THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this prospectus or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, 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 prospectus and the accompanying form of proxy to the purchaser, the transferee or to the bank, licensed securities, dealer registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

A copy of each of the Prospectus Documents, together with the written consent referred to in the paragraph headed "Expert and Consent" in Appendix IV to this prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance. Neither the Securities and Futures Commission nor the Registrar of Companies in Hong Kong takes any responsibility as to the contents of any of the Prospectus Documents.

Subject to the grant of the listing of, and permission to deal in, the Offer Shares, the Bonus Shares and the Warrant Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares, the Bonus Shares and the Warrant Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares, the Bonus Shares and the Warrant Shares on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

聯康生物科技集團有限公司*

Uni-Bio Science Group Limited

(Incorporated in the Cayman Islands with limited liability)

(stock code: 690)

OPEN OFFER ON THE BASIS OF 1 OFFER SHARE FOR EVERY 1 EXISTING SHARE HELD ON THE RECORD DATE WITH THE BONUS ISSUE ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 OFFER SHARE TAKEN UP AND 1 BONUS WARRANT FOR EVERY 2 OFFER SHARES TAKEN UP UNDER THE OPEN OFFER AND CHANGE IN BOARD LOT SIZE

Underwriters

Lord Profit Limited and Prominence Financials Limited

Terms used in this cover page have the same meanings as defined in this prospectus.

The Open Offer with the Bonus Issue are conditional upon certain conditions being fulfilled. Please refer to the sub-section headed "Terms of the Open Offer with the Bonus Issue - Conditions of the Bonus Offer with the Bonus Issue" under the section headed "Letter from the Board" on pages 12 to 35 in this prospectus.

It should be noted that the Underwriting Agreement contains provisions granting the Underwriters the right to terminate the obligations of the Underwriter thereunder on the occurrence of certain events. These certain events are set out in the section headed "Termination of the Underwriting Agreement" on pages 10 to 11 of this prospectus. If the Underwriting Agreement is terminated by the Underwriters or does not become unconditional, the Open Offer and the Bonus Issue will not proceed.

The latest time for acceptance of and payment for the Offer Shares and the latest time for application for the excess Offer Shares are at 4:00 p.m. on Tuesday, 24 September 2013. The procedures for application and payment for the Offer Shares are set out on page 20 of this prospectus and the procedures for application and payment for the excess Offer Shares are set out on pages 21 to 22 of this prospectus.

* *For identification purpose only*

9 September 2013

CONTENTS

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

"acting in concert"	has the meaning ascribed to it under the Takeovers Code
"Announcement"	the announcement of the Company dated 10 July 2013 in relation to, among other matters, the Underwriting Agreement, the Open Offer with the Bonus Issue and the Whitewash Waiver
"Application Form(s)"	the form(s) of application in respect of the Offer Shares for assured allotments of the Qualifying Shareholder(s)
"ARL Undertaking"	the undertaking in relation to the acceptance of the Committed Shares signed by Automatic Result and delivered to the Company as one of the conditions precedent to the obligations of the Underwriters to underwrite the Underwritten Shares under the Underwriting Agreement pursuant to the Underwriting Agreement
"Articles of Association"	the articles of association of the Company, as amended from time to time
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Automatic Result"	Automatic Result Limited, a company incorporated in the British Virgin Islands with limited liability, which is solely owned by Mr. Tong and of which Mr. Liu is the sole director
"Board"	the board of Directors
"Bonus Issue"	the issue of the Bonus Shares and the Bonus Warrants pursuant to the terms and conditions of the Underwriting Agreement
"Bonus Share(s)"	the bonus Share(s) to be issued (for no additional payment) to the first holder of the Offer Shares on the basis of one Bonus Share for every one Offer Share taken up under the Open Offer subject to the terms and conditions set out in the Underwriting Agreement and the Prospectus Documents

"Bonus Warrant(s)"	the bonus warrant(s) to be issued by the Company to the first holder of the Offer Shares on the basis of one Bonus Warrant for every two Offer Shares taken up under the Open Offer, conferring rights on the holder(s) thereof to subscribe for the Warrant Share(s) at the Exercise Price
"Business Day"	a day, other than Saturday or a day on which a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 4:00 p.m. on which banks generally are open for business in Hong Kong
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Committed Shares"	being the 302,918,844 Offer Shares which Automatic Result has irrevocably undertaken to accept as assured allotment under the Open Offer pursuant to the ARL Undertaking (representing the Open Offer to be allotted to Automatic Result on assured basis)
"Company"	Uni-Bio Science Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
"Completion"	completion of the Open Offer
"Circular"	the circular of the Company dated 13 August 2013 in relation to, among other matters, the Open Offer with the Bonus Issue and the Whitewash Waiver
"Director(s)"	the director(s) of the Company
"Effective Price"	HK$0.08 per Offer Share, being the effective price for each Offer Share taking into account of one nil paid Bonus Share being issued with one fully paid Offer Share
"EGM"	the extraordinary general meeting of the Company held on 29 August 2013 at which resolutions approving (i) the Underwriting Agreement, the Open Offer with the Bonus Issue and (ii) the Whitewash Waiver were passed

"Excess Application Form(s)"	the form(s) of application in respect of the Offer Shares in excess of the respective assured allotments of the Qualifying Shareholder(s)
"Excluded Shareholders"	the Overseas Shareholders whom the Board, based on legal opinions provided by legal advisers if the Board considers it necessary or expedient not to offer the Offer Shares to such Shareholders on account either of legal restrictions under the laws of relevant place or the requirements of the relevant regulatory body or stock exchange in that place
"Executive"	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any of his delegates
"Exercise Price"	the price payable for each Warrant Share on exercise of the subscription rights attaching to the Bonus Warrants, which is initially set at HK$0.20 per Warrant Share (subject to adjustments)
"Existing Share Options"	collectively, (a) the share options granted to certain eligible participants under the Share Option Scheme conferring the holders thereof the right to subscribe for up to 5,676,855 Shares at a subscription price of HK$4.51 per Share (subject to adjustments) as at the Latest Practicable Date; and (b) the share options granted to certain eligible participants under the Share Option Scheme conferring the holders thereof the right to subscribe for up to 73,500,000 Shares at a subscription price of HK$1.00 per Share (subject to adjustments) as at the Latest Practicable Date
"Group"	the Company and its subsidiaries from time to time
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Shareholders"	Shareholders other than Lord Profit and persons acting in concert with it (including Automatic Result) and those who are involved in or interested in the Underwriting Agreement, the ARL Undertaking, the Open Offer with the Bonus Issue and/or the Whitewash Waiver and their respective associates

"Independent Third Party"	party who is independent of and not connected with the Company and any of the directors, chief executive and substantial shareholders of the Company or any of its subsidiaries, or any of their respective associates
"Last Trading Day"	10 July 2013, being the date of the Underwriting Agreement
"Latest Practicable Date"	6 September 2013, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information referred to in this prospectus
"Latest Time for Acceptance"	4:00 p.m. on Tuesday, 24 September 2013 or such later time as may be agreed between the Company and the Underwriters, being the latest time for acceptance of the offer of the Offer Shares and application for the excess Offer Shares
"Latest Time for Termination"	4:00 p.m. on Friday, 27 September 2013 or such later time to be agreed between the Company and the Underwriters, being the latest time for the Underwriters to terminate the Underwriting Agreement
"Listing Committee"	the Listing Committee of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Lord Profit"	Lord Profit Limited, a company incorporated in the British Virgin Islands with limited liability and one of the Underwriters
"Mr. Liu"	Mr. Liu Guoyao, an executive Director and the sole director of Automatic Result
"Mr. Tong"	Mr. Tong Kit Shing, an executive Director, the chairman of the Board and the sole beneficial owner of Automatic Result
"Offer Shares"	1,564,846,293 new Shares to be issued by the Company pursuant to the Open Offer and each, an "Offer Share"

"Open Offer"	the issue of the Offer Shares by way of open offer on the basis of one Offer Share for every one existing Share to the Qualifying Shareholders on the terms set out in the Prospectus Documents
"Overseas Shareholder(s)"	the Shareholders with registered addresses (as shown in the register of members of the Company on the Record Date) which are outside Hong Kong
"PRC"	the People's Republic of China
"Prominence"	Prominence Financials Limited, a company incorporated in Hong Kong with limited liability and a licensed corporation to carry on business in Type 1 (dealing in securities) regulated activity under the SFO and one of the Underwriters. Based on the information provided by Prominence, Prominence is owned as to 99% by Beta Breakers Holdings Limited, a company incorporated in the British Virgin Islands, and as to 1% by Mr. Lam Wing Chak Victor. Beta Breakers Holdings Limited is wholly and ultimately beneficially owned by Mr. Lam Wing Chak Victor. The directors of Prominence are Mr. Lam Wing Chak Victor, Mr. Zhu Qianghong and Mr. Li Pou Hing Paul
"Prospectus Documents"	this prospectus, the Application Form(s) and the Excess Application Form(s)
"Prospectus Posting Date"	Monday, 9 September 2013 or such later date as may be agreed between the Company and the Underwriters, being the date of despatch of the Prospectus Documents
"Qualifying Shareholder(s)"	the Shareholder(s), other than the Excluded Shareholders, whose name(s) appear(s) on the register of members of the Company on the Record Date
"Record Date"	Friday, 6 September 2013 (or such other date as may be agreed between the Company and the Underwriters to determine entitlements to the Open Offer)
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

"Share(s)"	the existing ordinary share(s) of HK$0.01 each in the capital of the Company
"Share Option Scheme"	the share option scheme of the Company adopted on 22 September 2006
"Share Registrar"	the Hong Kong branch share registrar of the Company, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription Price"	the subscription price of HK$0.16 per Offer Share
"Supplemental Underwriting Agreement"	the supplemental agreement dated 31 July 2013 entered into between the Company and the Underwriters to amend certain terms of the Underwriting Agreement, details of which are set out in the announcement of the Company dated 31 July 2013
"Takeovers Code"	the Code on Takeovers and Mergers of Hong Kong
"Underwriters"	Lord Profit and Prominence
"Underwriting Agreement"	the underwriting agreement dated 10 July 2013 entered into between the Company and the Underwriters in relation to the Open Offer, as amended by the Supplemental Underwriting Agreement
"Underwritten Shares"	the Offer Shares other than the Committed Shares, being 1,261,927,449 Offer Shares to be underwritten by the Underwriters pursuant to the Underwriting Agreement
"Warrant Share(s)"	the new Share(s) to be issued by the Company upon exercise of the subscription rights attaching to the Bonus Warrant(s)

"Whitewash Waiver"	a waiver from the Executive pursuant to Note 1 on the dispensations from Rule 26 of the Takeovers Code in respect of the obligation of Lord Profit and parties acting in concert with it (including Mr. Tong, Mr. Liu and Automatic Result) to make a mandatory offer under Rule 26 of the Takeovers Code which would otherwise arise as a result of Lord Profit subscribing for and taking up of the Offer Shares and the Bonus Shares under the terms of the Underwriting Agreement and where applicable, the exercise of the subscription rights attaching to the Bonus Warrants
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

The expected timetable for the Open Offer set out below is indicative only. The expected timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

Event	**Time and Date**
Despatch of the Prospectus Documents	Monday, 9 September 2013
Latest Time for Acceptance of and payment for Offer Shares and for the excess Offer Shares	4:00 p.m. on Tuesday, 24 September 2013
Expected time for the Open Offer with the Bonus Issue to become unconditional	4:00 p.m. on Friday, 27 September 2013
Announcement of results of the Open Offer with the Bonus Issue to be published on the Stock Exchange website	Thursday, 3 October 2013
Despatch of certificates for the Offer Shares, the Bonus Shares and the Bonus Warrants	Friday, 4 October 2013
Despatch of refund cheques in respect of wholly or partly unsuccessful excess applications expected to be on or before	Friday, 4 October 2013
Dealings in the Offer Shares and the Bonus Shares commence	Monday, 7 October 2013
Effective date of change in board lot size from 10,000 Shares to 20,000 Shares	Monday, 7 October 2013
Designated broker starts to stand in the market to provide matching services for odd lot of Shares	9:00 a.m. on Monday, 7 October 2013
Last day for the designated broker to stand in the market to provide matching services for odd lot of Shares	4:00 p.m. on Monday, 28 October 2013

Note: All references to time in this prospectus are references to Hong Kong time.

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE OFFER SHARES

All times in this prospectus refer to Hong Kong time. If there is a 'black' rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on Tuesday, 24 September 2013, being the date of the Latest Time of Acceptance:

(i) at any time before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance will be postponed to 5:00 p.m. on the same Business Day; or

(ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

Under such circumstances, the dates mentioned in the expected timetable above (including, without limitation, the Latest Time for Termination) may be affected.

Dates or deadlines stated in this prospectus for events in the timetable are indicative only and may be extended or varied between the Company and the Underwriters. Any changes to the anticipated timetable for the Open Offer will be announced as appropriate.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriting Agreement contains provisions granting the Underwriters, by notice in writing, the right to terminate the Underwriters' obligations thereunder on the occurrence of certain events. The Underwriters may terminate the Underwriting Agreement on or before the Latest Time for Termination if prior to the Latest Time for Termination:

(1) in the reasonable opinion of the Underwriters, the success of the Open Offer would be materially and adversely affected by:

(a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or

(b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date thereof), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

(c) any material adverse change in the business or in the financial or trading position of the Group as a whole; or

(d) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or

(2) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs in Hong Kong, the United States or the PRC which in the reasonable opinion of the Underwriters makes it inexpedient or inadvisable to proceed with the Open Offer.

TERMINATION OF THE UNDERWRITING AGREEMENT

If the Underwriting Agreement is terminated by the Underwriters on or before the aforesaid deadline or does not become unconditional, the Underwriting Agreement shall terminate (save in respect of any rights and obligations which may accrue under the Underwriting Agreement prior to such termination) and neither the Company nor the Underwriters shall have any claim against the other party for costs, damages, compensation or otherwise and the Open Offer and the Bonus Issue will not proceed.

Pursuant to the Underwriting Agreement, the Underwriters are entitled by notice in writing to rescind the Underwriting Agreement if prior to the Latest Time for Termination:

(1) any material breach of any of the warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriters; or

(2) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties contained in the Underwriting Agreement untrue or incorrect in any material respect comes to the knowledge of the Underwriters.

If the Underwriting Agreement is terminated by the Underwriters on or before the aforesaid deadline or does not become unconditional, the Open Offer and the Bonus Issue will not proceed.

