
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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

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聯康集團

Uni-Bio Science

UNI-BIO SCIENCE GROUP LIMITED

聯康生物科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0690)

**PROPOSED ISSUE OF SHARES AND
PROPOSED ISSUE OF UNLISTED WARRANTS
UNDER SPECIFIC MANDATE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of the Company to be held at 10:00 a.m. on Monday, 11 September 2017 at Room 2401-2, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong is set out on pages EGM-1 to EGM-3 of this circular.

If you do not intend to attend and vote at the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event by 10:00 a.m. on Saturday, 9 September 2017 or not less than 48 hours before the time appointed for holding the adjournment meeting.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

24 August 2017

* for identification purposes only

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DEFINITIONS

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

“Announcements”	the announcements of the Company dated 18 July 2017 and 3 August 2017 in relation to the Subscriptions and the proposed issue of the Warrants
“connected person”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding a Saturday, Sunday or public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	Uni-Bio Science Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Completion”	completion of the Subscriptions
“Completion Date”	the 5th Business Day after the satisfaction of all the conditions under the relevant Subscription Agreement (or such other date as may be agreed by the Company and the relevant Subscriber in writing), being the date on which Completion shall take place
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held at 10:00 a.m. on Monday, 11 September 2017 at Room 2401-2, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong for the purpose of considering and, if thought fit, approving the Specific Mandate, the notice of which is set out in pages EGM-1 to EGM-3 of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

DEFINITIONS

“HeungKong Group”	a PRC based conglomerate with business segments ranging from trade logistics, industrial development, healthcare, financial investments, education, development and construction
“HeungKong Healthcare”	the healthcare arm of the HeungKong Group
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	third party independent of the Company and the connected persons of the Company
“Last Trading Day”	18 July 2017, being the date of the Subscription Agreements
“Latest Practicable Date”	21 August 2017, being the last practicable date prior to the printing of this circular for the purpose of ascertaining information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Specific Mandate”	the specific mandate to be sought from the Shareholders at the EGM for the allotment and issue of the Subscription Shares and for the issue of the Warrants and the allotment and issue of the Warrant Shares upon the exercise of the Warrant Subscription Rights
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber A”	Vital Vigour Limited, a company incorporated in Cayman Islands with limited liability

DEFINITIONS

“Subscriber B”	Wynhaus Assets Management Pte. Ltd., a company incorporated in Singapore with limited liability
“Subscribers”	collectively, Subscriber A and Subscriber B, and a “Subscriber” shall be construed accordingly
“Subscription A”	the subscription of 873,360,000 Subscription Shares by Subscriber A under the Subscription Agreement A
“Subscription B”	the subscription of 154,120,000 Subscription Shares by Subscriber B (or its nominee) under the Subscription Agreement B
“Subscriptions”	collectively, the Subscription A and the Subscription B
“Subscription Agreement A”	the subscription agreement dated 18 July 2017 entered into between by the Company and Subscriber A in relation to the Subscription A and the transactions contemplated thereunder (as supplemented by the Supplemental Agreement A)
“Subscription Agreement B”	the subscription agreement dated 18 July 2017 entered into between by the Company and Subscriber B in relation to the Subscription B and the transactions contemplated thereunder (as supplemented by the Supplemental Agreement B)
“Subscription Agreements”	collectively, the Subscription Agreement A and the Subscription Agreement B, and a “Subscription Agreement” shall be construed accordingly
“Subscription Price”	the subscription price of HK\$0.138 per Subscription Share
“Subscription Shares”	the total of 1,027,480,000 new Shares to be allotted and issued to the Subscribers under the Subscription Agreements and each, a “Subscription Share”
“Supplemental Agreement A”	the supplemental agreement to the Subscription Agreement A dated 3 August 2017 entered into between by the Company and Subscriber A, further particulars of which are set out in the announcement of the Company dated 3 August 2017

DEFINITIONS

“Supplemental Agreement B”	the supplemental agreement to the Subscription Agreement B dated 3 August 2017 entered into between by the Company and Subscriber B, further particulars of which are set out in the announcement of the Company dated 3 August 2017
“Supplemental Agreements”	collectively, the Supplemental Agreement A and the Supplemental Agreement B, and a “Supplemental Agreement” shall be construed accordingly
“Warrant Closing”	completion of the issue of the Warrants
“Warrant Exercise Price”	the initial subscription price of HK\$0.2063 per Warrant Share (subject to adjustments) at which holders of the Warrants may subscribe for the Warrant Shares
“Warrant Instrument”	the deed poll constituting the Warrants to be executed by the Company upon the Warrant Closing
“Warrant Shares”	the new Shares which may fall to be allotted and issued upon the exercise of the Warrant Subscription Rights, and each, a “Warrant Share”
“Warrant Subscription Rights”	the subscription rights that are attached to the Warrants
“Warrants”	unlisted warrants to be issued by the Company to the Subscribers entitling the holders thereof to subscribe in cash for up to an aggregate amount of HK\$52,992,281 for the Warrant Shares at the Warrant Exercise Price at any time for the period commencing from the date of issue of the Warrants and ending on the third anniversary thereof (or if that is not a Business Day, the first Business Day immediately following such date) (both days inclusive)
“%”	per cent.

