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

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Uni-Bio Science Group Limited (“Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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**UNI-BIO SCIENCE GROUP LIMITED****聯康生物科技集團有限公司\****(Incorporated in the Cayman Islands with limited liability)***(Stock code: 0690)****GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at Room 2401-2, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Friday, 23 June 2017 (“Annual General Meeting”) is set out on pages AGM-1 to AGM-6 of this circular.

If you do not intend to attend and vote at the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

28 April 2017

\* For identification purpose only

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company convened to be held at Room 2401-2, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Friday, 23 June 2017 and any adjournment thereof, the notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Uni-Bio Science Group Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries

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## DEFINITIONS

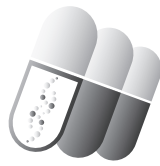
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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares the aggregate amount of which shall not exceed 10% of the number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
“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 (or where there is any alteration to the nominal value of such share(s) after the passing of the relevant resolution(s) at the Annual General Meeting, share(s) of such new nominal value in the share capital of the Company)
“Shareholder(s)”	holder(s) for the time being of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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聯康集團  
Uni-Bio Science

**UNI-BIO SCIENCE GROUP LIMITED**

聯康生物科技集團有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 0690)**

*Executive Directors:*

Mr. Kingsley Leung (*Chairman*)

Mr. Chen Dawei (*Vice-Chairman*)

*Independent non-executive Directors:*

Dr. Carl Aslan Jason Morton Firth

Mr. Zhao Zhi Gang

Mr. Chow Kai Ming

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong:*

Room 3006, 30/F

The Centrium

60 Wyndham Street

Central

Hong Kong

28 April 2017

*To the Shareholders*

Dear Sir or Madam,

**GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

The purposes of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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Resolutions to be proposed at the Annual General Meeting, in addition to other ordinary businesses, include (a) ordinary resolutions on the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate, and (b) ordinary resolutions relating to the proposed re-election of the Directors.

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve the grant of new general mandates to the Directors:

- (a) to allot, issue or deal with Shares of up to 20% of the total number of issued Shares on the date of passing such resolution (i.e. up to 1,027,497,629 Shares assuming that the total number of Shares in issue remains the same at 5,137,488,147 Shares from the Latest Practicable Date up to the date of passing such resolution);
- (b) to purchase Shares on the Stock Exchange of up to 10% of the total number of issued Shares on the date of passing such resolution (i.e. up to 513,748,814 Shares assuming that the total number of Shares in issue remains the same at 5,137,488,147 Shares from the Latest Practicable Date up to the date of passing such resolution); and
- (c) to extend the General Mandate by an amount representing the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The General Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions numbered 4 and 5 in the notice of the Annual General Meeting as set out on pages AGM-1 to AGM-6 of this circular. With reference to the General Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

An explanatory statement containing information necessary to enable the Shareholders to make an informed decision on the proposed resolution for the grant of the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### RETIREMENT AND RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises two executive Directors, namely, Mr. Kingsley Leung and Mr. Chen Dawei, and three independent non-executive Directors, namely, Dr. Carl Aslan Jason Morton Firth, Mr. Zhao Zhi Gang and Mr. Chow Kai Ming.

Pursuant to Article 87(1) of the Articles, at each annual general meeting, one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Pursuant to Article 87(2) of the Articles, a retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Pursuant to Article 86(3) of the Articles, any Director so appointed by the Board either to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In accordance with Articles 87(1) and 87(2) of the Articles, each of Mr. Kingsley Leung and Mr. Chow Kai Ming will retire by rotation and, being eligible, will offer himself for re-election at the Annual General Meeting. In accordance with Article 86(3) of the Articles, Mr. Chen Dawei shall hold office only until the Annual General Meeting, and being eligible, will offer himself for re-election at the Annual General Meeting.

Biographical information of each of Mr. Kingsley Leung, Mr. Chow Kai Ming and Mr. Chen Dawei, who are proposed to be re-elected at the Annual General Meeting, is set out in Appendix II to this circular.

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## **LETTER FROM THE BOARD**

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### **ANNUAL GENERAL MEETING**

Set out on pages AGM-1 to AGM-6 of this circular is a notice convening the Annual General Meeting at which, among other proposed resolutions, ordinary resolutions will be proposed to approve the following:

- (a) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and
- (b) the proposed re-election of Directors.

If you do not intend to attend and vote at the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the Annual General Meeting.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the grant of the General Mandate, the Repurchase Mandate, the Extension Mandate and the proposed re-election of Directors are in the best interests of the Company and its Shareholders and recommend the Shareholders to vote for the relevant resolutions set out in the notice of the Annual General Meeting.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I and Appendix II to this circular.