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

(Incorporated in the Cayman Islands with limited liability)
(stock code: 690)

Executive Directors:
Mr. Tong Kit Shing *(Chairman)*
Mr. Liu Guoyao
Mr. Leung Ka Chun

Independent non-executive Directors:
Mr. Tsao Hoi Ho, Terry
Mr. Lou Iok Kuong
Mr. Ng Pak Kin, Danny
Mr. Leung Wai Chung, Vincent

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
13th Floor, Public Bank Centre
120 Des Voeux Road Central
Hong Kong

9 September 2013

To the Qualifying Shareholders

Dear Sir or Madam,

OPEN OFFER ON THE BASIS OF 1 OFFER SHARE FOR EVERY 1 EXISTING SHARE HELD ON THE RECORD DATE WITH THE BONUS ISSUE ON THE BASIS OF 1 BONUS SHARE FOR EVERY 1 OFFER SHARE TAKEN UP AND 1 BONUS WARRANT FOR EVERY 2 OFFER SHARES TAKEN UP UNDER THE OPEN OFFER AND CHANGE IN BOARD LOT SIZE

INTRODUCTION

Reference is made to the Circular in relation to, among other matters, the Underwriting Agreement, the Open Offer with the Bonus Issue and the Whitewash Waiver.

On 10 July 2013, the Board announced that the Company proposed the Open Offer at the Subscription Price of HK$0.16 on the basis of one Offer Share for every one existing Share held on the Record Date with the Bonus Issue on the basis of one Bonus Share for every one Offer Share taken up and one Bonus Warrant for every two Offer Shares taken up.

* *For identification purpose only*

The Open Offer with the Bonus Issue is conditional on, among other things, the Whitewash Waiver being granted by the Executive and approved by the Independent Shareholders. On 27 August 2013, the Executive granted the Whitewash Waiver which was subject to, among other things, the approval of the Independent Shareholders by way of poll at the EGM. At the EGM held on 29 August 2013, the resolutions in respect of the Underwriting Agreement, Open Offer with the Bonus Issue and the Whitewash Waiver were duly passed by the Independent Shareholders by way of poll.

The purpose of this prospectus is to provide you with further information regarding details of the Open Offer with the Bonus Issue and certain information in respect of the Group.

TERMS OF THE OPEN OFFER WITH THE BONUS ISSUE

Issue statistics

Basis of the Open Offer	One Offer Share for every one existing Share held on the Record Date and payable in full on acceptance, together with one Bonus Share for every one Offer Share taken up and one Bonus Warrant for every two Offer Shares taken up
Subscription Price	HK$0.16 per Offer Share
Number of Shares in issue as at the Record Date	1,564,846,293 Shares
Outstanding derivatives, options, warrants, conversion rights or other similar rights which are convertible or exchangeable into Shares as at the Record Date	Existing Share Options attaching subscription right to subscribe for up to 79,176,855 Shares
Number of Offer Shares	1,564,846,293 Offer Shares The aggregate nominal value of the total Offer Shares is HK$15,648,462.93 The net subscription price for each Offer Share is approximately HK$0.155
Number of Bonus Shares	1,564,846,293 Bonus Shares to be issued to the first registered holder of the Offer Shares on the basis of one Bonus Share for every one Offer Share taken up under the Open Offer

	The aggregate nominal value of the total Bonus Shares is HK$15,648,462.93
Number of Bonus Warrants	782,423,146 Bonus Warrants to be issued to the first registered holder of the Offer Shares on the basis of one Bonus Warrant for every two Offer Shares taken up under the Open Offer
Amount raised before expenses	Approximately HK$250.4 million

The 1,564,846,293 Offer Shares and the 1,564,846,293 Bonus Shares to be allotted pursuant to the Open Offer with the Bonus Issue represent: (i) 200% of the issued share capital of the Company as at the Latest Practicable Date; (ii) approximately 66.67% of the enlarged issued share capital of the Company as enlarged by the allotment and issue of the Offer Shares and the Bonus Shares; and (iii) approximately 57.14% of the issued share capital of the Company as enlarged by the allotment and issue of the Offer Shares, the Bonus Shares and all the Warrant Shares.

As at the Latest Practicable Date, other than the Existing Share Options, the Company had no derivatives, options, warrants and conversion rights or other similar rights which would be convertible or exchangeable into Shares.

Subscription Price

The Subscription Price is HK$0.16 per Offer Share, payable in full when a Qualifying Shareholder accepts his/her/its allotment under the Open Offer.

Taking into account the Bonus Shares being issued with the Offer Shares, the Effective Price is HK$0.08 for each Offer Share.

The Subscription Price and the Effective Price respectively represent:

(1) a premium of approximately 1.27% and a discount of approximately 49.37% respectively to the closing price of HK$0.158 per Share as quoted on the Stock Exchange on the Last Trading Day;

(2) a premium of approximately 0.88% and a discount of approximately 49.56% respectively to the average closing price of HK$0.1586 per Share quoted on the Stock Exchange for the five trading days up and including the Last Trading Day;

(3) a discount of approximately 0.68% and a discount of approximately 50.34% respectively to the average closing price of HK$0.1611 per Share as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Day;

(4) a discount of approximately 70.15% and a discount of approximately 85.07% respectively to the audited consolidated net asset value per Share of approximately HK$0.536 as at 31 March 2013 (based on the audited consolidated net asset value of the Group over the number of Shares in issue as at 31 March 2013); and

(5) a premium of approximately 53.85% and a discount of approximately 23.07% respectively to the closing price of HK$0.104 per Share as at the Latest Practicable Date.

Taking into account the entitlement to the Bonus Shares, the Effective Price also represents a discount of approximately 24.53% to the theoretical ex-entitlement price of HK$0.106 based on the closing price of HK$0.158 per Share as quoted on the Stock Exchange on the Last Trading Day.

The Subscription Price was arrived at after arm's length negotiation between the Company and the Underwriters with reference to the prevailing market conditions and the recent trading price of the Shares.

Bonus Warrants

Subject to the conditions of the Open Offer, the Bonus Warrants will be issued to the first registered holder of the Offer Shares on the basis of one Bonus Warrant for every two Offer Shares taken up under the Open Offer.

On the basis of 1,564,846,293 Offer Shares, the Bonus Warrants to be issued will entitle the holders thereof to subscribe for 782,423,146 Warrant Shares at the Exercise Price of HK$0.20 (subject to adjustments) for each Warrant Share.

The subscription rights attaching to the Bonus Warrants may be exercised at any time between the date of issue of the Bonus Warrants and 3 years after the date of issue of the Bonus Warrants.

The Warrant Shares to be issued upon full exercise of the Bonus Warrants represent: (i) approximately 50% of the issued share capital of the Company as at the Record Date; (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the issue and allotment of the Offer Shares and the Bonus Shares; and (iii) approximately 14.29% of the issued share capital of the Company respectively as enlarged by the issue and allotment of the Offer Shares, the Bonus Shares and all the Warrant Shares.

The initial Exercise Price of HK$0.20 represents:

(1) a premium of approximately 26.58% over the closing price of HK$0.158 per Share as quoted on the Stock Exchange on the Last Trading Day;

(2) a premium of approximately 26.10% over the average closing price of HK$0.1586 per Share quoted on the Stock Exchange for the five trading days up and including the Last Trading Day;

(3) a premium of approximately 24.15% over the average closing price of HK$0.1611 per Share as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Day;

(4) a premium of approximately 88.68% over the theoretical ex-entitlement price of HK$0.106 based on the closing price of HK$0.158 per Share as quoted on the Stock Exchange on the Last Trading Day;

(5) a discount of approximately 62.7% to the audited net asset value per Share as at 31 March 2013 of approximately HK$0.536 per Share; and

(6) a premium of approximately 92.31% to the closing price of HK$0.104 per Share as at the Latest Practicable Date.

The Exercise Price was determined after arm's length negotiations between the Company and the Underwriters with reference to the prevailing market conditions and the recent trading price of the Shares, with a premium.

The Exercise Price and the aggregate number of Warrant Shares falling to be issued upon exercise of the Bonus Warrants are subject to adjustment upon occurrence of usual adjustment events arising as a result of changes in the share capital of the Company including consolidation or subdivision of Shares, capitalisation of profits or reserves, capital distributions or subsequent issue of securities in the Company at a discount to the then market price of the Shares. **For details of the adjustment events, please refer to Appendix III to this prospectus.**

Assuming all the Bonus Warrants are exercised, the estimated net proceeds of approximately HK$156.5 million will be raised. The net price per Warrant Share is approximately HK$0.20. It is intended that such net proceeds, if any, will be applied towards the general working capital of the Group.

A summary of the terms of the Bonus Warrants is set out in Appendix III to this prospectus.

Conditions of the Open Offer with the Bonus Issue

The Open Offer and the Bonus Issue are conditional upon the following conditions being fulfilled:

(1) the passing by the Independent Shareholders at the EGM by way of poll of an ordinary resolution to approve (i) the Open Offer (including, but not limited to, the exclusion of the offer of the Open Offer to the Excluded Shareholders); (ii) the Bonus Issue; (iii) the creation of the Bonus Warrants and the issue of the Warrant Shares by no later than the Prospectus Posting Date;

(2) the Executive granting the Whitewash Waiver to Lord Profit and the satisfaction of any condition attached to the Whitewash Waiver granted;

(3) the passing by the Independent Shareholders at the EGM by way of poll of an ordinary resolution to approve the Whitewash Waiver by no later than the Prospectus Posting Date;

(4) the Company obtaining the ARL Undertaking from Automatic Result on the date of the Underwriting Agreement;

(5) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in all the Offer Shares (in their fully-paid forms), the Bonus Shares and the Warrant Shares by no later than the Prospectus Posting Date;

(6) the filing and registration of all relevant documents with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date;

(7) the posting of the Prospectus Documents to Qualifying Shareholders on the Prospectus Posting Date; and

(8) the Underwriting Agreement not being terminated by the Underwriters pursuant to the terms thereof on or before the Latest Time of Termination.

None of the conditions precedent as set out above are capable of being waived by any party to the Underwriting Agreement. As at the Latest Practicable Date, except for conditions (5) to (8) above, the other conditions precedent had been fulfilled.

If the conditions precedent as set out above are not satisfied by the Latest Time for Acceptance (or such later time and/or date as the Underwriters may agree with the Company in writing), the Underwriting Agreement shall terminate (save for any rights or obligations which may accrue under the Underwriting Agreement prior to such termination) and no party will have any claim against any other party for costs, damages, compensation or otherwise.

Status of the Offer Shares, Bonus Shares and Warrant Shares

Each of the Offer Shares (when allotted, issued and fully paid), the Bonus Shares (when allotted, issued and credited as fully paid) and the Warrant Shares (when allotted, issued and fully paid upon exercise of the Bonus Warrants) will rank equally in all respects with the Shares in issue on the date of their respective allotment and issue and upon entering into the register of members of the Company. Holders of the Offer Shares, Bonus Shares and Warrant Shares will be entitled to receive all future dividends and distributions which are declared after the date of their respective allotment and issue and upon entering into the register of members of the Company (as the case may be).

Fractions of the Bonus Warrants

Fractional entitlements to the Bonus Warrants to the Shareholders taking up the Offer Shares not in an integral multiple of two will not be issued pursuant to the Underwriting Agreement.

Application for listing

The Company has applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Offer Shares, the Bonus Shares and the Warrant Shares.

No application has been or will be made for the listing of the Bonus Warrants on the Stock Exchange or any other stock exchange.

None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is proposed to be sought.

Subject to the grant of the listing of, and permission to deal in, the Offer Shares, the Bonus Shares and the Warrant Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares, the Bonus Shares and the Warrant Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares, the Bonus Shares and the Warrant Shares on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The Offer Shares, the Bonus Shares and the Warrant Shares will be traded in the same board lot size of the Shares, which will comprise of 20,000 Shares per board lot when trading of the Offer Shares and the Bonus Shares commence. Please refer to the section headed "Change in board lot size" in this Letter from the Board.

All necessary arrangements will be made to enable the Offer Shares, the Bonus Shares and the Warrant Shares in their fully-paid form to be admitted into CCASS.

Qualifying Shareholders

The Record Date is Friday, 6 September 2013. The last day of dealings in the Shares on a cum-entitlement basis is Friday, 30 August 2013. The Shares have been dealt in on an ex-entitlement basis from Monday, 2 September 2013. Only Shareholders (not being Excluded Shareholders) who were registered as a member of the Company as at the Record Date qualify for the Open Offer.

Save for Automatic Result, who has irrevocably undertaken to the Company to accept and pay for the Committed Shares to be allotted to it on an assured basis under the Open Offer, as at the Latest Practicable Date the Board has not received any information from any substantial Shareholders of their intention to take up the Offer Shares under the Open Offer.

Overseas Shareholders

The Prospectus Documents are not intended to be registered or filed under the applicable securities or equivalent legislation of any jurisdiction other than Hong Kong. Overseas Shareholders whose names appear on the register of members of the Company on the Record Date may not be eligible to take part in the Open Offer. Based on the register of members of the Company as at the Record Date, there were two Overseas Shareholders situated in the PRC.

The Company has complied with all necessary requirements specified in Rule 13.36(2)(a) of the Listing Rules (including notes 1 and 2 thereto) and has made enquiry with its legal advisers regarding the feasibility of extending the Open Offer with the Bonus Issue to the Overseas Shareholders under the laws of the relevant place and the requirements of the relevant regulatory body or the stock exchange.

Based on the advice and replies provided by the relevant foreign legal advisers, the Directors are of the view that it is expedient to extend the Open Offer with the Bonus Issue to the Overseas Shareholders in the PRC as there are no legal restrictions prohibiting the making of Open Offer with the Bonus Issue in such jurisdiction and no local legal or regulatory compliance is required to be made in such jurisdiction. Accordingly there are no Excluded Shareholders.

It is the responsibility of the Shareholders, including the Overseas Shareholders, to observe the local legal and regulatory requirements applicable to them for taking up and onward sale (if applicable) of the Offer Shares, the Bonus Shares, the Bonus Warrants or the Warrant Shares (as the case maybe).

Certificates of the Offer Shares, Bonus Shares, Bonus Warrants and refund cheques

Subject to the fulfilment of the conditions of the Open Offer, share certificates for the Offer Shares and the Bonus Shares and the certificates for the Bonus Warrants are expected to be posted on or before Friday, 4 October 2013 to those entitled thereto by ordinary post at their own risk. Refund cheques in respect of wholly or partially unsuccessful applications for excess Offer Shares are also expected to be posted on or before Friday, 4 October 2013 by post at their own risk.

Procedure for acceptance and payment for the Offer Shares

For each Qualifying Shareholder, an Application Form is enclosed with this prospectus which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Offer Shares shown thereon. If the Qualifying Shareholder(s) wish(es) to exercise his/their rights to subscribe for all the Offer Shares provisionally allotted to him/them, he/they must lodge the Application Form(s) in accordance with the instructions printed thereon, together with the remittance for the full amount payable on acceptance, with the Share Registrar at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, by no later than 4:00 p.m. on Tuesday, 24 September 2013 or such later time and/or date as may be agreed between the Company and the Underwriters.