LETTER FROM THE BOARD



聯康集團

Uni-Bio Science

UNI-BIO SCIENCE GROUP LIMITED

聯康生物科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0690)

Executive Directors:

Mr. Kingsley Leung (*Chairman*)

Mr. Chen Dawei (*Vice-chairman*)

Independent non-executive Directors:

Dr. Carl Aslan Jason Morton Firth

Mr. Zhao Zhi Gang

Mr. Chow Kai Ming

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

***Principal place of business
in Hong Kong:***

Room 3006, 30/F

The Centrium

60 Wyndham Street

Central

Hong Kong

24 August 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED ISSUE OF SHARES AND
PROPOSED ISSUE OF UNLISTED WARRANTS
UNDER SPECIFIC MANDATE**

INTRODUCTION

Reference is made to the Announcements in relation to the Subscriptions and the issue of the Warrants. The purposes of this circular are to provide you with information regarding, among other things, further details of the Subscriptions and the Warrants and to give you notice of the EGM.

* for identification purposes only

LETTER FROM THE BOARD

THE SUBSCRIPTION AGREEMENTS

- Date** : 18 July 2017 (date of the Supplemental Agreements being 3 August 2017)
- Issuer** : The Company
- Subscribers** : ***Subscription Agreement A:*** Vital Vigour Limited, a company incorporated in Cayman Islands with limited liability engaged in investment holding. Subscriber A is a wholly owned subsidiary of HeungKong Great Health GP Limited, which is acting for and on behalf of, and as the general partner of, HeungKong Great Health Fund I. The HeungKong Great Health Fund I is established by Futec International Holdings Limited, which is an affiliate of the HeungKong group, a PRC based conglomerate with business segments ranging from trade logistics, industrial development, healthcare, financial investments, education, development and construction.

Subscription Agreement B: Wynhaus Assets Management Pte. Ltd., a company incorporated in Singapore with limited liability. Subscriber B is principally engaged in asset management and investment holding.

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

The Subscriptions

- Subscription Shares : Pursuant to the Subscription Agreements, the Company has conditionally agreed to allot and issue, and the Subscribers have conditionally agreed to subscribe for the Subscription Shares, as to:
- (i) 873,360,000 Subscription Shares by Subscriber A; and
 - (ii) 154,120,000 Subscription Shares by Subscriber B (or its nominee).

LETTER FROM THE BOARD

The total number of 1,027,480,000 Subscription Shares (of an aggregate nominal value of HK\$10,274,800.00) to be allotted and issued under the Subscriptions represents (i) approximately 20.00% of the issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares (assuming that there is no change in the issued share capital of the Company from Latest Practicable Date and up to Completion other than as a result of the Subscriptions).

Subscription Price : The Subscription Price is HK\$0.138 per Subscription Share, which represents:

- (i) a discount of approximately 16.36% to the closing price of HK\$0.165 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 7.88% to the average closing price of HK\$0.1498 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the Last Trading Day;
- (iii) a premium of approximately 158.62% to the net assets value of HK\$0.087 per Share based on the consolidated net assets of the Company as at 31 December 2016 of approximately HK\$446,404,000; and
- (iv) a discount of 31.00% to the closing price of HK\$0.200 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The Subscription Price was determined after arm's length negotiations between the Company and the Subscribers with reference to the then recent market prices of the Shares at or around the time of the entering into of the original Subscription Agreements. The Directors consider that the Subscription Price is fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Payment : The Subscribers shall pay their respective aggregate Subscription Prices to the Company in cash upon Completion.

Conditions Precedent : Completion of the Subscriptions is subject to the fulfilment of the following conditions:

- (1) the Stock Exchange granting the approval for the listing of, and permission to deal in, the Subscription Shares (and such approval and permission not subsequently revoked prior to the delivery of the definitive share certificate representing the Subscription Shares at Completion); and
- (2) the passing of resolution(s) by the shareholders of the Company (to the extent they are entitled to vote and not required to abstain on such resolution(s)) at the EGM approving the allotment and issue of the Subscription Shares by the Company under the Specific Mandate.

Under each of the respective Subscription Agreements, the conditions precedent are not capable of being waived by either the Company or the relevant Subscriber. If any of the conditions with respect to the respective Subscription Agreement have not been satisfied at or before 4:00 p.m. on 31 December 2017, such Subscription Agreement shall cease and determine, save and except for the provisions governing the confidentiality obligations and other miscellaneous provisions.

As at the Latest Practicable Date, none of the above conditions has been fulfilled.

Completion Date : Completion of the relevant Subscription shall take place on the fifth Business Day after the satisfaction of all the conditions under the relevant Subscription Agreement as referred to above (or such other date as may be agreed by the Company and the relevant Subscriber in writing).

Ranking : The Subscription Shares, when fully paid and allotted and issued, will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Subscription Shares.

LETTER FROM THE BOARD

- Listing : The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.
- Lock-up Undertaking : Under each of the Subscription Agreements, each of the Subscribers has undertaken that during a period of 12 months from the Completion Date, it shall not, without the prior written consent of the Company, transfer or otherwise dispose of nor enter into any memorandum or agreement to transfer or otherwise dispose of or otherwise create any options, rights, interests or encumbrances in respect of, either directly or indirectly, conditionally or unconditionally, the Subscription Shares.

Specific Mandate to issue the Subscription Shares

The Subscription Shares will be issued under the Specific Mandate to be sought at the EGM.

The Warrants

Pursuant to the terms of each of the Subscription Agreements, the Company, subject to the satisfaction of the conditions precedent referred to below and pursuant to the Specific Mandate, will issue the Warrants to the Subscribers, representing an aggregate exercise moneys of up to HK\$52,992,281, as to:

- (1) exercise moneys of HK\$45,043,542 to be issued to Subscriber A; and
- (2) exercise moneys of HK\$7,948,739 to be issued to Subscriber B (or its nominee).