Yours faithfully,  
On behalf of the Board  
**Uni-Bio Science Group Limited**  
**Kingsley Leung**  
*Chairman*

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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.*

### **1.      LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing is on the Main Board of the Stock Exchange to repurchase their shares on the Main Board of the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such a company must be approved in advance by an ordinary resolution of the shareholders, either by way of a general mandate or by specific approval of a specific transaction.

### **2.      SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 5,137,488,147 Shares in issue.

Subject to the passing of the resolution for the grant of the Repurchase Mandate (resolution numbered 5 as set out in the notice convening the Annual General Meeting contained in this circular), and assuming that no new Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 513,748,814 Shares.

### **3.      REASONS FOR THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

### **4.      FUNDING OF REPURCHASES**

Repurchases must be paid out of funds legally available for the purpose and in accordance with the Articles, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules. A listed company is prohibited from repurchasing its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Cayman Islands law, any repurchases by the Company may only be made out of profits or share premium account of the Company or out of the proceeds of a fresh issue of shares made for the purpose of repurchase or, if authorised by the Articles and subject to the Companies Law, out of capital. Any premium payable on a purchase over the par value of the shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Law, out of capital.

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**5.      MATERIAL ADVERSE IMPACT OF REPURCHASES**

On the basis of the current financial position of the Company and taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2016, being the date to which the last audited accounts of the Company were made up. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**6.      SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the following months were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2016</b>		
April	0.154	0.154
May	0.154	0.154
June	0.185	0.151
July	0.192	0.141
August	0.208	0.166
September	0.196	0.165
October	0.176	0.156
November	0.179	0.152
December	0.168	0.146
<b>2017</b>		
January	0.171	0.148
February	0.170	0.143
March	0.165	0.127
April ( <i>Up to the Latest Practicable Date</i> )	0.153	0.135

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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**7.      UNDERTAKINGS AND DISCLOSURE OF INTERESTS**

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate, in the event that the Repurchase Mandate is approved at the Annual General Meeting by the Shareholders.

**8.      CORE CONNECTED PERSONS**

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company and no such person has undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved at the Annual General Meeting by the Shareholders.

**9.      THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeover Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders were interested in more than 10% of the Shares then in issue:

<b>Name</b>	<b>Number of Shares</b>	<b>Percentage holding</b>
(1) Automatic Result Limited	616,301,016 <i>(Note 1)</i>	12.00%
(2) Lord Profit Limited	914,576,010 <i>(Note 2)</i>	<u>17.80%</u>
		29.80%
(3) Overseas Capital Assets Limited	657,180,000 <i>(Note 3)</i>	12.79%

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**APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*Notes:*

1. Entire issued share capital of Automatic Result Limited is held by a family trust of the Leung's Family of which Mr. Kingsley Leung, an executive Director is one of the discretionary objects.
2. Lord Profit Limited is solely and beneficially owned by Mr. Kingsley Leung, an executive Director.
3. Based on the individual substantial shareholder notice of Overseas Capital Assets Limited filed on 19 June 2014, Overseas Capital Assets Limited held 657,180,000 Shares and was wholly owned by He Rufeng.

In the event the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above shareholders in the issued shares of the Company would be increased to:

<b>Name</b>	<b>Percentage holding</b>
(1) Automatic Result Limited	13.33%
(2) Lord Profit Limited	<u>19.78%</u>
	33.11%
(3) Overseas Capital Assets Limited	14.21%

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in any Shareholder or group of Shareholder acting in concert being obliged to make a mandatory offer under rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

**10. SHARES REPURCHASE MADE BY THE COMPANY**

In the six months immediately preceding the Latest Practicable Date, the Company had not repurchased any Shares on the Stock Exchange or otherwise.

*Set out below are the biographical details of the Directors, who being eligible, will offer themselves for re-election at the Annual General Meeting:*

**Mr. Kingsley LEUNG**, (“**Mr. Leung**”) aged 30, was appointed as an executive Director on 28 February 2014. Mr. Leung joined the Company on 8 July 2013 as business development manager. Mr. Leung graduated with honours with a bachelor’s degree in Biochemistry from Imperial College London in July 2008 and obtained a master’s degree in Pharmacology from the University of Oxford in September 2009. Mr. Leung is currently a Chartered Financial Analyst and a member of The Hong Kong Society of Financial Analysts. He also holds a Professional Diploma in Corporate Governance and Directorship and is an associate member of the Hong Kong Institute of Directors. He is currently admitted to Tsinghua-INSEAD Executive MBA Programme. Mr. Leung has extensive experience in investment banking and business development in the biotechnology industry.