All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**UNI-BIO SCIENCE GROUP LIMITED – OPEN OFFER**" and must be crossed "**Account Payee Only**".

It should be noted that unless the duly completed and signed Application Form, together with the appropriate remittance, have been lodged with the Registrar by not later than 4:00 p.m. on Tuesday, 24 September 2013, that assured allotments and all rights thereunder will be deemed to have been declined and will be cancelled.

The Application Form contains full information regarding the procedures to be followed if you wish to apply for a number of Offer Shares different from your assured allotments. The Application Form is for use only by the person(s) named therein and is not transferable.

All cheques or banker's cashier orders will be presented for payment upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Any application in respect of which the cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in that event the assured allotments and all rights thereunder will be deemed to have been declined and will be cancelled. No receipt will be issued in respect of any Application Form and of any application monies received.

If the conditions of the Open Offer with the Bonus Issue are not fulfilled and/or the Underwriting Agreement is terminated in accordance with its terms by the Latest Time for Termination, the application monies will be refunded, without interest, by sending a cheque made out to the applicant (or in the case of joint applicants, to the first named applicant) and crossed "**Account Payee Only**", to be despatched by ordinary post to their registered addresses and, in the case of joint applicants, to the registered address of the applicant whose name first appears on the register of members of the Company at the risk of such applicants as soon as practicable thereafter.

Qualifying Shareholders who do not take up the Offer Shares to which they are entitled should note that their shareholdings in the Company will be diluted.

Application for excess Offer Shares

Qualifying Shareholders are entitled to apply for Offer Shares in excess of their respective assured allotments by way of computing and lodging the Excess Application Forms.

If Excess Application Forms have been lodged in accordance with the terms of the Prospectus Documents, together with cheques or banker's cashier orders for the full amount payable in connection with the relevant applications which are honoured on first presentation, the Company shall accept such applications which are honoured on first presentation, provided that the Company shall only be obliged to accept applications for the aggregate number of the Offer Shares which shall not have been accepted under the Application Forms by the Qualifying Shareholders and, if that aggregate number is less than the number of Shares applied for under the relevant Excess Application Forms, the Company shall be entitled to determine on a fair and equitable basis (in accordance with the requirements of the Stock Exchange) which applications are to be accepted or rejected, after consulting with the Underwriters and on the following principles:

(1) preference will be given to applications for less than a board lot of Offer Shares where they appear to the Directors that such applications are made to round up odd-lot holdings to whole-lot holdings and that such applications are not made with intention to abuse the mechanism; and

(2) subject to availability of excess Offer Shares after allocation under principle (1) above, the excess Offer Shares will be allocated to the Qualifying Shareholders based on a sliding scale with reference to the number of the excess Offer Shares applied by them (i.e. Qualifying Shareholders applying for smaller number of Offer Shares will be allocated a higher percentage of the excess Offer Shares they have applied for whereas Qualifying Shareholders applying for larger number of Offer Shares will be allocated a lower percentage of the excess Offer Shares they have applied for (although they will still receive a greater number of Offer Shares than those applying for a smaller number) with board lot allocations to be made on a best effort basis. No reference will be made to Offer Shares comprised in applications by the application form for the Offer Shares or the existing number of Shares held by Qualifying Shareholders.

Shareholders with their Shares held by a nominee company should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, the Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Offer Shares will not be extended to beneficial owners individually. Shareholders and investors should consult their professional advisers if they are in any doubt as to their status.

Any Offer Shares not taken up by the Qualifying Shareholders and not taken by excess applications will be taken up by the Underwriters pursuant to the terms and conditions of the Underwriting Agreement.

If a Qualifying Shareholder wishes to apply for any excess Offer Shares in addition to his/her/its assured allotment, he/she/it must complete and sign the enclosed Excess Application Form in accordance with the instructions printed thereon and lodge it, together with a separate remittance for the amount payable on application in respect of the excess Offer Shares applied for, with the Share Registrar at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, by no later than 4:00 p.m. on Tuesday, 24 September 2013 or such later time and/or dates as may be agreed between the Company and the Underwriters.

All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or bankers cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**UNI-BIO SCIENCE GROUP LIMITED – EXCESS APPLICATION**" and must be crossed "**Account Payee Only**". An announcement of results of acceptance of and excess applications for the Offer Shares will be published on Thursday, 3 October 2013.

If no excess Offer Shares are allotted to the Qualifying Shareholders, cheque(s) for the amount tendered on application (without interest) is expected to be returned to such Qualifying Shareholders in full by ordinary post at their own risk to their registered addresses on or before Friday, 4 October 2013.

If the number of excess Offer Shares allotted to the Qualifying Shareholders is less than that applied for, cheque(s) for the surplus application monies, without interest, is also expected to be returned to them by ordinary post at their own risk to their registered addresses on or before Friday, 4 October 2013.

All cheques or cashier's orders will be presented for payment immediately following receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgement or return of the Excess Application Form, together with a cheque or banker's cashier order in payment for the excess Offer Shares applied for, will constitute a warranty by the applicant that the cheque or banker's cashier order will be honoured on first presentation. If any cheque or cashier's order accompanying a completed Excess Application Form is dishonoured on first presentation, without prejudice to the other rights of the Company, such Excess Application Form is liable to be rejected. The Excess Application Form is for use only by the Qualifying Shareholder(s) to whom it is addressed and is not transferable.

If the conditions of the Open Offer with the Bonus Issue are not fulfilled and/or the Underwriting Agreement is terminated in accordance with its terms by the Latest Time for Termination, the monies received in respect of application for excess Offer Shares, without interest, by sending a cheque made out to the applicant (or in the case of joint applicants, to the first named applicant) and crossed "**Account Payee Only**", to be despatched by ordinary post to their registered addresses and, in the case of joint applicants, to the registered address of the applicant whose name first appears on the register of members of the Company at the risk of such applicants as soon as practicable thereafter.

Taxation

Qualifying Shareholders are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of holding or dealing in the Offer Shares, the Bonus Shares or the Warrant Shares (as the case maybe). It is emphasised that none of the Company, its Directors or any other parties involved in the Open Offer with the Bonus Issue accept responsibility for any tax effects or liability of holders of the Offer Shares, the Bonus Shares or the Warrant Shares (as the case maybe) resulting from holding or disposal of, or dealing in of the Offer Shares, the Bonus Shares or the Warrant Shares (as the case maybe).

UNDERWRITING AGREEMENT

Date	10 July 2013 (the original Underwriting Agreement) 31 July 2013 (the Supplemental Underwriting Agreement)
Parties	(1) the Company; and (2) Lord Profit and Prominence (as the Underwriters). Prominence is a company incorporated in Hong Kong with limited liability, and a licensed corporation to carry on business in Type 1 (dealing in securities) regulated activity under the SFO. As at the Latest Practicable Date, Prominence does not hold any Shares. Each of Prominence and its ultimate beneficial owner is, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, an independent third party independent of the Company and its connected persons. Prominence is not a party acting in concert with Lord Profit. For details of Lord Profit, please refer to the paragraph headed "Information on Lord Profit and parties acting in concert with it" below.

Commitment of Lord Profit under the Underwriting Agreement	Not less than 1,135,734,705 Offer Shares and not more than 1,206,993,874 Offer Shares.
Commitment of Prominence under the Underwriting Agreement	Not less than 126,192,744 Offer Shares and not more than 134,110,430 Offer Shares.
Number of Underwritten Shares	The Offer Shares other than the Committed Shares, being 1,261,927,449 Offer Shares. The aggregate nominal value of the Underwritten Shares will be HK$12,619,274.49.
Commission and expenses	The Company shall pay: (a) to each Underwriter a commission of 2.5% of the aggregate Subscription Price in respect of the Underwritten Shares underwritten by such Underwriter; and (b) to each of the Underwriters of reasonable legal fees and other reasonable out-of-pocket expenses of the Underwriters in respect of the Open Offer save that Lord Profit shall pay and bear all costs and expenses incurred in connection with the seeking of the Whitewash Waiver from the Executive. The commission to be received by and the expenses payable to the Underwriters are estimated to be approximately HK$5.0 million. The commission payable to the Underwriters was determined after arm's length negotiations between the Company and the Underwriters. The Directors (excluding the independent non-executive Directors) consider that such amount is on normal commercial terms and is comparable with market rate.

Under the Underwriting Agreement, if the conditions of the Open Offer are fulfilled on or before the Latest Time for Acceptance (or such later time and/or date as the Company and the Underwriters may determine in writing) and the Underwriting Agreement becomes unconditional and is not terminated in accordance with the terms thereof, and in the event that by the Latest Time for Acceptance any of the Underwritten Shares have not been taken up ("**Untaken Shares**"), the Company shall as soon as practicable thereafter and in any event before 12:00 noon on the second Business Day after the Latest Time for Acceptance, notify or procure the branch share registrar and transfer office of the Company in Hong Kong on behalf of the Company to notify the Underwriters in writing of the number of Underwritten Shares not taken up and:

(a) if the number of the Untaken Shares is equal to or less than 1,135,734,705 Offer Shares, Lord Profit shall subscribe or procure subscription (so far as the same are applicable) for such Untaken Shares;

(b) if the number of Untaken Shares is more than 1,135,734,705 Offer Shares:

  (i) Lord Profit shall first subscribe or procure subscription (so far as the same are applicable) for 1,135,734,705 Untaken Shares; and

  (ii) Prominence shall subscribe or procure subscription for the remaining Untaken Shares.

Pursuant to the Underwriting Agreement:

(1) Lord Profit has undertaken with the Company that it will not and will procure parties acting in concert with it will not, without first having obtained the prior written consent of the Company:

  (a) transfer or otherwise dispose of (including without limitation the agreement to dispose of, or the creation of any option or derivative) or acquire any Share or any interest therein between the date of the Underwriting Agreement and the Record Date; nor

  (b) transfer or otherwise dispose of (including without limitation the agreement to dispose of, or the creation of any option or derivative) or acquire (except by taking up Offer Shares allotted to it on assured basis and the relevant Bonus Shares pursuant to the Open Offer and pursuant to the Underwriting Agreement and/or the ARL Undertaking) any Share or any interest therein between the Record Date and the Latest Time for Acceptance;

(2) Lord Profit represented, warranted and confirmed to the Company that it and parties acting in concert with it have not acquired any voting rights in the Company in the six months prior to the date of the Underwriting Agreement; and

(3) Lord Profit has undertaken that in the event that the public float of the Company shall fall below the prescribed percentage applicable to the Company under the Listing Rules at the time of the allotment of the Offer Shares and the Bonus Shares, Lord Profit shall, immediately after completion of the Open Offer, dispose of such number of Shares to independent third parties not connected or associated with the Directors, substantial Shareholders or chief executive of the Company and its subsidiaries, or any of their respective associates in order to maintain the public float of the Company to not less than the prescribed percentage applicable to the Company under the Listing Rules.

The undertaking contained in paragraph (3) above will be performed immediately after completion of the Open Offer and before the commencement of trading of the Shares on the immediately following trading day.

Under the Underwriting Agreement, the Open Offer and the Bonus Issue are conditional upon certain conditions being fulfilled. Please refer to the sub-section headed "Terms of the Open Offer – Conditions of the Bonus Offer with the Bonus Issue" in this Letter from the Board.

Details of the terms of the termination of the Underwriting Agreement are set out in the section headed "Termination of the Underwriting Agreement" in this prospectus.

The basis of the Underwritten Shares between Lord Profit and Prominence under the Underwriting Agreement was determined after arm's length negotiations between the Company and the Underwriters under commercial consideration. As confirmed by the Underwriters, there will be no sub-underwriting arrangements in connection with the Open Offer.

As confirmed by Lord Profit, its intention to the Underwritten Shares will be for long term investment and as regards the Underwritten Shares to be underwritten by Prominence, it will procure subscribers to subscribe for such Underwritten Shares (to the extent it is required to perform its underwriting commitment).

ARL UNDERTAKING

As one of the conditions precedent to the obligations of the Underwriters to underwrite the Underwritten Shares under the Underwriting Agreement, the Company had obtained the ARL Undertaking pursuant to which Automatic Result had irrevocably confirmed, undertaken and warranted to the Company that:

(1) Automatic Result shall accept and pay for the Committed Shares and undertake to lodge or procure to be lodged with the Company, acceptance in respect of such Committed Shares, with payment in full therefor in cash by no later than the Latest Time for Acceptance;

(2) the aggregate of 302,918,844 Shares currently beneficially owned by Automatic Result will remain beneficially owned by Automatic Result at the close of business on the Record Date as they are as at the date thereof and that it will not:

(i) transfer or otherwise dispose of (including without limitation the agreement to dispose of, or the creation of any option or derivative) or acquire any Shares or any interest therein between the date thereof and the Record Date; nor

(ii) transfer or otherwise dispose of (including without limitation the agreement to dispose of, or the creation of any option or derivative) or acquire (except by taking up the Committed Shares and the relevant Bonus Shares pursuant to the Open Offer or pursuant to the excess application forms in connection with the Open Offer) any Share or any interest therein between the Record Date and the Latest Time for Acceptance; and

(iii) for the period from the date thereof until the date when dealings in the Offer Shares in their fully-paid form commence on the Stock Exchange, it shall refrain from taking any action or making any statement to the public which is or may be prejudicial to the success of the Open Offer, unless otherwise required by law or the Stock Exchange or any other regulatory requirements or competent authority.

REASONS FOR THE OPEN OFFER

The Company is an investment holding company. The Group is principally engaged in bio-science related business, with focus on the research, development and commercialization of biopharmaceuticals through recombinant DNA and other technologies.

As disclosed in the annual report of the Company for the year ended 31 March 2013, the Group will concentrate on biological pharmaceutical products. The Group will continue to maintain the existing market for chemical pharmaceutical products but the Group does not have specific plans to further expand this segment. As disclosed in the annual report of the Company for the year ended 31 March 2012, the management had decided to discontinue the distribution of pharmaceutical products segment of the Group in the year ended 31 March 2013. The Group considered that the commercialisation of new pharmaceutical products of the Group will have a positive effect on the Company in terms of revenue and profit, but that intensive marketing strategy is necessary to promote and market new pharmaceutical products.

Of the four self-development projects of the Group, namely, for the pharmaceutical products rhPTH 1-34, rExtendin-4, rhEPO-Fc and rhIL-11 respectively, trial production for rhPTH 1-34 has already commenced and that the launch of the product is expected to be at around August 2014, subject to the trial production feedback/cool down period (by around February 2014) and final approval from the China Food and Drug Administration ("**CFDA**") (by around June 2014). For rExtendin-4, clinical trial, test and medical reports are expected to complete at around January 2014 and that the launch of the product is expected to be at or around August 2015, subject to its trial production (by around June 2014), feedback/cool down period (by around December 2014) and final approval from the CFDA (by around June 2015).