No additional monetary consideration is required to be paid by the Subscribers to the Company for the issue of the Warrants, but the Subscribers will have to pay for the Warrant Shares at the Warrant Exercise Price upon exercising the Warrant Subscription Rights.

The principal terms of the Warrants were arrived at after arm's length negotiations between the Subscribers and the Company and are summarised as follows:

- Status : The Warrants will be constituted by way of deed poll to be executed by the Company (i.e. the Warrant Instrument). The Warrants will rank *pari passu* in all respects among themselves.

LETTER FROM THE BOARD

Form : The Warrants will be issued upon completion in registered form. Definitive certificates will be issued to the holders of the Warrants.

Subscription period : The Warrant Subscription Rights may be exercised at any time from the date of issue of the Warrants until 4:00 p.m. (Hong Kong time) on the third anniversary of the issue date (or, if that is not a Business day, the first Business Day immediately following such date) (both dates inclusive), subject to earlier termination as provided in the Warrant Instrument.

Number of Warrants Shares : The Warrants conferring the rights to the holders thereof to subscribe for up to HK\$52,992,281 in aggregate for the Warrant Shares.

Assuming the Warrants representing exercise moneys of HK\$52,992,281 are issued, the Warrant Subscription Rights attaching to the Warrants, if exercised in full, will entitle the holders thereof to subscribe for up to 256,870,000 Warrant Shares at the initial Warrant Exercise Price of HK\$0.2063 per Warrant Share. Such 256,870,000 Warrant Shares (of an aggregate nominal value of HK\$2,568,700.00) represents:

- (i) approximately 5.00% of the issued share capital of the Company as at the Latest Practicable Date;
- (ii) approximately 4.17% of the issued share capital of the Company immediately after Completion as enlarged by the issue of the Subscription Shares (assuming that there is no other change in the issued share capital of the Company); and
- (iii) approximately 4.00% of the issued share capital of the Company immediately after Completion as enlarged by the issue of the Subscription Shares and all such Warrant Shares (assuming that there is no other change in the issued share capital of the Company).

LETTER FROM THE BOARD

Warrant Exercise Price : The initial Warrant Exercise Price is HK\$0.2063 per Warrant Share, representing:

- (i) a premium of approximately 25.03% to the closing price of HK\$0.165 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 37.72% to the average closing price of HK\$0.1498 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the Last Trading Day;
- (iii) a premium of approximately 237.13% to the net assets value of HK\$0.087 per Share based on the consolidated net assets of the Company as at 31 December 2016 of approximately HK\$446,404,000; and
- (iv) a premium of 3.15% over the closing price of HK\$0.200 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

The initial Warrant Exercise Price set out above was determined based on the arm's length negotiations between the Company and the Subscribers, taking into account the then recent market prices of the Shares prior to the Last Trading Day. The Directors consider that the terms of the Warrants (including the Warrant Exercise Price) are on normal commercial terms and are fair and reasonable and in the best interest of the Company and the Shareholders as a whole.

Adjustment to the Warrant Exercise Price : The Warrant Exercise Price shall be subject to adjustment upon occurrence of the following events:

- (i) an alteration of the nominal amount of the Shares by reason of any consolidation, sub-division, reclassification or redenomination;
- (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 fund);

LETTER FROM THE BOARD

- (iii) a capital distribution being made by the Company, whether on a reduction of capital or otherwise, to the Shareholders in their capacity as such or the grant to the shareholders the right to acquire for cash assets of the Group;
- (iv) an offer or grant being made by the Company to the Shareholders by way of rights or of options or warrants to subscribe for new Shares at a price which is less than 85% of the market price of the Shares;
- (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 per Share is less than 85% of the market price of the Shares, or the terms of any such issue being altered so that the said total effective consideration is less than 85% of the market price of the Shares;
- (vi) an issue being made by the Company wholly for cash of Shares (other than pursuant to any employee share option scheme) at a price less than 85% of the market price of the Shares;
- (vii) a cancellation of any Shares repurchased by the Company in circumstances where the Directors consider that it may be appropriate to make an adjustment to the subscription price; and
- (viii) in case of any reorganisation of the share capital of the Company (other than a consolidation, sub-division, reclassification or redenomination of Shares otherwise provided for above), or any merger or consolidation of the Company with or into another corporation, or the sale of all or substantially all the assets of the Company.

Save for the adjustments as set out above, the Warrant Exercise Price will not be subject to any other adjustments.

For details of the adjustment events, please refer to the Appendix to this circular.

LETTER FROM THE BOARD

- Rights of the Warrant Shares : The Warrant Shares that fall to be issued upon the exercise of the Warrant Subscription Rights will rank *pari passu* in all respects with the Shares in issue on the relevant date of registration of the name of the relevant holder(s) of the Warrants on the register of members of the Company as holder of such Warrant Shares.
- Transferability : The Warrants are transferable, in whole amounts or multiples of units of Warrant Subscription Rights of HK\$206,300 or, subject to the agreement by the Company in such other denomination, and any transfer of the Warrants to any connected person shall be subject to the requirements that the Stock Exchange may impose from time to time.
- Rights of Warrants : The holders of the Warrants will not have any right to attend or vote at any meeting of the Company by virtue of them being the holders of the Warrants. The holders of the Warrants shall not have the right to participate in any distributions and/or offers of further securities made by the Company.
- Conditions precedent : The issue of the Warrants by the Company is subject to the fulfilment of each of the following conditions (none of which may be waived):
- (1) the Completion having taken place;
 - (2) the Stock Exchange granting the approval for the listing of, and permission to deal in, the Warrant Shares; and
 - (3) the passing of resolution(s) by the Shareholders (to the extent they are entitled to vote and not required to abstain on such resolution(s)) at the EGM approving the allotment and issue of the Warrant Shares by the Company under the Specific Mandate, the issue of the Warrants to the relevant Subscriber and the issue of the Warrant Shares upon exercise of the Warrant Subscription Rights pursuant to the Warrant Instrument.