Mr. Leung is a director of Lord Profit Limited, a substantial shareholder of the Company. Lord Profit Limited is solely and beneficially owned Mr. Leung. Also the entire issued share capital of another substantial shareholder of the Company, Automatic Result Limited is held by a family trust of the Leung’s family, of which Mr. Leung is one of the discretionary objects.

As at the Latest Practicable Date save as disclosed above, Mr. Leung has not held any other major appointment and qualifications or directorship in other listed company in the last three years, nor does he have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. Save as mentioned above, Mr. Leung does not hold other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Leung was interested in 1,530,877,026 Shares and underlying shares of the Company through his interest in Lord Profit Limited and Automatic Result Limited within the meaning of Part XV of the SFO.

Pursuant to the service agreement entered into between the Company and Mr. Leung, Mr. Leung is appointed as an executive Director for a fixed term of 3 years renewal from 28 February 2017 and he is subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Articles. Mr. Leung is entitled to a monthly remuneration of HK\$92,000 and an annual discretionary bonus to be determined by the Board. Mr. Leung’s remuneration is determined with reference to his responsibilities, the Company’s remuneration policy and the prevailing market conditions.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Leung that need to be brought to the attention of the Shareholders.

**Mr. CHOW Kai Ming** (“**Mr. Chow**”), aged 51, has been appointed as an independent non-executive director of the Company with effect from 1 April 2016. He has more than 26 years of experience in financial management, auditing and tax planning in accounting firm. He holds a Master Degree in Business Administration from Heriot-Watt University and he is a fellow member of Hong Kong Institute of Certified Public Accountants – Practising since 1994. He is also a fellow member of the Association of Chartered Certified Accountants since 1997, the Taxation Institute of Hong Kong since 1999 and certified Tax Advisor since 2010.

As at the Latest Practicable Date, save as disclosed above, Mr. Chow did not hold any other major appointment and qualification or directorship in other listed company in the last three years, nor did he have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. Save as mentioned above, Mr. Chow did not hold other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Chow was interested in 1,780,000 underlying Shares through his interest in the share options held by him for the purpose of Part XV of the SFO.

Pursuant to the appointment letter entered into between Mr. Chow and the Company, Mr. Chow is appointed for a fixed term of 3 years from 1 April 2016 and he is subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Articles and is entitled to an annual director’s fee of HK\$240,000 under the prevailing terms.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Chow that need to be brought to the attention of the Shareholders.

**Mr. CHEN Dawei** (“**Mr. Chen**”) aged 47, was appointed as an executive Director on 13 January 2017. Mr. Chen obtained an Executive Master’s Degree in Business Administration (major in China-America Finance) from Peking University and a Master’s Degree in Business Administration from the National University of Singapore. Mr. Chen has over 20 years of experience in enterprise management, capital market and merger and acquisition. He had been the chairman, chief executive officer, executive director and vice-chairman of China Everbright Water Limited (formerly known as HanKore Environment Tech Group Limited) from May 2011 to February 2016, the shares of which are listed on the Main Board of the Singapore Exchange Limited and the sole water business platform of China Everbright Group Ltd. He is currently the executive partner of a Chinese equity investment fund and the chairman of a Singapore capital management company.

Save as disclosed above, Mr. Chen did not hold any other major appointment and qualification or directorship in other listed company in the last three years, nor did he have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. Save as mentioned above, Mr. Chen did not hold other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Chen was interested in 315,955,516 Shares and underlying Shares within the meaning of Part XV of the SFO.

Pursuant to the service agreement entered into between the Company and Mr. Chen, Mr. Chen was appointed as an executive Director for a term: (1)(a) in the event that the Company has obtained the necessary approval(s) under the Listing Rules (including Shareholders’ approval) on or before 30 June 2017, a term of 5 years commencing on 13 January 2017; or (b) in the event that Company has not obtained the necessary approval(s) under the Listing Rules (including Shareholders’ approval) on or before 30 June 2017, a term of 3 years commencing on 13 January 2017, and is subject to retirement and re-election in accordance with the articles of association of the Company; and (2) entitled to a monthly salary of HK\$50,000 and an annual discretionary bonus to be determined by the Board.