For rhIL-11, phase I of the clinical trial has already been completed and the final approval from the CFDA is currently expected to be obtained at around 2019, subject to the completion of phases II and III of the clinical trial (by around 2017) and registration of the pharmaceutical product (by around 2018). For rhEPO-Fc, phase I of clinical trial is expected to be completed at around June 2014 and the final approval from the CFDA is currently expected to be obtained at around June 2017, subject to completion of phases II and III of the clinical trial (by around June 2016) and registration of the pharmaceutical product (by around June 2016). Given that the project development progress for rhPTH 1-34 and rExtendin-4 are more closer to completion, the Group has decided to allocate more resources on such projects and that progress for the projects involving rhEPO-Fc and rhIL-11 the progress has been slowed down for the Group to allocate more resources on the projects involving rhPTH 1-34 and rExtendin-4.

The costs in preparation and follow up actions in commercialisation and marketing in the relevant markets of the Group's bio-science related business will involve large amount of expenses, in particular shortly before and at the beginning of the launch of pharmaceutical products. As such, additional funds for the finalisation of research and development, commercialisation, and marketing would speed up the launch of the Group's products.

The Directors are of the view that taking into account the audited consolidated net current liabilities of the Group of approximatelyHK$6,849,000 as at 31 March 2013, the Open Offer with the Bonus Issue will enable the Company to improve the Group's current ratio and to raise funds and provide the Company with the financial flexibility necessary for the Group's future development and investment purposes as and when suitable opportunities arise and which are relevant to the principal business of the Group in the bio-science related business. As at the Latest Practicable Date, no specific investment targets have been identified by the Group.

In addition, the Board has considered other alternative fund raising methods such as issue of new shares, bank borrowings and rights issue and consider that the Open Offer would allow the Company to strengthen its capital base and provide an opportunity to all Qualifying Shareholders to participate in the growth of the Company in proportion to their shareholdings. Considering (i) the low trading volume of the Shares and (ii) the low monetary value per board lot, the Board is of the opinion that the trading of nil paid rights will either incur a high transaction cost for trading of small board of Shares, which is not economical. Furthermore, compared to a rights issue, the absence of trading nil paid rights in the Open Offer reduces associated administrative work and costs thus requiring less time for completion. The Board is of the opinion that as each Qualifying Shareholder is entitled to subscribe for the Offer Shares at the same price in proportion to its existing shareholding in the Company, Shareholders are treated equally and fairly under the Open

Offer. Accordingly, the Directors (including the independent non-executive Directors) consider that the terms of the Underwriting Agreement are fair and reasonable and that the Underwriting Agreement and the Open Offer with Bonus Issue are in the interests of the Company and the Shareholders as a whole.

USE OF PROCEEDS FROM THE OPEN OFFER

The Company will raise approximately HK$250 million before expenses from the Open Offer. The Company intends to use the net proceeds from the Open Offer of approximately HK$242 million in the following manner:

(1) as to approximately HK$120 million for the commercialisation and for marketing in the relevant markets of the Group's bio-science related business, in particular two new drugs, namely rhPTH 1-34 (as to approximately HK$51 million) and rExtendin-4 (as to approximately HK$69 million), in each case, covering expenses in the trial production period, feedback period, on obtaining approval, for preparation of launching and for continue marketing of the two drugs which include preliminary introduction and presentation to medical practitioners on the new pharmaceutical products, conducting market survey and review before launching of the products, formulating formal marketing plans and public promotion on the new pharmaceutical products;

(2) as to approximately HK$60 million for general working capital of the Group (as to approximately HK$10 million as operating expenses of the Group in Hong Kong, as to approximately HK$15 million as operating expenses of the Group in Shenzhen; as to approximately HK$25 million as operating expenses of the Group in Beijing; and as to approximately HK$10 million as operating expenses of Group's Dongguan Taili Biotech Co., Ltd. research and development centre (excluding costs for research and development)) ; and

(3) the balance of the net proceeds, being not more than approximately HK$63 million, for the research and development of the pharmaceutical products by the Group, of which the Company intended to allocate as to more than 70% of the balance of the net proceeds to research and development of the projects involving the pharmaceutical products rhEPO-Fc and rhIL-11, and the remaining portion of the balance of the net proceeds to research and development of the projects involving the pharmaceutical products rhPTH 1-34 and rExtendin-4 for further fine tuning of the pharmaceutical product may be necessary, for example, to refine the packaging for easier usage, to enhance the design for better safety, and to respond to users' initial feedback and suggestion to improve the products. Such proceeds is intended to be used not entirely in the current financial year of the Group but also for the future financial years of the Group, as the Company considers it prudent to have the funds readily available such that the Company will not be required to conduct any fund raising exercise when such funds are required for research and development and hence result in hampering the progress in research and development of the Company due to the need of such funds as and when required.

The estimated expenses in relation to the Open Offer with the Bonus Issue, including underwriting commission, financial, legal and other professional expenses, of approximately HK$7.8 million, will be borne by the Company.

WARNING OF THE RISKS OF DEALING IN SHARES

The Open Offer with the Bonus Issue is conditional, among other things, upon the obligations of the Underwriters under the Underwriting Agreement having become unconditional and the Underwriters not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Open Offer with the Bonus Issue may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in Shares. Any Shareholders or other persons contemplating dealing in the Shares are recommended to consult their own professional advisers.

CHANGES IN SHAREHOLDING STRUCTURE

For illustrative purposes, set out below is the shareholding structure of the Company in the following scenario:

Shareholder	(1) As at the Record Date		(2) Immediately upon completion of the Open Offer (assuming all Shareholders have taken up the Offer Shares with the Bonus Issue and without taking into account any Warrant Shares that may be issued)		(3) Immediately upon completion of the Open Offer (assuming no Shareholder (other than Automatic Result) has taken up the Offer Shares with the Bonus Issue and without taking into account any Warrant Shares that may be issued)		(4) Immediately upon completion of the Open Offer (assuming no Shareholder (other than Automatic Result and Overseas Capital Assets Limited) has taken up the Offer Shares with the Bonus Issue and without taking into account any Warrant Shares that may be issued		(5) Immediately upon completion of the Open Offer (assuming all Shareholders have taken up the Offer Shares with the Bonus Issue) and the subscription rights of all the Bonus Warrants have been exercised in full		(6) Immediately upon completion of the Open Offer (assuming no Shareholder (other than Automatic Result) has taken up the Offer Shares with the Bonus Issue) and the subscription rights of all the Bonus Warrants have been exercised in full		(7) Immediately upon completion of the Open Offer (assuming no Shareholder (other than Automatic Result and Overseas Capital Assets Limited) has taken up the Offer Shares with the Bonus Issue) and the subscription rights of all the Bonus Warrants have been exercised in full	
	No. of Shares	*%*	*No. of Shares*	*%*	*No. of Shares*	*%*	*No. of Shares*	*%*	*No. of Shares*	*%*	*No. of Shares*	*%*	*No. of Shares*	*%*
Lord Profit	–	–	–	–	2,271,469,410	48.39	2,085,734,898	44.43	–	–	2,839,336,762	51.84	2,607,168,622	47.60
Automatic Result	302,918,844	19.36	908,756,532	19.36	908,756,532	19.36	908,756,532	19.36	1,060,215,954	19.36	1,060,215,954	19.36	1,060,215,954	19.36
Sub-total of Lord Profit and parties acting in concert with it:	302,918,844	19.36	908,756,532	19.36	3,180,225,942	67.74	2,994,491,430	63.79	1,060,215,954	19.36	3,899,552,716	71.20	3,667,384,576	66.96
Prominence or subscribers procured by it	–	–	–	–	252,385,488	5.38	–	–	–	–	315,481,860	5.76	–	–
Overseas Capital Assets Limited *(Note 1)*	219,060,000	14.00	657,180,000	14.00	219,060,000	4.67	657,180,000	14.00	766,710,000	14.00	219,060,000	4.00	766,710,000	14.00
Other Shareholders	1,042,867,449	66.64	3,128,602,347	66.64	1,042,867,449	22.21	1,042,867,449	22.21	3,650,036,071	66.64	1,042,867,449	19.04	1,042,867,449	19.04
Total:	1,564,846,293	100.00	4,694,538,879	100.00	4,694,538,879	100.00	4,694,538,879	100.00	5,476,962,025	100.00	5,476,962,025	100.00	5,476,962,025	100.00

Notes:

1. Based on the individual substantial shareholder notice of Overseas Capital Assets Limited filed on 25 July 2013, Overseas Capital Assets Limited held 219,060,000 Shares and was wholly-owned by He Rufeng.

2. The above shareholding structure table assumes that the Existing Share Options have not been exercised and that there is no other change in the shareholding structure of the Company, in each case, prior to the subscription rights attaching to the Bonus Warrants are exercised in full.

Pursuant to the Underwriting Agreement, Lord Profit has undertaken that in the event that the public float of the Company shall fall below the prescribed percentage applicable to the Company under the Listing Rules at the time of the allotment of the Offer Shares and the Bonus Shares, Lord Profit shall, immediately after completion of the Open Offer and before the commencement of trading of the Shares on the immediately following trading day, dispose of such number of Shares to independent third parties not connected with the Directors, substantial Shareholders or chief executive of the Company and its subsidiaries, or any of their respective associates in order to maintain the public float of the Company to not less than the prescribed percentage applicable to the Company under the Listing Rules ("**Public Float Maintenance Arrangement**"). On 3 September 2013, Lord Profit entered into a share purchase agreement with an independent purchaser in respect of the Public Float Maintenance Arrangement. To the best knowledge and belief of the Directors, such purchaser is an independent third party not connected with the Company, the Directors, substantial Shareholders or chief executive of the Company and its subsidiaries, or any of their respective associates and that it is expected that such purchaser will not become a substantial Shareholder upon completion of such share purchase agreement.

The Company will take all reasonable steps to monitor the public float of the Company from time to time.

Shareholders and public investors should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Open Offer with the Bonus Issue and the Warrant Shares to be issued upon exercise of the subscription rights attaching to the Bonus Warrants are subject to various factors, including the results of acceptance of the Open Offer with the Bonus Issue. Further announcements will be made by the Company in accordance with the Listing Rules and/or the Takeovers Codes following the completion of the Open Offer with the Bonus Issue upon which the Offer Shares and the Bonus Shares are allotted and issued.

INFORMATION OF LORD PROFIT AND PARTIES ACTING IN CONCERT WITH IT

Lord Profit is a company incorporated in the British Virgin Islands with limited liability. As at the Latest Practicable Date, neither Lord Profit nor Mr. Kingsley Leung, the sole director of Lord Profit, held any Shares. The entire issued share capital of Lord Profit is owned as to 90% by Mr. Kingsley Leung, who is a cousin of Mr. Tong, and as to 10% by Mr. Tong, the chairman of the Board and an executive Director. The ordinary course of business of Lord Profit is investment holding and does not include underwriting.

Mr. Tong is the sole owner of Automatic Result, a substantial Shareholder. As at the Latest Practicable Date, Automatic Result is interested in approximately 19.36% of the existing issued share capital of the Company. Mr. Liu, an executive Director, is the sole director of Automatic Result.

Lord Profit, Automatic Result, Mr. Kingsley Leung and Mr. Tong are parties acting in concert for the purpose of the Company.

THE WHITEWASH WAIVER

As at the Latest Practicable Date, Lord Profit, together with its beneficial owners and parties acting in concert with any one of them, is beneficially interested in 302,918,844 Shares, representing approximately 19.36% of the issued share capital of the Company. All such Shares are held through Automatic Result.

(A) Assuming that no Shareholder has taken up any Offer Shares and there has been no exercise of the Existing Share Options and the Bonus Warrants, upon completion of the Open Offer with the Bonus Issue, the taking up of (i) the Offer Shares to which Automatic Result is entitled under the Open Offer; and (ii) the Underwritten Shares would result in the aggregate shareholding of Lord Profit and parties acting in concert with it in the Company being increased from approximately 19.36% to approximately 67.74% and would therefore give rise to a mandatory offer obligation on the part of Lord Profit and parties acting in concert with it under Rule 26 of the Takeovers Code; and (B) in the event that the aggregate shareholding of Lord Profit and parties acting in concert with it in the Company upon completion of the Open Offer with the Bonus Issue is between 30% and 50%, any exercise of the subscription rights attaching to the Bonus Warrants resulting in an increase in more than 2% voting rights in the Company in any 12 months' period would also give rise to a mandatory offer obligation on the part of Lord Profit and parties acting in concert with it under Rule 26 of the Takeovers Code, in each case, unless the Whitewash Waiver is obtained.

For illustrative purpose only, (a) if Lord Profit and parties acting in concert with it, in aggregate, hold 30% of the voting right of the Company upon completion of the Open Offer with the Bonus Issue, Lord Profit and parties acting in concert with it will be issued with 276,360,705 Bonus Warrants and upon exercise of the subscription rights attaching to such Bonus Warrants in full (and assuming the other Shareholders will not exercise the subscription rights attaching to their respective Bonus Warrants), the aggregate voting rights of Lord Profit and parties acting in concert with it in the Company will be increased to approximately 33.89%; and (b) if Lord Profit and parties acting in concert with it, in aggregate, hold 50% of the voting right of the Company upon completion of the Open Offer with the Bonus Issue, Lord Profit and parties acting in concert with it will be issued with 511,087,648 Bonus Warrants and upon exercise of the subscription rights attaching to such Bonus Warrants in full (and assuming the other Shareholders will not exercise the subscription rights attaching to their respective Bonus Warrants), the aggregate voting rights of Lord Profit and parties acting in concert with it in the Company will be increased to approximately 54.91%.

A formal application has been made by Lord Profit to the Executive for the Whitewash Waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code.

On 27 August 2013, the Executive granted the Whitewash Waiver, which was subject to, among other things, the approval of the Independent Shareholders at the EGM by way of poll. At the EGM held on 29 August 2013, the resolution in respect of the Whitewash Waiver was duly passed by the Independent Shareholders by way of poll.

Upon completion of the Open Offer with the Bonus Issue, Lord Profit and parties acting in concert with it may hold more than 50% of the enlarged issued share capital of the Company, in which case, Lord Profit may acquire further voting rights in the Company without incurring any further obligation under Rules 26 of the Takeovers Code to make a general offer.

INTENTION OF LORD PROFIT

It is the intention of Lord Profit that the Group will continue its current business. Lord Profit has no intention to make any major changes to the business or employment of the employees of the Group or redeploy the fixed assets of the Group.

The Underwriters shall not be able to nominate directors to the Company, other than as in their capacity as a Shareholder in accordance with the Articles of Association in the event of them holding the Underwritten Shares.

The decision to support the Open Offer with the Bonus Issue by way of acting as one of the Underwriters to the Open Offer with the Bonus Issue was mainly because Lord Profit believed that the Open Offer with the Bonus Issue would strengthen the Group's financial position and enlarge its capital base.