LETTER FROM THE BOARD

If any of the conditions above have not been satisfied at or before 4:00 p.m. on 31 December 2017, none of the Company or the relevant Subscriber shall be obliged to proceed with the Warrant Closing.

As at the Latest Practicable Date, none of the above conditions has been fulfilled.

- Warrant Closing : The Warrant Closing shall take place on the day of the satisfaction of all the conditions as referred to above (or such other date as may be agreed by the Company and the relevant Subscriber in writing).
- Listing : The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Warrant Shares. No application for the listing of the Warrants has been or will be made.

Specific Mandate to issue the Warrant Shares

The Warrant Shares will be issued under the Specific Mandate to be sought at the EGM.

REASONS FOR THE SUBSCRIPTIONS AND ISSUE OF THE WARRANTS

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

The Directors are of the view that the Subscriptions can strengthen the financial position of the Group and provide working capital to the Group to meet any future development and obligations. The Subscriptions also represent a good opportunity to broaden the shareholders' base and the capital base of the Company. The Company understands that the Subscribers intends to hold a long-term interest in the Company and the Subscriptions would bring in the Subscribers as strategic investors of the Company. Subscriber A is a wholly owned subsidiary of HeungKong Great Health GP Limited, which is acting for and on behalf of, and as the general partner of, HeungKong Great Health Fund I. The HeungKong Great Health Fund I is established by Futec International Holdings Limited, which is an affiliate of the HeungKong Group, a PRC based conglomerate with business segments ranging from trade logistics, industrial development, healthcare, financial investments, education, development and construction. Subscriber B is a

LETTER FROM THE BOARD

company incorporated in Singapore with limited liability and principally engaged in asset management and investment holding. Both subscribers are introduced by Mr. Chen Dawei, the Vice-chairman of the Company, to the Company and both are interested in the market potential of the Group's existing products and those in the pipelines together with its research and development capabilities. Both subscribers have reached out to the Group in relation to its interest in investment and collaboration with the Group. In addition to the Subscriptions, as disclosed in the voluntary announcement of the Company dated 18 July 2017, the Group and HeungKong Group have forged a strategic alliance, with the prospect of the Group being given access to the medical network of the HeungKong Group to distribute its pharmaceutical products, and joint efforts will be made to evaluate the opportunities of setting up bio-pharmaceutical incubation centers and explore international mergers and acquisition projects.

Reform of the healthcare system in the PRC has begun, which will see follow-up consultation and dispensing of medicine at community health centers replacing visits to hospitals in chronic diseases management to reduce healthcare costs. To tap the business opportunities national policy brings, the Group is actively expanding its clinic network and distribution channels for some existing products and pipeline drugs for treating chronic diseases, such as diabetes and osteoporosis. HeungKong Healthcare, set up in 2011 by the HeungKong Group, has built a family health center chain that covers medical consultation service, and drug dispensaries and sanatorium operations, etc. Allowing the pharmaceutical products of the Group to be available at HeungKong Group's family health centers could allow the community and patients with chronic diseases to have access to better daily or follow-up consultation and drug dispensary services. Moreover, the Group is given to understand that HeungKong Healthcare aims to utilise big data in the future to establish an online health platform for offering products and services online-to-offline (O2O). Therefore, by bringing in Subscriber A as an strategic investor of the Company, cooperation between the parties will not only enable the Group to perfect its distribution network for pharmaceutical products, but also see it enter the field of using big data applications in chronic diseases management. It is also believed that combining HeungKong Group's capital strength, medical network and investment banking experience with the Group's professionalism and vision in the bio-pharmaceutical and related areas could allow the parties' presence in the health and pharmaceutical industries to be further enhanced.

At the Latest Practicable Date, the Company has no present plans in modifying the composition of the Board as a result of the Subscriptions. However, pursuant to the articles of association of the Company, every registered Shareholder is entitled to give notice to the Company to nominate such person as such Shareholder considers appropriate to become a Director. In addition, if there shall arise any change of the Group's current circumstances and existing business plans, in which Company considers a change in the Board composition to support such future developments of the Group, the Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

LETTER FROM THE BOARD

The issue of the Warrants offers the Company an opportunity to issue new Shares at a premium to the prevailing market price of the Shares (as compared to the market price of the Shares around the date of the Subscription Agreements) to raise further fund when the Warrant Subscription Rights are exercised. The Directors are of the view that with the proposed issue of the Warrants, gross proceeds from the issue of the Warrant Shares upon the exercise of the Warrant Subscription Rights would enable the Group to raise additional capital; could strengthen the financial position of the Group for future development; and could allow the Company to be in a position to take advantage of any identified investment opportunities in the future. In addition, the transaction cost of issue of the Warrants would be minimal.

The Warrant Exercise Price was arrived at after arm's length negotiations between the Company and the Subscribers. In determining the Warrant Exercise Price in which the issue of the Warrants are taken to be issued at nil consideration, the Company has considered the following factors: (1) given that the then prevailing market prices of the Shares at the time prior to the entering into of the Subscription Agreements has remained sluggish the issue of Warrants would be considered as a reward/bonus to the Subscribers to agree to set the Subscription Price under the Subscriptions at a relatively lower discount during the time of negotiation between the parties; (2) with the consideration of the size and profitability of Company's business operations, the proposed issue of the Warrants at the Warrant Exercise Price could increase attractiveness of the proposed transaction to its strategic investors and increase the bargaining power of the Company; (3) the Warrant Exercise Price, which has taken into account the issue price of the Warrants, was set at a premium of above 30% to the then market prices of the Shares during the time of the negotiations of the Subscription Agreements; and (4) that the Warrant Exercise Price represented a premium of approximately 237.13% to the net assets value of HK\$0.087 per Share based on the consolidated net assets of the Company as at 31 December 2016, the Directors are of the view that the Warrant Exercise Price including the issue of the Warrants at nil consideration are fair and reasonable.

