\$0.170 per Subscription Share, which represents:

- (i) a premium of approximately 3.03% to the closing price of HK\$0.165 per Share as quoted in the Stock Exchange on the Last Trading Day; and
- (ii) a premium of approximately 0.59% to the average of the closing price of HK\$0.169 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the Last Trading Day.

Payment : The Subscriber shall pay the aggregate Subscription Price of HK\$15,007,600 to the Company in cash upon Completion.

Conditions Precedent : Completion shall be subject to the following conditions being satisfied:

- (1) the Stock Exchange granting the approval for the listing of, and permission to deal in, the Subscription Shares; and
- (2) the Company having complied with the applicable requirements under the Listing Rules in respect of the Subscription.

Under the Subscription Agreement, the conditions precedent are not capable of being waived by either the Company or the Subscriber. If any of the above conditions have not been satisfied at or before 4:00 p.m. on 18 July 2016, the Subscription Agreement shall cease and determine, save and except for provisions governing the confidentiality obligations and other miscellaneous provisions.

- Completion Date : Completion of the Subscription shall take place on the 5th Business Day after the satisfaction of conditions precedent as referred to above (or such other date as may be agreed by the Company and the Subscriber in writing).
- Ranking : The Subscription Shares, when fully paid and allotted and issued, will rank pari passu in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Subscription Shares.
- Lock-up Undertaking : Under the Subscription Agreement, the Subscriber has undertaken that during a period of six months from the Completion Date (“**Lock-up Period**”), it shall not, without the prior written consent of the Company, transfer or otherwise dispose of nor enter into any memorandum or agreement to transfer or otherwise dispose of the Subscription Shares.

GENERAL MANDATE TO ISSUE THE SUBSCRIPTION SHARES

The Subscription Shares will be allotted and issued pursuant to the General Mandate granted to the Directors at the AGM held on 8 May 2015. Under the General Mandate, the Company is authorised to issue up to 983,786,536 new Shares until the revocation, variation or expiration of the General Mandate. The Company has not exercised the power to allot and issue any new shares of the Company pursuant to the General Mandate prior to the entering into of the Subscription Agreement.

The allotment and issue of the Subscription Shares is not subject to any additional Shareholders’ approval.

APPLICATION FOR LISTING

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

The Group is principally engaged in the research, development, manufacture and commercialisation of biopharmaceuticals through recombinant DNA and other technologies, focused on addressing high unmet medical needs in diseases such as diabetes, ophthalmology and dermatology via the development and commercialisation of innovative therapies.

The Directors are of the view that the Subscription can strengthen the financial position of the Group and provide working capital to the Group to meet any future development and obligations. The Subscription also represent a good opportunity to broaden the shareholders' base and the capital base of the Company. The Company understands that the Subscriber intends to hold a long-term interest in the Company and the Subscription would bring in the Subscriber as a strategic investor of the Company.

The aggregate gross proceeds of the Subscription will be approximately HK\$15,007,600 and the aggregate net proceeds of the Subscription, after deduction of expenses, are estimated to be approximately HK\$14,900,000, representing a net issue price of approximately HK\$0.169 per Subscription Share. It is intended that all net proceeds from the Subscription will be used for development of future generations of its pipeline products, in-licensing new products for the PRC market, and general working capital.

FUND RAISING ACTIVITIES IN THE PAST TWELVE-MONTHS

The Company has not carried out any fund raising activities during the 12 months immediately preceding the date of this announcement.

CHANGES IN SHAREHOLDING STRUCTURE

The shareholding structure of the Company as at the date of this announcement and the shareholding structure of the Company immediately after Completion (assuming that there is no change in the issued share capital of the Company from the date of this announcement and up to Completion (other than as a result of the Subscription) are set out below:

Shareholder	As at the date of this announcement		Immediately after Completion	
	No. of Shares	%	No. of Shares	%
Automatic Result Limited (<i>Note 1</i>)	932,256,532	18.46	932,256,532	18.15
Lord Profit Limited (<i>Note 2</i>)	914,576,010	18.11	914,576,010	17.80
Overseas Capital Assets Limited	657,180,000	13.02	657,180,000	12.79
Subscriber	—	—	88,280,000	1.72
Other Shareholders	2,545,017,587	50.41	2,545,017,587	49.54
Total	<u>5,049,030,129</u>	<u>100.00</u>	<u>5,137,310,129</u>	<u>100.00</u>

Notes:

- Automatic Result Limited is solely and beneficially owned by Mr. Tong Kit Shing, an executive Director.
- Lord Profit Limited is owned as to 90% by Mr. Kingsley Leung, an executive Director, and as to 10% by Mr. Tong Kit Shing, an executive Director.

Completion of the Subscription is subject to the fulfillment of the conditions precedent as set out in the paragraph headed “Subscription Agreement – Conditions Precedent” above. As the Subscription may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“AGM”	the annual general meeting of the Company held on 8 May 2015 at which, among other things, the General Mandate was granted to the Directors
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding a Saturday, Sunday or public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	Uni-Bio Science Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Completion”	completion of the Subscription
“Completion Date”	the day on which the completion of the Subscription shall take place and such day shall fall on the 5th Business Day after the satisfaction of the conditions precedent under the Subscription Agreement (or such other date as may be agreed by the Company and the Subscriber in writing)
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted to the Directors at the AGM to allot, issue or otherwise deal with additional shares in the capital of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	third party independent of the Company and the connected persons (as defined in the Listing Rules) of the Company
“Last Trading Day”	24 June 2016, being the full trading day of the Shares of the Company immediately prior to the date of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	PHIMATTELL PTE. LTD., a company incorporated in Singapore with limited liability
“Subscription”	the subscription of the Subscription Shares by the Subscriber under the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 27 June 2016 entered into between by the Company and the Subscriber in relation to the Subscription
“Subscription Price”	the subscription price of HK\$0.170 per Subscription Share
“Subscription Shares”	the 88,280,000 new Shares to be allotted and issued to the Subscriber under the Subscription Agreement and each, a “Subscription Share”
“%”	per cent.

By order of the Board
Uni-Bio Science Group Limited
TONG Kit Shing
Chairman

Hong Kong, 27 June 2016

As at the date of this announcement, the Board comprises two executive Directors, namely, Mr. Tong Kit Shing (Chairman) and Mr. Kingsley Leung; and three independent non-executive Directors, namely, Dr. Carl Aslan Jason Morton Firth, Mr. Zhao Zhi Gang and Mr. Chow Kai Ming.