ADJUSTMENTS RELATING TO SHARE OPTIONS UPON COMPLETION OF THE OPEN OFFER AND THE BONUS ISSUE

Pursuant to the terms of the Share Option Scheme, adjustments to the Existing Share Options may also be made upon the Open Offer and the Bonus Issue becoming unconditional. The Company will instruct its auditors or an independent financial adviser to certify in writing the adjustments (if any) that ought to be made to the Existing Share Options and an announcement will be made on the adjustments to the Existing Share Options after completion of the Open Offer with the Bonus Issue.

FUND RAISING ACTIVITIES OF THE COMPANY WITHIN 12 MONTHS TO THE LATEST PRACTICABLE DATE

Apart from the fund raising activity mentioned below, the Company has not carried out other fund raising activities during the 12 months immediately preceding the Latest Practicable Date:

Date of announcement	Fund raising activity	Net proceeds raised (approximately)	Proposed use of the net proceeds	Actual use of the net proceeds
19 April 2013	Placing of 260,000,000 new Shares at HK$0.15 per Share	HK$38 million	For general working capital of the Group	Used as intended *(Note)*

Note: Such net proceeds were used for general working capital of the Group in the following manner: (a) as to approximately HK$3.50 million for general working capital including operating expenses for companies in Hong Kong; (b) as to approximately HK$10.0 million for settlement of renovation of factories in the PRC; and (c) as to of approximately HK$24.5 million for the general working capital for the subsidiaries of the Group in the PRC.

CHANGE IN BOARD LOT SIZE

The Shares are currently traded in board lots of 10,000 Shares each and the market value of each board lot was HK$1,040 (based on the closing price of HK$0.104 per Share as quoted on the Stock Exchange on the Latest Practicable Date). As disclosed in the announcement of the Company dated 6 September 2013, in order to increase the value of each board lot of the Shares so that the value of each board lot of the Shares will not be less than HK$2,000, as well as to reduce transaction and registration costs incurred by the Shareholders and investors of the Company, the Board proposes to change the board lot size for trading of the Shares from 10,000 Shares to 20,000 Shares with effect from Monday, 7 October 2013. The change in board lot size will not result in any change in the relative rights of the Shareholders. The Board is of the opinion that the change in board lot size is in the interests of the Company and its Shareholders as a whole.

To alleviate the difficulties in trading odd lots of the Shares arising from the change in board lot size of the Shares, the Company has appointed Prominence Financials Limited as an agent to provide matching services to Shareholders who wish to top up or sell their holdings of odd lots of the Shares during the period from Monday, 7 October 2013 to Monday, 28 October 2013 (both days inclusive). Holders of the Shares in odd lots represented by the existing share certificates for the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up their odd lots to a full new board lot may directly or through their broker contact Prominence Financials Limited at Room 603, 6/F, Low Block, Grand Millenium Plaza, 181 Queen's Road Central, Hong Kong (telephone: (852) 2165-9868 contact person: Mr. Paul Li) during such period. Holders of the Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the Shares is not guaranteed. The Shareholders are recommended to consult their professional advisers if they are in doubt about the above facility.

All existing share certificates in board lot of 10,000 Shares will continue to be evidence of entitlement to the Shares and be valid for delivery, transfer, trading and settlement purposes. No new share certificates for existing shareholdings will be issued as a result of the change in board lot size, and therefore no arrangement for free exchange of existing share certificates in board lot size of 10,000 Shares to new share certificates in board lot size of 20,000 Shares is necessary.

With effect from Monday, 7 October 2013, any new certificate of the Shares will be issued in new board lot size of 20,000 Shares (except for odd lots or where the Shareholder(s) otherwise instruct(s)). Save and except for the change in the number of Shares for each board lot, new certificates of shares will have the same format and colour as the existing certificates of Shares.

ADDITIONAL INFORMATION

Your attention is drawn to the information set out in the appendices to this prospectus.

On behalf of the Board
Uni-Bio Science Group Limited
TONG Kit Shing
Chairman

1. SUMMARY OF FINANCIAL RESULTS

The following is a summary of certain financial information of the audited consolidated results for the three financial years ended 31 March 2011, 2012 and 2013 as extracted from the annual reports of the Company for each of the three years ended 31 March 2011, 2012 and 2013. Save as disclosed on the face of the financial information below, there were no items which were extraordinary or exceptional because of size, nature or incidence for the consolidated statement of comprehensive income of the Group for each of the years ended 31 March 2011, 2012 and 2013.

	For the year ended 31 March		
	2013	**2012**	**2011**
	HK$'000	*HK$'000*	*HK$'000*
Turnover	83,333	57,026	76,764
Loss before taxation	(68,263)	(102,408)	(182,750)
Income tax expense	(1,045)	(456)	(2,406)
Loss for the year attributable to owners of the Company	(69,308)	(102,864)	(185,156)
Loss per share			
Basic and diluted (HK' cents per share)	(5.31)	(7.88)	(14.19)

In accordance with the Group's accounting policy, the computation of diluted loss per share did not assume the exercise of the Company's outstanding share options as the exercise price of those options was higher than the average market price of the Company's shares for the three financial years ended 31 March 2013.

	At 31 March		
	2013	**2012**	**2011**
	HK$'000	*HK$'000*	*HK$'000*
Non-current assets	805,600	838,154	817,205
Current assets	68,339	58,541	104,629
Current liabilities	(75,188)	(76,983)	(71,701)
Total assets less current liabilities	798,751	819,712	850,133
Non-current liabilities	(99,243)	(52,410)	(2,329)
Net assets	699,508	767,302	847,804

As all of the subsidiaries of the Company were directly or indirectly wholly owned by the Company for the three years ended 31 March 2013, no minority interests were recorded in the financial statements of the Company during such period. No dividend was paid, declared or proposed during each of the years ended 31 March 2011, 2012 and 2013.

2. AUDITED CONSOLIDTED FINANCIAL STATEMENTS

Details of the audited consolidated financial information of the Group for each of the two years ended 31 March 2011 and 2012 have been set out in the annual reports of the Company for each of the two years ended 31 March 2011 and 2012 respectively, which have been published on the website of the Stock Exchange at http://www.hkexnews.hk and the Company's website at http://www.uni-bioscience.com respectively.

The audited consolidated financial statements of the Group for the year ended 31 March 2013 has been set out in the annual report of the Company for the year ended 31 March 2013 (and as amended by the announcement of the Company dated 31 July 2013), which have been published on the website of the Stock Exchange at http://www.hkexnews.hk and the Company's website at http://www.uni-bioscience.com respectively.

3. INDEBTEDNESS

Borrowings

At the close of business on 31 July 2013, being the latest practicable date prior to the printing of this indebtedness statement, the Group had outstanding secured bank loans of approximately HK$22,602,000, secured other loans of approximately HK$99,000,000, unsecured other loans of approximately HK$1,632,000, amount due to an associate of approximately HK$6,953,000, which is unsecured, non-interest bearing and repayment on demand and amount due to a director of approximately HK$16,220,000, which is unsecured, non-interest bearing and repayable on demand.

Security and guarantees

At the close of business on 31 July 2013, the Group's secured bank loans are secured by the Group's leasehold buildings in the People's Republic of China of approximately HK$16,533,000, investment properties of approximately HK$7,542,000, certain prepaid lease payments with a carrying value of approximately HK$11,203,000 (being their carrying values as at 31 March 2013 as disclosed in the published annual report of the Company for the year ended 31 March 2013).

At the close of business on 31 July 2013, the Group's secured other loans are secured against shares in certain subsidiaries of the Company in favour of an independent third party in respect of certain other loan facilities granted to the Group.

Commitments

At the close of business on 31 July 2013, the Group had capital commitments for expenditure contracted but not provided for in the consolidated financial statements in respect of the purchase of property, plant and equipment amounting to approximately HK$5,417,000.

At the close of business on 31 July 2013, the Group had total future minimum lease payments under non-cancelable operating leases in respect of rented premises amounting to approximately HK$2,406,000.

Save as aforesaid and apart from intra-group liabilities and normal trade payables, the Group did not, at the close of business on 31 July 2013, have outstanding any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptable credits, debentures, mortgages, charges, finance lease or hire purchases commitments, guarantees or other material contingent liabilities.

4. WORKING CAPITAL STATEMENT

The Directors are of the opinion that, after taking into account (i) the internal resources of the Group; (ii) the Group's presently available loan facilities from an independent third party of approximately HK$300 million; and (iii) the estimate net proceeds from the Open Offer, the Group has sufficient working capital for its present requirements, that is, for at least the next twelve months following the date of this prospectus.

5. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirm that there is no material adverse change in the financial or trading position or outlook of the Group since 31 March 2013, being the date to which the latest published audited financial statements of the Company were made up.

6. BUSINESS PROSPECTS

Trading and financial prospects of the Group

The Group has continuously strengthened its management team which has been committed to rationalizing and reengineering its work flow and processes to reduce costs and increase efficiency. Moreover, the government of the PRC continued to support a series of policies, in particular, loosening of credit restrictions and stimulation of domestic consumption to drive up the GDP growth. These policies helped to ease certain negative impact, such as increased costs and market competition, on our operations. The Group is optimistic of the business opportunities in the pharmaceutical and healthcare industry in the PRC.

For the year ended 31 March 2013, the Group recorded an audited consolidated turnover of approximately HK$83,333,000 representing an increase of 46% compared with approximately HK$57,026,000 recorded in the year ended 31 March 2012. The audited gross profit for the year ended 31 March 2013 was approximately HK$66,290,000 representing an increase of 73% as compared with approximately HK$38,338,000 recorded in the year ended 31 March 2012. The Group recorded an audited net loss of approximately HK$69,308,000 for the year ended 31 March 2013 compared to an audited net loss of approximately HK$102,864,000 in the year ended 31 March 2012. The Group attributed the increase in the turnover and profitability of the Group between the two years ended 31 March 2013 as a result of the better marketing strategy and executive team. The expenditures to be spent on research and development are expected to be lower than before as two out of four of our self-developing projects are near to completion.

Trading of the Shares on the Stock Exchange had been suspended since March 2010. The Company fulfilled all the resumption conditions as required by the Stock Exchange, and the Company resumed trading on the Stock Exchange on 2 April 2013. Upon resumption, the Company could then concentrate on further develop its self-developed projects so as to commercialize the research results and promoting the Group's products to existing and potential customers.

7. EVENTS AFTER 31 MARCH 2013 BEING THE DATE ON WHICH THE LATEST PUBLISHED AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP WERE MADE UP

As disclosed in the announcement of the Company dated 19 April 2013, the Company entered into the placing agreement with Prominence to place a maximum of 260,000,000 Shares ("**Placing Shares**") at HK$0.15 per Share on a best endeavour basis. The Placing Shares were to be issued under the general mandate granted to the Directors at the annual general meeting of the Company held on 2 November 2012. As disclosed in the announcement of the Company dated 8 May 2013, all the conditions of the placing have been fulfilled and completion of the placing took place on 8 May 2013 and an aggregate of 260,000,000 Placing Shares have been successfully placed at the placing price of HK$0.15 per Placing Share to not less than six independent institutional and professional investors, who and whose ultimate beneficial owners are independent of and not connected with the Company and its connected persons (as defined in the Listing Rules). The Placing Shares represent (i) approximately 19.93% of the issued share capital of the Company as at the date of placing agreement; and (ii) approximately 16.62% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares. The Company received net proceeds of approximately HK$38 million from the placing.

UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The following is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group which has been prepared to illustrate the effect of the Open Offer and Bonus Warrant Issue on the net tangible assets of the Group as if the Open Offer and Bonus Warrant Issue had been completed on 31 March 2013. As it is prepared for illustrative purposes only, and because of its hypothetical nature, it may not give a true picture of the net tangible assets of the Group upon completion of the Open Offer and the Bonus Warrant Issue.

	Audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2013	**Estimated net proceeds from the Open Offer**	**Estimated net proceeds from the Bonus Warrant Issue**	**Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company after the Open Offer and Bonus Warrant Issue**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
	(Note 1)	*(Note 2)*	*(Note 3)*	
Consolidated net tangible assets	124,675	242,575	156,485	523,735
Audited consolidated net tangible assets per Share of the Group attributable to the owners of the Company before the Open Offer *(Note 4)*	HK7.97 cents			
Unaudited pro forma adjusted consolidated net tangible assets per Share of the Group attributable to the owners of the Company after the Open Offer and Bonus Warrant Issue *(Note 5)*				HK9.56 cents

Notes:

1. The audited consolidated net tangible assets of the Group as at 31 March 2013 is extracted from the published annual report of the Company for the year ended 31 March 2013 and is based on the audited consolidated net assets of the Group attributable to the owners of the Company as at 31 March 2013, and adjusted for goodwill of approximately HK$259,416,000 and intangible assets of approximately HK$315,417,000.

2. The estimated net proceeds from the Open Offer of approximately HK$242,575,000 is based on 1,564,846,293 Offer Shares to be issued (in the proportion of 1 offer Share for every 1 existing Share held as at the Record Date) at the subscription price of HK$0.16 per Offer Share and after deduction of estimated related expenses of approximately HK$7,800,000.

3. The estimated net proceeds of the Bonus Warrant Issue in the sum of approximately HK$156,485,000 is calculated based on 782,423,146 Bonus Warrants (in the proportion of 1 Bonus Warrant for every 2 Offer Shares) to be issued at the initial exercise price of HK$0.20 per Warrant Share and after deduction of estimated related expenses of approximately nil.

4. The calculation of audited consolidated net tangible assets per Share of the Group attributable to the owners of the Company is based on 1,564,846,293 Shares in issue as at 30 June 2013 which include the placement of 260,000,000 ordinary shares on 8 May 2013.

5. The calculation of the unaudited pro forma adjusted consolidated net tangible assets per share is based on 5,476,962,025 shares comprise of 1,564,846,293 Shares in issue as at 30 June 2013, 1,564,846,293 Offer Shares to be issued, 1,564,846,293 Bonus shares to be issued and 782,423,146 Shares expected to be issued on exercise of the Bonus Warrants expected to be issued upon the completion of the Bonus Warrant Issue.

6. No adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 31 March 2013 except for the placement of shares noted on 8 May 2013.

REPORT TO THE BOARD OF DIRECTORS ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report, prepared for the sole purpose of inclusion in this prospectus, received from the independent reporting accountants, KTC Partners CPA Limited, in respect of the unaudited pro forma financial information of the Group.