The Board also considers that the issue of the Warrants which are transferrable may also help broaden the Shareholder and capital base of the Company, in which by allowing the issue of the Warrants that the Warrants are exercisable at the discretion of the Subscribers, the Warrants could allow the Subscribers and (if any) future holders of the Warrants an opportunity to observe the performance of the Group before they determine to exercise the Warrant Subscription Rights. In addition, although the Company intends to use the proceeds from the exercise in full of the Warrant Subscription Rights for research and development project as stated below, the Company at present has no immediate funding needs of such funds from the exercise of the Warrant Subscription Rights, whereby the Company considers that the proceeds generated will be beneficial to the Company in order to meet future business development needs of the Group. The Directors are of the view that terms of the Subscription Agreements and the Warrants are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

The aggregate gross proceeds of the Subscriptions will be approximately HK\$141.8 million and the aggregate net proceeds of the Subscriptions, after deduction of expenses, are estimated to be approximately HK\$141.5 million, representing a net issue price of approximately HK\$0.138 per Subscription Share. As at the Latest Practicable Date, it was intended that the net proceeds of approximately HK\$141.5 million will be used as follows:

- (i) at to approximately HK\$38.3 million for in-licensing new products for the PRC market – the Group targets to expand its business development capability and bring in high-quality products that can be commercialized within a short period of time. Such products include, without limitation, the joint-research on Acarbose tablets for treatment of Type 2 diabetes as announced by the Company in its announcement dated 1 December 2016. The manufacturing process and development of such tablets have begun in 2017;
- (ii) as to approximately HK\$97.6 million for the research and development of the Group's pipeline products and the development of their respective future generations. As at the Latest Practicable Date, such pipeline products included the Group's proprietary Recombinant Exendin-4 (Uni-E4) and Recombinant Human Parathyroid Hormone (1-34) (Uni-PTH) and the Group's proprietary long-acting EPO-Fc Fusion Protein Injection (Uni-EPO-Fc) (for details, please refer to the Company's 2016 annual report); and
- (iii) as to approximately HK\$5.6 million as general working capital of the Group.

Upon exercise in full of the Warrant Subscription Rights at the initial Warrant Exercise Price (assuming that the aggregate amount of the Warrants have been issued by the Company), the Company will receive gross proceeds of approximately HK\$53.0 million and the aggregate net proceeds, after deduction of expenses, are estimated to be approximately HK\$52.9 million, representing a net issue price of approximately HK\$0.2063 per Warrant Share. The Company intends to use such proceeds for research and development project.

LETTER FROM THE BOARD

CHANGES IN SHAREHOLDING STRUCTURE

The shareholding structure of the Company (1) as at the Latest Practicable Date; (2) immediately after Completion of the Subscriptions; and (3) immediately after the exercise in full of the Warrant Subscription Rights in the event that the Warrants have been issued (assuming that there is no other change the issued share capital of the Company) are as follows:

Shareholders	(1) As at the Latest Practicable Date		(2) Immediately after Completion of the Subscriptions		(3) Immediately after the exercise of the Warrant Subscription Rights in full in the event that the Warrants have been issued	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Lord Profit Limited (Note 1)	616,301,016	12.00	616,301,016	10.00	616,301,016	9.60
Automatic Result Limited (Note 2)	914,576,016	17.80	914,576,016	14.83	914,576,016	14.24
Overseas Capital Assets Limited (Note 3)	657,180,000	12.79	657,180,000	10.66	657,180,000	10.23
Chen Dawei (Note 4)	315,955,516	6.15	315,955,516	5.12	315,955,516	4.92
Subscriber A	–	–	873,360,000	14.17	1,091,700,000	17.00
Subscriber B	–	–	154,120,000	2.50	192,650,000	3.00
Other Shareholders	<u>2,633,475,599</u>	<u>51.26</u>	<u>2,633,475,599</u>	<u>42.72</u>	<u>2,633,475,599</u>	<u>41.01</u>
Total	<u>5,137,488,147</u>	<u>100.00</u>	<u>6,164,968,147</u>	<u>100.00</u>	<u>6,421,838,147</u>	<u>100.00</u>

Notes:

- Lord Profit Limited is wholly owned by Mr. Kingsley Leung, an executive Director and chairman of the Board.
- Automatic Result Limited is wholly owned by MJKPC Holdings Limited, which is a family trust which Mr. Kingsley Leung is one of the discretionary objects.
- Based on the notice of disclosure of interest of Overseas Capital Assets Limited dated 19 June 2014.
- Mr. Chen Dawei is an executive Director and vice chairman of the Board. The above does not take into account the Shares which may be issued to Mr. Chen Dawei pursuant to the terms of the executive director service contract dated 13 January 2017 entered into between the Company and Mr. Chen Dawei in relation to the appointment of Mr. Chen Dawei as an executive Director, further particulars of which are set out in the circular of the Company dated 8 June 2017.
- Certain percentage figures included in the above tables have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

LETTER FROM THE BOARD

FUND RAISING ACTIVITIES IN THE PAST TWELVE-MONTHS

The Company has not carried out any fund raising activities during the 12 months immediately preceding the Latest Practicable Date.