In addition, under the terms of the service agreement entered into between the Company and Mr. Chen, for every 12 months in which Mr. Chen served as an executive Director, the Company will, as additional benefit and free of payment by Mr. Chen, allot and issue 15,000,000 service Shares (“Service Shares”) to Mr. Chen. Mr. Chen shall not be entitled to any pro rata entitlement of the relevant Service Shares in the event he failed to serve as an executive Director for each such 12 months in full.



The service Shares Issue is subject to the fulfillment of the following conditions precedent on or before 30 June 2017:

- (a) the Company having obtained all necessary consents and approvals in connection with the allotment and issue of the Service Shares to Mr. Chen in accordance with the terms of the service agreement (including but not limited to the Shareholders having passed the necessary resolution at an extraordinary general meeting of the Company); and
- (b) the Stock Exchange granting the listing of, and permission to deal in, the Service Shares.

The Service Shares will be issued pursuant to the specific mandate to be sought from the Shareholders at an extraordinary general meeting of the Company. Application will be made to the Stock Exchange for the listing and dealing of the Service Shares.

The above conditions precedent are not capable of being waived by any parties to Mr. Chen's service agreement. If they are not satisfied by 30 June 2017, no Service Shares will be allotted and issued to Mr. Chen, and the other terms of his service agreement shall continue to apply.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Chen that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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聯康集團  
Uni-Bio Science

### UNI-BIO SCIENCE GROUP LIMITED

聯康生物科技集團有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 0690)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Uni-Bio Science Group Limited (“**Company**”) will be held at Room 2401-2, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong, at 10:00 a.m. on Friday, 23 June 2017 to consider and, if thought fit, transact the following businesses:

1. to receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) of the Company and the auditors of the Company for the year ended 31 December 2016;
2. to re-elect the retiring Directors (namely, Mr. Kingsley Leung, Mr. Chow Kai Ming and Mr. Chen Dawei) each as a separate resolution, and to authorise the board (“**Board**”) of Directors to fix the remuneration of the Directors;
3. to consider the re-appointment of Deloitte Touche Tohmatsu as the auditors of the Company for the year ending 31 December 2017 and to authorise the Board to fix its remuneration;

and, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

4. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable law, the exercise by the directors (“**Directors**”) of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (“**Shares**”) in the capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to

\* For identification purpose only

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subscribe for or are convertible into Shares) which would require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
  - (ii) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company from time to time;
  - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (“**Articles of Association**”) and other relevant regulations in force from time to time;
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed the aggregate of:

- (aa) 20% of the number of issued Shares as at the date of the passing of this resolution; and

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- (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares as at the date of the passing of this resolution), and the said approval shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
- (e) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (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 any applicable law of the Cayman Islands to be held; or
- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligation under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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5. **“THAT:**
- (a) subject to paragraph (b) below, the exercise by the directors (**“Directors”**) of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase the shares (**“Shares”**) in the share capital of the Company on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (**“SFC”**) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;
  - (b) total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
  - (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
  - (d) for the purposes of this resolution, **“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:
    - (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 of the Company, the Companies Law or any other applicable law of the Cayman Islands to be held; or
    - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company (“**Directors**”) to allot, issue and deal with the unissued shares of the Company pursuant to the resolution numbered 4 above be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such mandate of an amount representing the aggregate number of shares of the Company purchased by the Company pursuant to or in accordance with the authority granted under the resolution numbered 5 above.”

On behalf of the Board  
**Uni-Bio Science Group Limited**  
**Kingsley Leung**  
*Chairman*

28 April 2017

*Principal place of business in Hong Kong:*

Room 3006, 30/F  
The Centrium  
60 Wyndham Street  
Central  
Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. The record date for determining shareholders' right to attend and vote at the Annual General Meeting will be 19 June 2017. Shareholders who are entitled to attend and vote at the Annual General Meeting are those whose names appear on the Register of Members of the Company as at the close of business on 19 June 2017. In order to qualify for attending and voting at the Annual General Meeting, all property completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 pm on 19 June 2017.
2. A member of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares ("Shares") of the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the meeting convened by the above notice. A proxy need not be a member of the Company.
3. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal, or under the hand of an office or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time for holding of the above meeting or adjourned meeting.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions as set out in this notice to be put to vote at the meeting will be decided by way of poll.

*As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Kingsley Leung (Chairman) and Mr. Chen Dawei (Vice-Chairman), and three independent non-executive Directors, namely, Dr. Carl Aslan Jason Morton Firth, Mr. Zhao Zhi Gang and Mr. Chow Kai Ming.*