KTC Partners CPA Limited
Certified Public Accountants (Practising)
和信會計師事務所有限公司

Tel 電話: (852) 2770 8232 Fax 傳真: (852) 2770 8378
E-mail 電子郵箱: info@ktccpa.com.hk
Room 501, 502 & 508, 5/F., Mirror Tower,
61 Mody Road, Tsimshatsui East, Kowloon, Hong Kong
香港九龍尖沙咀東部麼地道61號冠華中心五樓501, 502及508室

The Board of Directors
Uni-Bio Science Group Limited
13/F, Public Bank Centre,
120 Des Voeux Road Central,
Central,
Hong Kong

Dear Sirs,

RE: UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

We report on the unaudited pro forma statement of adjusted consolidated net tangible assets ("Unaudited Pro Forma Financial Information") of Uni-Bio Science Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group"), which has been prepared by the directors of the Company (the "Directors") for illustrative purposes only, to provide information about how the proposed open offer on the basis of one offer share for every existing share of the Company held on the record date (the "Open Offer") with the bonus issue on the basis of one bonus share for every one offer share taken up and one bonus warrant for every two offer shares taken up under the Open Offer might have affected the consolidated net tangible assets of Group presented, for inclusion in Appendix II to the prospectus of the Company dated 9 September 2013 (the "Prospectus"). The basis of preparation of the Unaudited Pro Forma Financial Information is set out in Appendix II to the Prospectus.

Respective Responsibilities of the Directors and Reporting Accountants

It is the responsibility solely of the Directors to prepare the Unaudited Pro Forma Financial Information in accordance with paragraph 29 of Chapter 4 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants.

It is our responsibility to form an opinion, as required by paragraph 29(7) of Chapter 4 of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

Basis of Opinion

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 "Accountants' Reports on Pro Forma Financial Information in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants. Our work consisted primarily of comparing the unadjusted financial information with source documents, considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Financial Information with the Directors. This engagement did not involve an independent examination of any of the underlying financial information.

Our work did not constitute an audit or review made in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants, and accordingly, we do not express any such audit or review assurance on the Unaudited Pro Forma Financial Information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

The Unaudited Pro Forma Financial Information is for illustrative purposes only, based on the judgments and assumptions of the Directors, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future and may not be indicative of the net tangible assets of the Group as at 31 March 2013 or at any future date.

Opinion

In our opinion:

(a) The Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;

(b) such basis is consistent with the accounting policies of the Group; and

(c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

Yours faithfully,

KTC Partners CPA Limited
Certified Public Accountants
Chow Yiu Wah, Joseph
Practising Certificate Number: P04686

Hong Kong
9 September 2013

The Bonus Warrants will be issued subject to and with benefit of an instrument by way of deed poll ("**Instrument**") and they will be issued in registered form and will form one class and rank pari passu in all respects with each other.

Tricor Abacus Limited ("**Registrar**") shall maintain the register of the holders of the Bonus Warrant ("**Warrantholders**"). The opening hours of the Registrar for accepting transfer/re-registration/certificate splitting request and collection of certificate(s) for the Bonus Warrant upon issuance is from 9:00 a.m. to 4:30 p.m., Monday to Friday (excluding public holidays in Hong Kong). The estimated turnaround time for collection of the certificate(s) of the Bonus Warrants is 10 business days.

For further details of the Registrar, please contact their customer services hotline on (852) 2980 1333.

The principal terms and conditions of the Bonus Warrants ("**Conditions**") will be set out in the certificate(s) for the Bonus Warrant ("**Warrant Certificate(s)**") and will include provisions to the effect set out below. The Warrantholders will be entitled to the benefit of, be bound by, and be deemed to have notice of the Conditions, copies of which will be available at the principal place of business for the time being of the Company in Hong Kong.

1. DEFINITIONS

In this Appendix, unless otherwise stipulated, the following terms shall have the following meanings:

"Equity Share Capital"	the issued share capital of the Company excluding any part thereof which does not either as respects dividends or as respects capital carry the right to participate beyond a specified amount or beyond an amount calculated by reference to a specified rate in a distribution
"Exercise Moneys"	in relation to any Bonus Warrant(s), the amount stated on the face of the Warrant Certificate issued in respect of such Bonus Warrant(s) as the amount in cash which the Warrantholder of such Bonus Warrant(s) is/are entitled to subscribe upon the exercise of the Subscription Rights represented thereby
"Registration Date"	the date on which the name of the relevant Warrantholder is entered on the register of members of the Company as holder of the Shares issued upon due exercise of the Subscription Rights

"Shares"	ordinary share(s) of HK$0.01 each in the share capital of the Company existing on the date of execution of the Instrument and all other (if any) shares or stock from time to time and for the time being ranking pari passu therewith and all other (if any) shares or stock in the Equity Share Capital of the Company resulting from any sub-division, consolidation or reclassification of Shares
"Special Resolution"	a resolution passed at a meeting of the Warrantholders duly convened and held and carried by a majority consisting of not less than three-fourths of the votes cast upon a show of hands or, if a poll is duly demanded, by a majority consisting of not less than three-fourths of the votes cast on a poll
"Subscription Date"	any business day falling during the Subscription Period on which any of the Subscription Rights are duly exercised by a Warrantholder
"Subscription Period"	the period commencing from the date of issue of the Bonus Warrants and expire at 4:00 on the Business Day being the third anniversary of the issue date (or, if that is not a business day, the first business day immediately preceding such date) (both dates inclusive)
"Subscription Price"	the sum payable in respect of each Share upon exercise of the Subscription Rights represented thereby, initially being HK$0.20 in cash per Share (subject to adjustments)
"Subscription Rights"	the rights of the Warrantholders represented by the Bonus Warrants to subscribe in a maximum aggregate amount (assuming all the Existing Share Options have been exercised in full and related Shares have been allotted, in each case, on or before the Record Date) of HK$164,402,314.80 for Shares pursuant to the Bonus Warrants and, in relation to each Bonus Warrant, means the right of the relevant Warrantholder to subscribe the Exercise Moneys for Shares upon and subject to the Conditions

2. EXERCISE OF SUBSCRIPTION RIGHTS

(A) Subject to the provisions hereof and to compliance with all fiscal and other laws and regulations applicable thereto the registered holder of the Bonus Warrants will have the right, which may be exercised in whole or in part at any time during the Subscription Period, to subscribe at the Exercise Moneys for one fully paid Share at the Subscription Price per Share. After 4:00 p.m. on the last day of the Subscription Period (or such other date as provided in the Instrument) any Subscription Rights which have not been exercised will lapse and the Bonus Warrants will cease to be valid for any purpose.

(B) Each Warrant Certificate will contain a Subscription Form (as defined in the Instrument). In order to exercise in whole or in part the Subscription Rights, the Warrantholder must complete and sign the Subscription Form (which shall be irrevocable) and deliver the Warrant Certificate to the Registrar (as defined in the Instrument), together with a remittance for the Exercise Moneys (or, in the case of a partial exercise, the relevant portion of the Exercise Moneys). In each case compliance must also be made with any exchange control, fiscal or other laws or regulations for the time being applicable.

(C) The number of Shares to be allotted on exercise of the Subscription Rights shall be the number of the Bonus Warrants subject to exercise as specified in the relevant Subscription Form. No fraction of a Share will be allotted and any balance representing fractions of the Exercise Moneys paid on exercise of the Subscription Rights represented will be retained by the Company for its own benefit.

(D) The Company will undertake in the Instrument that Shares falling to be issued upon the exercise of the Subscription Rights will be allotted and issued not later than 10 business days (or, if applicable, such other period as prescribed by the Stock Exchange) after the relevant Subscription Date and will rank pari passu with the fully paid Shares in issue on the relevant Registration Date and accordingly shall entitle the holders to participate in all dividends or other distributions paid or made after the relevant Registration Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be on or before the relevant Registration Date and notice of the amount and record date for which shall have been given to the Stock Exchange prior to the relevant Registration Date.

(E) As soon as practicable after the relevant allotment of Shares (and not later than 15 business days or, if applicable, such other period as prescribed by the Stock Exchange, after the relevant Subscription Date) there will be issued free of charge to the Warrantholder(s), amongst other documents (if applicable):

(i) a certificate (or certificates) for the relevant Shares in the name(s) of such Warrantholder(s); and

(ii) (if applicable) a balancing Warrant Certificate in registered form in the name(s) of such Warrantholder(s) in respect of any Subscription Rights and remaining unexercised.

The certificate(s) for Shares arising on the exercise of Subscription Rights and the balancing Warrant certificate (if any) will be sent by post at the risk of such Warrantholder(s) to the address of such Warrantholder or (in the case of a joint holding) to that one of them whose name stands first on the register of Warrantholders. If the Company agrees, such certificates may by prior arrangement be retained by the Registrar (as defined in the Instrument) to await collection by the relevant Warrantholder(s)of such Warrantholder(s).

3. ADJUSTMENTS OF SUBSCRIPTION PRICE

The Instrument contains detailed provisions relating to the adjustment of the Subscription Price. The following is a summary of, and is subject to, the adjustment provisions of the Instrument:

(A) The Subscription Price shall (except as mentioned in the proviso to (v) below and in paragraph (B) below) be adjusted as provided in the Instrument in each of the following cases:

(i) an alteration of the nominal amount of the Shares by reason of any consolidation or subdivision;

(ii) an issue (other than in lieu of a cash dividend) by the Company of Shares credited as fully paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve);

(iii) a Capital Distribution (as defined in the Instrument) being made by the Company, whether on a reduction of capital or otherwise, to holders of its Shares in their capacity as such;

(iv) an offer or grant being made by the Company to holders of its Shares by way of rights or of options or warrants to subscribe for new Shares at a price which is less than 80 per cent. of the market price (calculation as provided in the Instrument);

(v) an issue wholly for cash being made by the Company or any other company of securities convertible into or exchangeable for or carrying rights of subscription for new Shares, if in any case the total Effective Consideration (as defined in the Instrument) per Share is less than 80 per cent. of the market price (calculated as provided in the Instrument), or the terms of any such issue being altered so that the said total Effective Consideration is less than 80 per cent. of the market price;

(vi) an issue being made wholly for cash of Shares other than pursuant to a Share Incentive Scheme (as defined in the Instrument) at a price less than 80 per cent. of the market price (calculated as provided in the Instrument); and

(vii) a cancellation of any Shares repurchased by the Company (other than on the Stock Exchange or any stock exchange recognised for such purpose) in circumstances where the directors of the Company consider that it may be appropriate to make an adjustment to the Subscription Price, provided that the directors of the Company shall have appointed an approved merchant bank to consider whether, for any reason whatever as a result of such purchases, an adjustment should be made to the Subscription Price fairly and appropriately to reflect the relative interests of the persons affected by such purchases by the Company and, if such approved merchant bank shall consider in its opinion that it is appropriate to make an adjustment to the Subscription Price, the directors of the Company shall make an adjustment to the Subscription Price in such manner as such approved merchant bank shall certify to be, in its opinion, appropriate.

(B) No such adjustment as referred to in paragraph (A) shall be made in respect of:

(i) an issue of fully paid Shares upon the exercise of any conversion rights attached to securities convertible into Shares or upon the exercise of any rights (including the Subscription Rights) to acquire Shares;

(ii) an issue of Shares or other securities of the Company or any subsidiary wholly or partly convertible into, or rights to acquire Shares to such eligible participants or their personal representatives pursuant to a share incentive scheme or share option schemes of the Company approved by the Shareholders;

(iii) an issue by the Company of Shares or by the Company or any subsidiary of securities convertible into or rights to acquire Shares, in any such case in consideration or part consideration for the acquisition of any other securities, assets or business;

(iv) an issue of fully paid Shares by way of capitalisation of all or part of the Subscription Right Reserve (as defined in the Instrument) to be established in certain circumstances pursuant to the terms and conditions contained in the Instrument (or any similar reserve which has been or may be established pursuant to the terms of any other securities convertible into or rights to acquire Shares);

(v) an issue of Shares in lieu of a cash dividend where an amount not less than the nominal amount of the Shares so issued is capitalised and the market value (calculated as provided in the Instrument) of such Shares is not more than 110 per cent. of the amount of dividend which holders of Shares could elect to or would otherwise receive in cash;

(vi) the issue of the Bonus Warrants; or

(vii) the issue of Shares pursuant to Open Offer and the Bonus Issue (to the extent such Shares are issued after the signing of the Instrument and/or the creation of the Bonus Warrants).

(C) Any adjustment to the Subscription Price shall be made to the nearest one cent so that any amount under half a cent shall be rounded down and any amount of half a cent or more shall be rounded up. No adjustment shall be made to the Subscription Price in any case in which the amount by which the same would be reduced would be less than the then per value of the Shares and any adjustment which would otherwise then be required shall not be carried forward. No adjustment shall be made (except on a consolidation of Shares) which would increase the Subscription Price.

(D) Every adjustment to the Subscription Price will be certified by the auditors of the Company for the time being or an approved merchant bank and notice of each adjustment (giving the relevant particulars) will be given to the Warrantholders. Any such certificates of the auditors and/or approved merchant bank will be available at the principal place of business of the Company in Hong Kong, where copies may be obtained without charge.

When there is an adjustment to the Subscription Price, a notice of adjustment will be given to the Warrantholders and an announcement will be made by the Company in this regard.

4. REGISTERED WARRANTS

The Bonus Warrants will be issued in registered form. The Company shall be entitled to treat the registered holder of any Bonus Warrant as the absolute owner thereof and accordingly shall not, except as ordered by a Court of competent jurisdiction or required by law, be bound to recognise any equitable or other claim to or interest in such Bonus Warrant on the part of any other person, whether or not it shall have express or other notice thereof.

5. TRANSFER, TRANSMISSION AND REGISTER

(A) The Subscription Rights are transferable in whole amounts or multiples of units of Subscription Rights of HK$100,000 or, subject to the agreement by the Company, in such other denomination, by instrument of transfer in any usual or common form or in any other form which may be approved by the Directors. The Company shall maintain a register of Warrantholders accordingly. Transfers of the Bonus Warrants must be executed by both the transferor and the transferee. The provisions of the Company's articles of association from time to time in force relating to the registration, transfer and transmission of Shares and the register of members shall, mutatis mutandis, apply (unless inconsistent with the provisions of these Conditions or the Instrument) to the registration, transfer and transmission of the Bonus Warrants and the register of Warrantholders, save that the Company shall not be obliged (but may if the directors of the Company so resolve) to maintain any register of Warrantholders at any place outside Hong Kong.

(B) The Instrument contains provisions which incorporate by reference certain provisions of the Company's articles of association from time to time in force to regulate the maximum number of holders of a Bonus Warrant, the appointment of proxies, attorneys and corporate representatives by Warrantholders, the signing and delivery of instruments appointing proxies, attorneys and corporate representatives of Warrantholders, voting and the right to speak at meetings of Warrantholders by Warrantholders, their proxies, attorneys and corporate representatives, the rights of joint holders of a Bonus Warrant and the destruction of documents which have been registered or cancelled.

(C) Any transfer of the Bonus Warrants to any connected person of the Company (as such expression is defined in the Listing Rules) shall be subject to the requirements that the Stock Exchange may impose from time to time.