EGM

The EGM will be held at 10:00 a.m. on Monday, 11 September 2017 at Room 2401-2, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong for the Shareholders to consider and, if thought fit, approving the requisite resolution to approve the Specific Mandate for the allotment and issue of the Subscription Shares and for the issue of the Warrants and the allotment and issue of the Warrant Shares upon exercise of the Warrant Subscription Rights. In compliance with the Listing Rules, the resolution will be voted on by way of a poll at the EGM.

To the best knowledge of the Directors, no Shareholder has any material interest in the proposed grant of the Specific Mandate and accordingly, and no Shareholder would be required to abstain from voting in respect of the relevant resolution at the EGM.

Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event by 10:00 a.m. on Saturday, 9 September 2017 or not less than 48 hours before the time appointed for holding the adjournment meeting to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

RECOMMENDATION

The Directors are of the opinion that each of the Subscriptions and the issue of the Warrants is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolution set out in the notice of the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

ADDITIONAL INFORMATION

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

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

SUMMARY OF ADJUSTMENTS OF WARRANT EXERCISE PRICE

The Warrant Instrument contains detailed provisions relating to the adjustment of the Warrant Exercise Price. The following is a summary of the adjustment provisions of the Warrant Instrument:

- (A) if the event giving rise to any such adjustment shall be such as would be capable of falling within more than one of paragraphs (1) to (3) inclusive of paragraph (A) it shall fall within the first of the applicable paragraphs to the exclusion of the remaining paragraphs:
- (1) If and whenever the Shares by reason of any consolidation, sub-division, re-classification or redenomination become of a different nominal amount, the Warrant Exercise Price in force immediately prior thereto shall be adjusted by multiplying it by the revised nominal amount and dividing the result by the former nominal amount. Each such adjustment shall be effective from the close of business in Hong Kong on the day immediately preceding the date on which the consolidation, sub-division, re-classification or redenomination becomes effective.
 - (2) If and whenever the Company shall issue (other than in lieu of a cash dividend) any Shares credited as fully paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund), the Warrant Exercise Price in force immediately prior to such issue shall be adjusted by multiplying it by the aggregate nominal amount of the issued Shares immediately before such issue and dividing the result by the sum of such aggregate nominal amount and the aggregate nominal amount of the Shares issued in such capitalisation. Such adjustment shall be effective (if appropriate retroactively) from the commencement of the day next following the record date for such issue.
 - (3) If and whenever the Company shall make any Capital Distribution to holders (in their capacity as such) of Shares (whether on a reduction of capital or otherwise) or shall grant to such holders rights to acquire for cash assets of the Company or any of its Subsidiaries, the Warrant Exercise Price in force immediately prior to such distribution or grant shall be adjusted by multiplying it by the following fraction:

$$\frac{A - B}{A}$$

where:

- A is the closing price of one Share on the Stock Exchange on the business day immediately preceding the date on which the Capital Distribution or, as the case may be, the grant is publicly announced or (failing any such announcement) immediately preceding the date of the Capital Distribution or, as the case may be, of the grant; and
- B is the fair market value on the day of such announcement or (as the case may require) the immediately preceding day, as determined in good faith by an approved merchant bank, or the auditors of the Company (at the option of the Company) of the portion of the Capital Distribution or of such rights which is attributable to one Share.

Provided that:

- (a) if in the opinion of the relevant approved merchant bank or the auditors of the Company (as the case may be), the use of the fair market value as aforesaid produces a result which is significantly inequitable, it may instead determine (and in such event the above formula shall be construed accordingly) the amount of the said closing price which should properly be attributed to the value of the Capital Distribution or rights; and
- (b) the provisions of this paragraph (3) shall not apply in relation to the issue of Shares paid out of profits or reserves and issued in lieu of a cash dividend nor to a purchase by the Company of its own Shares;

Each such adjustment shall be effective (if appropriate retroactively) from the commencement of the day next following the record date for the Capital Distribution or grant.

- (4) If and whenever the Company shall offer to holders of Shares new Shares for subscription by way of rights, or shall grant to holders of Shares any options or warrants to subscribe for new Shares, at a price which is less than 85 per cent. of the Reference Market Price, the Warrant Exercise Price shall be adjusted by multiplying the Warrant Exercise Price in force immediately before the date of the announcement of such offer or grant by the following fraction:

$$\frac{A + B}{C}$$

where:

- A is the number of Shares in issue immediately before the date of such announcement;
- B is the number of Shares which the aggregate of the amount (if any) payable for the rights, options or warrants and of the amount payable for the total number of new Shares comprised therein would purchase at such market price; and
- C is the number of Shares in issue on the date of such announcement plus the aggregate number of Shares offered for subscription or comprised in the options or warrants.

Such adjustment shall become effective (if appropriate retroactively) from the commencement of the day next following the record date for the offer or grant.

- (5) If and whenever the Company or any other company shall issue wholly for cash any securities which by their terms are convertible into or exchangeable for or carry rights of subscription for new Shares and the total Effective Consideration (as defined in the Warrant Instrument) per Share initially receivable for such securities is less than 85 per cent. of the Reference Market Price, the Warrant Exercise Price shall be adjusted by multiplying the Warrant Exercise Price in force immediately prior to the issue by the following fraction:

$$\frac{A + B}{C}$$

where:

- A is the number of Shares in issue immediately before the date of the issue of such securities;
- B is the number of Shares which the total Effective Consideration receivable for the securities issued would purchase at such market price; and
- C is the number of Shares in issue immediately before the date of the issue plus the number of Shares to be issued upon conversion or exchange of, or the exercise of the subscription rights conferred by, such securities at the initial conversion or exchange rate or subscription price.