(D) The registration of transfers of the Bonus Warrants may be suspended and the register of Warrantholders may be closed for such period as the directors of the Company may from time to time direct, provided that registration may not be suspended or such register of Warrantholders be closed for a period of more than 30 days or, with the approval of an ordinary resolution of Warrantholders, for a longer period not exceeding 60 days in any one year. Any transfer or exercise of the Subscription Rights attached to the Bonus Warrants made while the register of Warrantholders is so closed shall, as between the Company and the person claiming under the relevant transfer of the Bonus Warrants or, as the case may be, as between the Company and the Warrantholder who has so exercised the Subscription Rights attached to his Warrants (but not otherwise), be considered as made immediately after the reopening of the register of Warrantholders.

6. MEETINGS OF WARRANTHOLDERS AND MODIFICATION OF RIGHTS

(A) The Instrument contains provisions for convening meetings of Warrantholders to consider any matter affecting the interests of Warrantholders, including the modification by a Special Resolution of the provisions of the Instrument and/or the Conditions. A Special Resolution duly passed at any such meeting shall be binding on the Warrantholders, whether present or not.

(B) All or any of the rights for the time being attached to the Bonus Warrants (including any of the provisions of the Instrument) may from time to time (whether or not the Company is being wound up) be altered or abrogated (including but without prejudice to that generality by waiving compliance with, or by waiving or authorising any past or proposed breach of, any of the provisions of these Conditions and/or the Instrument) and the sanction of a Special Resolution shall be necessary and sufficient to effect such alteration or abrogation.

7. REPLACEMENT OF WARRANT CERTIFICATES

If a Warrant Certificate is mutilated, defaced, lost or destroyed, it may, at the discretion of the Company, be replaced at the principal office of the register of Warrantholders for the time being maintained in Hong Kong on payment of such costs as may be incurred in connection therewith and on such terms as to evidence, indemnity and/or security as the Company may require and on payment of such fee as the Company may determine. Mutilated or defaced Warrant Certificates must be surrendered before replacements will be issued.

In the case of lost Warrant certificates, section 71A of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) shall apply as if "shares" referred to therein included the Bonus Warrants.

8. PROTECTION OF SUBSCRIPTION RIGHTS

The Instrument contains certain undertakings by and restrictions on the Company designed to protect the Subscription Rights.

9. CALL

If at any time the Bonus Warrants which have not been exercised carry rights to subscribe for Shares are equal to or less than HK$100,000 of Subscription Rights, the Company may, on giving not less than three months' notice, require Warrantholders either to exercise their Subscription Rights or to allow them to lapse. On expiry of such notice, all unexercised Warrant(s) will be automatically cancelled.

10. FURTHER ISSUES

The Company shall be at liberty to issue further subscription warrants. Such issue of further subscription warrants is, however, subject to the Listing Rules. The Warrantholders will not be entitled to participate in any distributions or further issues of securities by the Company as a result of them being Warrantholders.

11. UNDERTAKINGS BY THE COMPANY

In addition to the undertakings given by it in relation to the grant and exercise of the Subscription Rights and the protection thereof the Company will undertake in the Instrument that:

(i) it will use its best endeavours to ensure that all Shares allotted on the exercise of Subscription Rights shall be admitted to listing on the Stock Exchange; and

(ii) it will pay all Hong Kong and, if applicable, the Cayman Islands stamp duties, registration fees or similar charges in respect of the execution of this Instrument, the creation and initial issue of the Bonus Warrants in registered form, the exercise of the Subscription Rights and the issue of Shares upon exercise of the Subscription Rights.

12. NOTICES

The Instrument contains provisions relating to notices to be given to Warrantholders. Every Warrantholder shall register with the Company an address either in Hong Kong or elsewhere to which notices can be sent and if any Warrantholder shall fail so to do notice may be given to such Warrantholder by sending the same in any of the manners hereinafter mentioned to his last known place of business or residence or, if there be none, by posting up the same for three days at the principal place of business and the registered office for the time being of the Company.

A notice may be given by delivery, prepaid letter (airmail in the case of an overseas address to where airmail service is available). All notices with respect to the Bonus Warrants standing in the names of joint holders shall be given to whichever of such persons is named first on the register of Warrantholders and notice so given shall be sufficient notice to all the holders of such Bonus Warrants. Notices sent by personal delivery or prepaid letter or the posting of the same at the registered office of the Company as provided in the above paragraph shall be deemed to have been served on the first day after such delivery or the deposit of the letter in a postbox or, as the case may be, the first day after the first posting up of such notice.

13. OVERSEAS WARRANTHOLDERS

No Subscription Rights represented by a Bonus Warrant may be exercised by any person who is resident in or a national of a Restricted Jurisdiction (as hereinafter defined), and the exercise of any Subscriptions Rights represented by a Bonus Warrant by a Warrantholder shall constitute a confirmation, representation and warranty by the exercising Warrantholder that such Warrantholder is not a resident or a national of a Restricted Jurisdiction and that all necessary governmental, regulatory or other consents or approvals and all formalities have been obtained and observed by such Warrantholder to enable him to legally and validly exercise the relevant Subscription Rights and the Company to legally and validly allot Shares in consequence thereof. For the purposes of this Condition a "**Restricted Jurisdiction**" includes the United States of America, any of its territories or possessions, the United Kingdom, Canada, any jurisdiction under the laws of which an exercise of Subscription Rights by a Warrantholder who is a national or resident thereof or the performance by the Company of the obligations expressed to be assumed by it under the Instrument or the Conditions cannot be carried out lawfully or cannot be carried out lawfully without the Company first having to take certain actions in such jurisdiction, and any other country, state or territory nominated by the Directors from time to time. Warrantholders shall be notified of any such nomination as soon as practicable after the Directors have nominated the same.

14. WINDING UP OF THE COMPANY

(a) If an effective resolution is passed for the voluntary winding up of the Company and if such winding up is for the purpose of reconstruction or amalgamation pursuant to a scheme of arrangement to which the Warrantholders, or some person designated by them for such purpose by Special Resolution, will be a party or in conjunction with which a proposal is made to the Warrantholders and is approved by Special Resolution, the terms of such scheme of arrangement or (as the case may be) proposal will be binding on all the Warrantholders.

(b) In the event a notice is given by the Company to its shareholders to convene a shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company during the Subscription Period, the Company shall give notice thereof to each Warrantholder and, thereupon every Warrantholder shall be entitled to, at any time up to close of business on the second business day before the general meeting convened for the purpose of passing the necessary resolution for the voluntary winding up of the Company, by irrevocable surrender of his Warrant Certificate(s) to the Company with the Subscription Form(s) duly completed, together with payment of the Exercise Moneys or the relative portion thereof (which must be a whole multiple of units of Subscription Rights of HK$100,000 in the case of a partial exercise), exercise the Subscription Rights represented by such Warrant Certificate to the extent specified in the Subscription Form(s) and the Company shall as soon as possible and in any event no later than the day immediately prior to the date of the proposed shareholders' meeting allot such number of Shares to the Warrantholders which fall to be issued pursuant to the exercise of the Subscription Rights represented by such Bonus Warrants and update the register of members of the Company accordingly.

The Company shall give notice to the Warrantholders of the proposing of any such resolution referred to in paragraph (b) above within seven days after the notice of the general meeting at which such resolution will be proposed is despatched to shareholders of the Company. The notice to Warrantholders shall contain a reminder to Warrantholders of their rights under paragraph (b) above.

The Company shall give notice to the Warrantholders of the passing of any resolution referred to in paragraph (b) above within seven days after the passing thereof.

Subject to the foregoing, if the Company is wound up, all Subscription Rights which have not been exercised at the commencement of the winding up will lapse and each Warrant Certificate will cease to be valid for any purpose.

15. GOVERNING LAW

The Instrument and the Bonus Warrants are governed by and will be construed in accordance with the laws of Hong Kong.

1. RESPONSIBILITY STATEMENT

This prospectus, 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 prospectus (other than information relating to Lord Profit) 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 prospectus (other than those expressed by Lord Profit) misleading.

2. SHARE CAPITAL

(a) The authorised and issued share capital of the Company as at the Latest Practicable Date and immediately following completion of the Open Offer with the Bonus Issue were/will be as follows:

(i) *As at the Latest Practicable Date*

Authorised:		*HK$*
500,000,000,000	Shares of HK$0.01 each	5,000,000,000.00
Issued and fully paid:		
1,564,846,293	Shares of HK$0.01 each	15,648,462.93

(ii) *Immediately following the completion of the Open Offer with the Bonus Issue (assuming no exercise of the Existing Share Options on or before the completion of the Open Offer with the Bonus Issue)*

Authorised:		*HK$*
500,000,000,000	Shares of HK$0.01 each	5,000,000,000.00
Issued and fully paid/to be issued:		
1,564,846,293	Shares as at the Latest Practicable Date	15,648,462.93
1,564,846,293	Offer Shares to be allotted and issued under the Open Offer	15,648,462.93
1,564,846,293	Bonus Shares to be allotted and issued under the Bonus Issue	15,648,462.93
4,694,538,879	Shares upon completion of the Open Offer with the Bonus Issue	46,945,388.79

Upon completion of the Open Offer with the Bonus Issue, Bonus Warrants in the maximum aggregate exercise moneys of HK$156,484,629.20 will be created and issued and such Bonus Warrants will entitle the holders thereof to subscribe for 782,423,146 Warrant Shares at an initial price of HK$0.20 (subject to adjustments) per Warrant Share.

All the existing Shares in issue are fully-paid and rank pari passu in all respects including all rights as to dividends, voting and return of capital. The Offer Shares and the Bonus Shares (when allotted, issued and fully-paid) and the Warrant Shares (when issued upon exercise of the Bonus Warrants) will rank pari passu with the then existing Shares in issue in all respects. Holders of fully-paid Offer Shares, the Bonus Shares and the Warrant Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment of Offer Shares, the Bonus Shares and the Warrant Shares (as the case may be). As at the Latest Practicable Date, there were no arrangement under which future dividends are waived or agreed to be waived.

(b) Share Option Scheme

Details of the Existing Share Options granted by the Company pursuant to the Share Option Scheme are as follows:

Name/ Category of Participants	As at 31 March 2013	Exercised	Lapsed	As at Latest Practicable Date	Date of grant	Exercise period	Exercise price *(HK$ per Share)*
Employees	1,551	–	–	1,551	28 January 2008	28 January 2008 to 21 September 2016	4.51
Other eligible persons	4,126	–	–	4,126	28 January 2008	28 January 2008 to 21 September 2016	4.51
	5,677	–	–	5,677			
Other eligible persons	73,500	–	–	73,500	26 May 2009	26 May 2009 to 21 September 2016	1.00
	73,500	–	–	73,500			
In aggregate	79,177	–	–	79,177			

Adjustments to the exercise prices of the Existing Share Options and/or the number of Shares to be allotted and issued upon exercise of the Existing Share Options will be made in accordance with the rules of the share option schemes of the Company and the Listing Rules as a result of the Open Offer. Holders of the Existing Share Options will be notified about the adjustments to the Existing Share Options after completion of the Open Offer with the Bonus Issue.

As at the Latest Practicable Date, save for the Existing Share Options, the Company had no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

3. DIRECTORS' INTERESTS

(a) As at the Latest Practicable Date, the interests and short positions of each Director in the shares or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which he was deemed or taken to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long position

Name of Director	The Company/Name of associated corporations	Nature of interest	Number and class of shares in the Company/ associated corporations	Number of underlying Shares	Approximate percentage of interest
Tong Kit Shing	The Company	Interest of controlled corporation *(Note 2)*	908,756,532 Shares	151,459,422	67.75% *(Note 1)*
Liu Guoyao	The Company	Interest of controlled corporation *(Note 2)*	908,756,532 Shares	151,459,422	67.75% *(Note 1)*

Notes:

1. The percentage shareholding in the Company is calculated by reference to the number of Shares in issue as at the Latest Practicable Date, that is, 1,564,846,293 Shares.

2. These Shares comprise (i) 302,918,844 Shares held by Automatic Result; and (ii) 302,918,844 Committed Shares and the 302,918,844 Bonus Shares to be allotted and issued to Automatic Result in connection with the taking up of the Committed Shares. Automatic Result is a company wholly-owned by Mr. Tong and of which Mr. Liu is the sole director.

(b) Save as disclosed in this prospectus, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interest and short positions in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions in which they were deemed or taken to have under such provisions of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

4. SUBSTANTIAL SHAREHOLDERS' INTERESTS

(a) As at the Latest Practicable Date, so far as is known to the Directors, the following persons, other than a director or chief executive of the Company, had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

Long position in the Shares

Name of Shareholder	Nature of interest	Number of Shares	Approximate percentage of interest *(Note 1)*
Automatic Result	Beneficial owner	1,060,215,954 *(Note 2)*	67.75%
Lord Profit	Beneficial owner	2,839,336,762 *(Note 3)*	181.45%
Kingsley Leung	Interest of controlled corporation *(Note 4)*	2,839,336,762	181.45%
Prominence	Beneficial owner	315,481,860 *(Note 5)*	20.16%
Beta Breakers Holdings Limited	Beneficial owner	315,481,860 *(Note 5)*	20.16%
Lam Wing Chak Victor	Beneficial owner	315,481,860 *(Note 5)*	20.16%
Overseas Capital Assets Limited	Beneficial owner	219,060,000 *(Note 6)*	14.00%

Notes:

1. The percentage shareholding in the Company is calculated by reference to the number of Shares in issue as at the Latest Practicable Date, that is, 1,564,846,293 Shares.

2. These Shares comprise (i) 302,918,844 Shares directly held by Automatic Result; and (ii) 302,918,844 Committed Shares and the 302,918,844 Bonus Shares to be allotted and issued to Automatic Result in connection with the taking up of the Committed Shares. Automatic Result is a company wholly-owned by Mr. Tong and of which Mr. Liu is the sole director. The interests in the Company of each of Mr. Tong and Mr. Liu are set out in the paragraph headed "Directors' interests" in this Appendix above.

3. These Shares comprise (i) 1,135,734,705 Underwritten Shares to be underwritten by Lord Profit under the Underwriting Agreement; (ii) 135,734,705 Bonus Shares to be allotted and issued to Lord Profit with the 135,734,705 Underwritten Shares under the Open Offer; and (iii) 567,867,352 Shares to be allotted and issued by the Company upon exercise of the subscription rights attaching to the Bonus Warrants to be issued to Lord Profit in connection with the 1,135,734,705 Underwritten Shares under the Open Offer.

4. These interests are held by Lord Profit, which is owned as to 90% by Mr. Kingsley Leung and as to 10% by Tong Kit Shing, an executive Director.