Such adjustment shall become effective (if appropriate retroactively) from the close of business in Hong Kong on the business day immediately preceding whichever is the earlier of the date on which the issue is announced and the date on which the issuer determines the conversion or exchange rate or subscription price.

- (6) If and whenever the Company shall issue wholly for cash any Shares (other than Shares issued to any eligible participants, or their personal representatives pursuant to a Share Incentive Scheme) at a price per Share which is less than 85 per cent. of the Reference Market Price, the Warrant Exercise Price shall be adjusted by multiplying the Warrant Exercise Price in force immediately before the date of such announcement by a fraction of which the numerator is the number of Shares in issue immediately before the date of such announcement plus the number of Shares which the aggregate amount payable for the issue would purchase at such market price and the denominator is the number of Shares in issue immediately before the date of such announcement plus the number of Shares so issued. Such adjustment shall become effective on the date of the issue.
- (7) If and whenever the Company shall purchase any Shares or securities convertible into Shares or any rights to acquire Shares and the Directors cancel such Shares, securities convertible into Shares or rights to acquire Shares, the directors of the Company may if they consider it appropriate make an adjustment to the Warrant Exercise Price provided that the Directors 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 Warrant Exercise 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 Warrant Exercise Price, the directors of the Company shall make an adjustment to the Warrant Exercise Price in such manner as such approved merchant bank shall certify to be, in its opinion, appropriate. Such adjustment shall become effective (if appropriate retroactively) from the close of business in Hong Kong on the business day next preceding the date on which such purchases by the Company are made.

(8) In case of any reorganisation of the share capital of the Company (other than a consolidation, sub-division, reclassification or redenomination of Shares otherwise provided for herein), or any merger or consolidation of the Company with or into another corporation, or the sale of all or substantially all the assets of the Company then, and in each such case, as a part of such reorganisation, merger, consolidation, sale or transfer, lawful provision shall be made so that the holder of the Warrant shall thereafter be entitled to receive, upon exercise of a Warrant, during the Subscription Period and upon payment of the Warrant Exercise Price then in effect, the number of shares or other securities or property of the successor corporation resulting from such reorganisation, merger, consolidation, sale or transfer that a holder of the Shares deliverable upon exercise of a Warrant would have been entitled to receive in such reorganization, merger, consolidation, sale or transfer if such Warrant had been exercised immediately before such reorganization, merger, consolidation, sale or transfer, all subject to further adjustment as provided in the Warrant Instrument. The foregoing provisions of this paragraph shall similarly apply to successive reorganisation, merger, consolidation, sales and transfers and to the shares or securities of any other corporation that are at the time receivable upon the exercise of a Warrant. If the per-share consideration payable to a holder of the Warrant for shares in connection with any such transaction is in a form other than cash or marketable securities, then the value of such consideration shall be determined in good faith by the directors of the Company and approved by an approved merchant bank. In all events, appropriate adjustment (as determined in good faith by the directors of the Company) shall be made in the application of the provisions of the Warrants with respect to the rights and interests of the holder of the Warrant after the transaction, to the end that the provisions of the Warrants shall be applicable after that event, as near as reasonably may be, in relation to any shares or other property deliverable after that event upon exercise of a Warrant.

(B) For the purposes of paragraph (A):

“**announcement**” shall include the releases of an announcement on the website operated by the Stock Exchange or the delivery or transmission by telephone, telex or otherwise of an announcement to the Stock Exchange and “**date of announcement**” shall mean the date on which the announcement is first so released, delivered or transmitted;

“**Capital Distribution**” shall (without prejudice to the generality of that phrase) include distributions in cash or specie. Any dividend charged or provided for in the accounts for any financial period shall (whenever paid and however described) be deemed to be a Capital Distribution provided that any such dividend shall not automatically be so deemed if:

- (i) it is paid out of the aggregate of the net profits (less losses) attributable to the holders of Shares for all financial periods after that ended 31 December 2016 as shown in the audited consolidated profit and loss account of the Company and its subsidiaries for each such financial period or out of the retained earnings or pre-acquisition profits of the Company and its subsidiaries as at 31 December 2016 or
- (ii) to the extent that (i) above does not apply, the rate of that dividend, together with all other dividends on the class of capital in question charged or provided for in the accounts for the financial period in question, does not exceed the aggregate rate of dividend on such class of capital charged or provided for in the accounts for the last preceding financial period. In computing such rates, such adjustments may be made as are in the opinion of the auditors of the Company appropriate to the circumstances and shall be made in the event that the lengths of such periods differ materially;

“**issue**” shall include allot;

“**market price**” means the average of the closing prices of one Share on the Stock Exchange in respect of dealings in board lots for the five consecutive business days ending on the last business day preceding the day on or as of which the market price is to be ascertained;

“**Share Incentive Scheme**” means any scheme approved in general meeting by the shareholders of the Company from time to time for the issue or grant to such eligible participants or their personal representatives of Shares or options to subscribe for Shares;

“**Shares**” includes, for the purposes of Shares comprised in any issue, distribution or grant pursuant to paragraphs (3), (4), (5), (6) or (7) of paragraph (A), any such shares of the Company as, when fully paid, will be Shares;

“**Reference Market Price**” means the market price at the date of the announcement of the terms of the offer, grant or issue of securities (as the case may be) in question, unless any such offer, grant or issue of securities (as the case may be) of a similar nature (i.e. events being subject to the same adjustment event in paragraph (A) above) has occurred within a 12-month period preceding the date of the latest offer, grant or issue of securities (as the case may be), in which case the Reference Market Price means the market price at the date of the announcement of the terms of the first occurrence of such offer, grant or issue of securities (as the case may be) within that 12-month period;

“**reserves**” includes unappropriated profits and contributed surplus; and

“**rights**” includes rights in whatsoever form issued.