5. These Shares comprise (i) 126,192,744 Underwritten Shares to be underwritten by Prominence under the Underwriting Agreement; (ii) 126,192,744 Bonus Shares to be allotted and issued to Prominence with the 126,192,744 Underwritten Shares under the Open Offer; and (iii) 63,096,372 Shares to be allotted and issued by the Company upon exercise of the subscription rights attaching to the Bonus Warrants to be issued to Prominence in connection with the 126,192,744 Underwritten Shares under the Open Offer. Prominence is owned as to 99% by Beta Breakers Holdings Limited and as to 1% by Lam Wing Chak Victor. Beta Breakers Holdings Limited is wholly and beneficially owned by Lam Wing Chak Victor.

6. Based on the individual substantial shareholder notice of Overseas Capital Assets Limited filed on 25 July 2013, Overseas Capital Assets Limited is wholly-owned by He Rufeng.

(b) Save as disclosed in this prospectus, so far as is known to the Directors, there is no other person who had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, had a direct or indirect interests amounting to 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any members of the Group.

(c) Mr. Liu Guoyao, an executive Director, is the sole director of Automatic Result Limited.

5. INTERESTS IN CONTRACT OR ARRANGEMENT

Save for the Underwriting Agreement and the ARL Undertaking, as at the Latest Practicable Date, none of the Directors was materially interested in contract or arrangement subsisting which is significant in relation to the business of the Group, nor had any Director had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 March 2013, the date to which the latest published audited consolidated financial statements of the Group were made up.

6. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and there is no litigation or claim of material importance known to the Directors to be pending or threatened by or against any member of the Group.

7. SERVICE CONTRACTS

None of the Directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation.

8. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business of the Company) have been entered into by members of the Group within two years immediately preceding the date of the Announcement and up to the Latest Practicable Date which are or may be material:

(a) the placing agreement dated 19 April 2013 entered into between the Company and Prominence Financials Limited in relation to the placing, on a best endeavour basis, of a maximum of 260,000,000 new Shares, further details of which are set out in the announcement of the Company dated 19 April 2013; and

(b) the Underwriting Agreement and the Supplemental Underwriting Agreement.

9. COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors nor his associates (as defined in the Listing Rules) was interested in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with that of the Group.

10. EXPERT AND CONSENT

The following is the qualification of the expert whose statements have been included in this prospectus:

Name	Qualification
KTC Partners CPA Limited	Certified Public Accountants

KTC Partners CPA Limited has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion herein of its letters or opinions or reports or references to its name in the form and context in which it appear.

As at the Latest Practicable Date, KTC Partners CPA Limited had not had any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, KTC Partners CPA Limited had not had any direct or indirect interests in any assets which have been, since 31 March 2013 (being the date to which the latest published audited accounts of the Company were made up), acquired or disposed of by or leased to any member of the Group, or which are proposed to be acquired or disposed of by or leased to any member of the Group.

11. PARTIES INVOLVED IN THE OPEN OFFER AND CORPORATE INFORMATION

Registered office	Cricket Square, Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Principal place of business in Hong Kong	13th Floor, Public Bank Centre 120 Des Voeux Road Central Hong Kong
Underwriters	Lord Profit Limited P.O. Box 957 Offshore Incorporations Centre Road Town, Tortola British Virgin Islands Prominence Financials Limited Room 603 6/F, Low Block, Grand Millennium Plaza 181 Queen's Road Central Hong Kong
Legal adviser to the Company	*As to Hong Kong laws* Leung & Lau 3rd Floor Agricultural Bank of China Tower 50 Connaught Road C., Central Hong Kong

Auditor	KTC Partners CPA Limited *Certified Public Accountants* Rooms 501-2 & 508 5/F, Mirror Tower 61 Mody Road Tsim Sha Tsui East Hong Kong
Principal bankers	Bank of China (Hong Kong) Limited 21 Ma Tau Wai Road Hung Hom Kowloon Hong Kong Bank of Communication Co., Ltd, Hong Kong Branch No. 563 Nathan Road Kowloon Hong Kong
Principal share registrar and transfer agent	HSBC Trustee (Cayman) Limited P.O. Box 484 HSBC House 68 West Bay Road Grand Cayman KY1-1106 Cayman Islands
Hong Kong branch share registrar and transfer office	Tricor Abacus Limited 26th Floor, Tesbury Centre, 28 Queen's Road East Hong Kong
Authorised representatives	Mr. Tong Kit Shing Room 6A, Block 10 Garden City 3 Shekou, Shenzhen PRC Mr. Liu Guoyao Sap Tai Tong Chuen Shing Sai Heung Chuk Kai Yuen, Guangdong PRC
Company secretary	Mr. Fung Kwok Leung, *FCPA, FCCA, CTAHK, FITHK, BA (Hons.)*

12. DIRECTORS AND SENIOR MANAGEMENT PROFILE

Particulars of the Directors and senior management of the Company:

Name	**Residential address**
Executive Directors	
Mr. Tong Kit Shing *(Chairman)*	Room 6A, Block 10 Garden City 3 Shekou, Shenzhen PRC
Mr. Liu Guoyao	Sap Tai Tong Chuen Shing Sai Heung Chuk Kai Yuen, Guangdong PRC
Mr. Leung Ka Chun	23/F., Flat 6, Block 6 Harbour Place Hunghom, Kowloon Hong Kong
Independent Non-Executive Directors	
Mr. Tsao Hoi Ho, Terry	Flat C, 7/F., Block 8 Bauhinia Mansion Whampoa Garden Hunghom, Kowloon Hong Kong
Mr. Lou Iok Kuong	Room 1512, 15/F., Pok On House Pok Hong Estate Shatin, New Territories Hong Kong
Mr. Ng Pak Kin, Danny	20/F, Mei Foo Sun Chuen 3A Nassau Street Kowloon Hong Kong
Mr. Leung Wai Chung, Vincent	Flat C, 19/F., Tower 4 Jubilant Place 99 Pau Chung Street To Kwa Wan, Kowloon Hong Kong

Senior management

Mr. Fung Kwok Leung	Unit F, 41/F, Tower 3 Metro Town 8 King Ling Road Tiu King Leng Hong Kong
Mr. Chan Shun Tai, Edward	Flat F, 23/F Chai Kung Mansion Tai Koo Shing Hong Kong

Executive Directors

(1) Mr. Tong Kit Shing

Mr. Tong Kit Shing ("**Mr. Tong**"), aged 52, was appointed as an executive Director with effect from 22 September 2005. He is the chairman and one of the two authorised representatives of the Company and a member of the remuneration committee and nomination committee of the Board. Mr. Tong is responsible for the formulation of corporate strategy and the future direction of the Group, and the overall management of the Group. He has been engaged in metal trading business in the PRC since 1997. Mr. Tong also has extensive investment experience in water treatment business in the PRC using biotechnology and has also been investing in a company engaged principally in the development of water treatment system in the PRC.

As at the Latest Practicable Date, Mr. Tong was interested in 302,918,844 Shares which were held by Automatic Result Limited, of which Mr. Tong is the owner of Automatic Result Limited.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tong did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; and (iv) have any relationship with any other Directors, senior management, substantial or controlling Shareholders.

(2) Mr. Liu Guoyao

Mr. Liu Guoyao ("**Mr. Liu**"), aged 49, was appointed as an executive Director with effect from 22 September 2005. He is one of the two authorised representatives of the Company. He is responsible for the general management and marketing of the Group. He has extensive experience in the management and business administration of entities in the PRC. Mr. Liu owns a hotel in Dongguan, the PRC and has participated in the day-to-day operation and management thereof as a general manager since 1999.

As at the Latest Practicable Date, Mr. Liu was interested in 302,918,844 Shares which were held by Automatic Result Limited by virtue of Part XV of the SFO. Mr. Liu is the sole director of Automatic Result Limited.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; and (iv) have any relationship with any other Directors, senior management, substantial or controlling Shareholders.

(3) Mr. Leung Ka Chun

Mr. Leung Ka Chun ("**Mr. Leung**"), aged 35, was appointed as an executive Director with effect from 1 December 2012. Mr. Leung is a member of the audit committee and the remuneration committee and the chairman of the nomination committee of the Board. Mr. Leung has over 11 years of working experience in legal profession and commerce especially in the marketing and management field. Mr. Leung holds a Law Diploma from The University of Hong Kong and a China Law Diploma from The Chinese University of Hong Kong. Mr. Leung is currently a senior executive of a law firm. Mr. Leung is also experienced in the bio-chemical and environmental industry. He is a director of Fitwell Development Limited, a private company incorporated in the British Virgin Islands, which specializes in recycling of wasted oil, production and marketing of bio-diesel.

As at the Latest Practicable Date, Mr. Leung was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Leung did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; and (iv) have any relationship with any other Directors, senior management, substantial or controlling Shareholders.

Independent non-executive Directors

(1) Mr. Tsao Hoi Ho, Terry

Mr. Tsao Hoi Ho, Terry ("**Mr. Tsao**"), aged 48, was appointed as an independent non-executive Director with effect from 7 May 2010. Mr. Tsao is the chairman of the audit committee and a member of the remuneration committee and nomination committee of the Board. Mr. Tsao is a Certified Public Accountant (Practising) of the Hong Kong Institute of Certified Public Accountants, an associate of The Institute of Chartered Secretaries and Administrators, an associate of the Australasian Institute of Banking & Finance, a member of the Institute of Chartered Accountants of New Zealand and an associate of the Bankers' Institute of New Zealand. Mr. Tsao graduated from the University of Warwick with a Master of

Business Administration degree. He has over 20 years' extensive experience in auditing, corporate finance and company secretarial practice. He has worked for international accounting firms for 5 years and is currently the financial controller, company secretary and authorized representative of Ningbo WanHao Holdings Company Limited (formerly known as Ningbo Yidong Electronic Company Limited), a joint stock limited company incorporated in the People's Republic of China whose shares are listed on the Growth Enterprise Market of the Stock Exchange (Stock Code: 8249).

As at the Latest Practicable Date, Mr. Tsao was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tsao did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; and (iv) have any relationship with any other Directors, senior management, substantial or controlling Shareholders.

(2) Mr. Lou Iok Kuong

Mr. Lou Iok Kuong ("**Mr. Lou**"), aged 43, was appointed as an independent non-executive Director with effect from 25 June 2010. Mr. Lou is the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Board. Mr. Lou is a Hong Kong lawyer having over 16 years of experience in the profession. He was admitted as a solicitor in Hong Kong in 1995. He holds a Master degree in Business Administration from the Chinese University of Hong Kong and a Bachelor of Laws degree from The University of Hong Kong. Mr. Lou is an honorary Legal Advisor of the Hong Kong SAR Government Drivers' Union; the Government Chauffeurs Union and The Hong Kong Allergy Association. Mr. Lou had worked for several law firms as a solicitor or a consultant and currently Mr. Lou is a partner of Edward Lau, Wong & Lou.

As at the Latest Practicable Date, Mr. Lou was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lou did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; and (iv) have any relationship with any other Directors, senior management, substantial or controlling Shareholders.

(3) Mr. Ng Pak Kin, Danny

Mr. Ng Pak Kin, Danny ("**Mr. Ng**"), aged 35, was appointed as an independent non-executive Director with effect from 1 December 2012. Mr. Ng is a member of the audit committee and remuneration committee of the Board. Mr. Ng is a practicing Barrister-at-Law, has over 11 years of working experience in the legal profession. Mr. Ng holds a Law Degree (LLB) and a Postgraduate Certificate in Laws (PCLL) from the University of Hong Kong. His legal practice mainly rests on civil litigation including tort, contract and commercial law. He is also familiar with other legal matters in relation to the Securities and Futures Commission.

As at the Latest Practicable Date, Mr. Ng was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ng did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; and (iv) have any relationship with any other Directors, senior management, substantial or controlling Shareholders.

(4) Mr. Leung Wai Chung, Vincent

Mr. Leung Wai Chung, Vincent ("**Mr. Leung**"), aged 27, was appointed as an independent non-executive Director with effect from 1 December 2012. Mr. Leung is a member of the audit committee and remuneration committee of the Board. Mr. Leung is a Registered Pharmacist (General Pharmaceutical Council, United Kingdom). Mr. Vincent Leung obtained his Master Degree in Pharmacy (MPharm) from University of Nottingham in 2011. He was appointed by several pharmaceutical companies in the United Kingdom as Pharmacy Assistant and Pre-registered Pharmacist from 2006 to 2011.

As at the Latest Practicable Date, Mr. Leung was not interested in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Leung did not (i) hold any directorships in other listed company in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; and (iv) have any relationship with any other Directors, senior management, substantial or controlling Shareholders.

Senior management of the Group

(1) Mr. Fung Kwok Leung

Mr. Fung Kwok Leung ("**Mr. Fung**"), aged 47, holds an Honour Degree in Accountancy from the Hong Kong Polytechnic University, is a fellow member of both of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Fung is the company secretary and the chief financial officer of the Company. He has over 20 years of extensive experience in accounting and related fields.

As far as the Directors are aware, Mr. Fung does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

(2) Mr. Chan Shun Tai, Edward

Mr. Chan Shun Tai, Edward ("**Mr. Chan**"), aged 51, is the General Manger of Shenzhen Watsin Genetech Co., Ltd (an indirect wholly-owned subsidiary of the Company). Mr. Chan is a professional pharmacist and he obtained Pharmacist licenses in Canada and Hong Kong since 1985 and 1987 respectively. Mr. Chan has over 24 years of extensive sales and marketing experiences especially in the pharmaceutical industry. Before joining the Company on 5 March 2012, he was the Director of New Business Development of Xian-Janssen Pharmaceutical Ltd and a general manager of Jacobson Medical Limited.

As far as the Directors are aware, Mr. Chan does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

13. GENERAL

In the event of inconsistency, the English text of this prospectus and the accompanying Application Form and Excess Application Form shall prevail over the Chinese text.

14. LEGAL EFFECT

The Prospectus Documents and all acceptance of any offer or application contained in such documents are governed by and shall be construed in accordance with the laws of Hong Kong. Where an application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all persons concerned bound by the provisions, other than the penal provisions, of Sections 44A and 44B of the Companies Ordinance.

15. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

A copy of each of the Prospectus Documents and the written consent referred to in the paragraph headed "Expert and consent" in this appendix have been delivered to the Registrar of Companies of Hong Kong pursuant to Section 342C of the Companies Ordinance.

16. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at Room 406A, 4th Floor, Empire Centre, 68 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong from the date of this prospectus up to and including 23 September 2013:

(a) the memorandum and articles of association of the Company;

(b) the memorandum and articles of association of Lord Profit;

(c) the annual reports of the Company for the two financial years ended 31 March 2013;

(d) the accountants' report from KTC Partners CPA Limited on the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II to this prospectus;

(e) the written consent as referred to in the paragraph headed "Experts and Consents" in this appendix;

(f) the material contracts referred to under the section headed "Material Contracts" in this appendix;

(g) the ARL Undertaking;

(h) the circular of the Company dated 28 June 2013 and the Circular; and

(i) this prospectus.