- (C) The provisions of paragraphs (2), (3), (4), (5) and (6) of paragraph (A) shall not apply to:
- (i) an issue of fully paid Shares upon the exercise of any conversion rights attached to securities convertible into Shares or upon exercise of any rights (including the Warrant 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 any eligible participants or their personal representatives pursuant to a Share Incentive Scheme (as defined in paragraph (B) above) and the grant of options pursuant to a Share Incentive Scheme;
 - (iii) an issue by the Company of Shares or by the Company or any other subsidiary of securities wholly or partly 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 Warrant Instrument) to be established (or other profits or reserves) pursuant to the Warrant Instrument, or any similar reserve which has been or may be established pursuant to the terms of any other securities wholly or partly convertible into or rights to acquire Shares;

- (v) an issue of Shares pursuant to a scrip dividend scheme where an amount not less than the nominal amount of the Shares so issued is capitalised and the market value of such Shares is not more than 110 per cent. of the amount of the dividend which holders of the Shares could elect to or would otherwise receive in cash, for which purpose the “**market value**” of a Share shall mean the average of the closing prices on the Stock Exchange for five (or more) consecutive business days falling within the period of one month ending on the last day on which holders of Shares may elect to receive or (as the case may be) not to receive the relevant dividend in cash;
 - (vi) the issue of Shares to Chen Dawei (“**Mr. Chen**”) pursuant to the executive director service contract dated 13 January 2017 entered into between the Company and Mr. Chen in relation to the appointment of Mr. Chen as an executive Director; and
 - (vii) the issue of the Warrants or issue of Shares pursuant to any exercise of the Warrant Subscription Rights.
- (D) Any adjustment to the Warrant Exercise Price shall be made to the nearest HK\$0.0001 so that any amount under HK\$0.00005 shall be rounded down and any amount of HK\$0.00005 or more shall be rounded up and in no event shall any adjustment (otherwise than upon the consolidation, re-classification or redenomination of Shares into Shares of a larger nominal amount) involve an increase in the Warrant Exercise Price.
- (E) Every adjustment to the Warrant Exercise Price will be certified (at the option of the Company) 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 holders of the Warrants. 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.

NOTICE OF EGM



聯康集團

Uni-Bio Science

UNI-BIO SCIENCE GROUP LIMITED

聯康生物科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0690)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Uni-Bio Science Group Limited (“**Company**”) will be held at 10 a.m. on Monday, 11 September 2017 at Room 2401-2, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong for the purpose of considering and, if thought fit, passing (with or without modification) the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) the Subscription Agreements (as defined in the circular of the Company dated 24 August 2017 (“**Circular**”), a copy of each of which have been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification), the signing of the Subscription Agreements and all the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the directors (“**Directors**”) of the Company be and are hereby granted a specific mandate to create and issue the Warrants (as defined in the Circular) on the terms and conditions set out in the Subscription Agreements and the Warrant Instrument (as defined in the Circular, a copy of which has been produced to this meeting marked “B” and initialled by the chairman of this meeting for the purpose of identification);

NOTICE OF EGM

- (c) the Directors be and are hereby granted a specific mandate to exercise the powers of the Company (i) to allot and issue the Subscription Shares in accordance with the terms of the Subscription Agreements and such Subscription Shares (upon entering the names of the holders thereof in the register of members of the Company) shall rank *pari passu* in all respects with the then existing issued shares of the Company; and (ii) to allot and issue such number of the Warrant Shares (as defined in the Circular), including the adjustment thereof, upon exercise of the subscription rights attached to the Warrants in accordance with the terms of the Warrant Instrument and such Warrant Shares (upon entering the names of the holders thereof in the register of members of the Company) shall rank *pari passu* in all respects with the then existing issued shares of the Company; and
- (d) the Directors or a duly authorised committee thereof be and are hereby authorised to do all such acts and things, to sign and execute (whether by hand, under common seal or as a deed) such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreements and all the transactions contemplated thereunder as well as in relation to the allotment and issue of the Subscription Shares, the creation and issue of the Warrants and the allotment and issue of the Warrant Shares and to agree to such variation, amendments or waiver or matters relating thereto (excluding any variation, amendments or waiver of such documents or any terms thereof, which are fundamentally and materially different from those as provided for in the Subscription Agreements and which shall be subject to approval of the shareholders of the Company) as are, in the opinion of the Directors or a duly authorised committee thereof, in the interest of the Company and its shareholders as a whole.”

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

Hong Kong, 24 August 2017

Principal place of business in Hong Kong:

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

NOTICE OF EGM

Notes:

1. Shareholders who are entitled to vote at the above meeting are those whose names appear as shareholders on the register of members of the Company as at the close of business on Monday, 4 September 2017. In order to qualify for the entitlement to attend and vote at the above meeting, all transfer of shares accompanied by the relevant shares certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. (Hong Kong time) on Monday, 4 September 2017.
2. A member of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares ("Shares") of the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the meeting convened by the above notice. A proxy need not be a member of the Company.
3. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal, or under the hand of an office or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) by 10:00 a.m. on Saturday, 9 September 2017 or not less than 48 hours before the time for holding of the adjourned meeting.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions as set out in this notice to be put to vote at the meeting will be decided by way of poll.

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

** for identification purposes only*