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

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

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**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at Montparnasse Room I-II, 2/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Hong Kong at 3:00 p.m. on Friday, 29 July 2011 is set out on pages 13 to 16 of this circular.

Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Montparnasse Room I-II, 2/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Hong Kong on Friday, 29 July 2011 and any adjournment thereof, the notice of which is set out on pages 13 to 16 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associates”	has the same meaning as defined under the Listing Rules
“Automatic Result”	Automatic Result Limited, a company incorporated in the British Virgin Islands with limited liability, which is solely and beneficially owned by Mr. Tong Kit Shing and of which Mr. Liu Guoyao is the sole director. Both of Mr. Tong and Mr. Liu are executive Directors
“Board”	the board of Directors
“Branch Share Registrar”	Tricor Abacus Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Uni-Bio Science Group Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting

DEFINITIONS

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 June 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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

Independent non-executive Directors:

Mr. ZHOU Yao Ming

Mr. LIN Jian

Mr. TSAO Hoi Ho

Mr. LOU Iok Kuong

Mr. LEUNG Ka Chun

Registered office:

Cricket Square, Hutchins Drive,

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of business
in Hong Kong:*

13/F, Public Bank Centre

120 Des Voeux Road Central,
Central, Hong Kong

30 June 2011

*To the Shareholders and, for information only,
the option holders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

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

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

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the Annual General Meeting, the Shareholders will be asked to consider and, if thought fit, to approve the grant of the General Mandate to enable the Directors to exercise the powers of the Company to allot and issue new shares of the Company up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution.

Ordinary resolutions will also be proposed at the Annual General Meeting for the grant of the Repurchase Mandate to enable the Directors to exercise the powers of the Company to repurchase securities on the Stock Exchange and to extend the General Mandate to cover Shares repurchased by the Company.

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

RETIREMENT AND RE-ELECTION OF DIRECTORS

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

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

Pursuant to Articles 87(1) and 87(2) of the Articles of Association, Mr. LIU Guoyao, Mr. TSAO Hoi Ho and Mr. LEUNG Ka Chun will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

Biographical information of each of Mr. LIU Guoyao, Mr. TSAO Hoi Ho and Mr. LEUNG Ka Chun, who are proposed to be re-elected at the Annual General Meeting, is set out in Appendix II to this circular.

ACTIONS TO BE TAKEN

Set out on pages 13 to 16 of this circular is a notice convening the Annual General Meeting at which resolutions will be proposed to approve, among other matters, the following matters:

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

LETTER FROM THE BOARD

Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

All resolutions put to vote at the Annual General Meeting will be decided by way of a poll as required by the Listing Rules.

RECOMMENDATIONS

The Board considers that the ordinary resolutions on the proposed grant of the General Mandate, the Repurchase Mandate and the Extension Mandate and the ordinary resolutions relating to the proposed re-election of the Directors to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

GENERAL INFORMATION

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

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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 1,304,846,293 Shares in issue.

Subject to the passing of the proposed resolution of granting in the Repurchase Mandate and on the bases that not new Share are issued and no Shares are repurchased for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 130,484,629 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase shares on the Stock Exchange or any other stock exchange on which the shares are listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules. A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the Companies Law, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital.

5. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE IN FULL

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 March 2011, being the date to which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2010		
June	—	—
July	—	—
August	—	—
September	—	—
October	—	—
November	—	—
December	—	—
2011		
January	—	—
February	—	—
March	—	—
April	—	—
May	—	—
June (up to the Latest Practicable Date)	—	—

Notes: Suspension of trading of Shares during the above periods

7. UNDERTAKING AND DISCLOSURE OF INTERESTS

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

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the Annual General Meeting.

8. CONNECTED PERSONS

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell shares of the Company to the Company nor has any such connected person undertaken not to sell any shares of the Company held by him/she/it to the Company, in the event that the grant of Repurchase Mandate to the Directors is approved by the Shareholders at the Annual General Meeting.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders were interested in more than 10% of the Shares then in issue:

Name	Number of Shares	Percentage holding
Automatic Result	302,918,844	23.21%
Mr. TONG Kit Shing	302,918,844 (<i>Note</i>)	23.21%
Mr. LIU Guoyao	302,918,844 (<i>Note</i>)	23.21%

Note: These Shares are registered in the name of and beneficially owned by Automatic Result, which is solely and beneficially owned by Mr. TONG Kit Shing whereas Mr. LIU Guoyao is the sole director of Automatic Result. Both Mr. TONG Kit Shing and Mr. LIU Guoyao are deemed to be interested in all the interest in Shares held by Automatic Result by virtue of the SFO.

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

Name	Percentage holding
Automatic Result	25.79%
Mr. TONG Kit Shing	25.79%
Mr. LIU Guoyao	25.79%

On the basis of the current shareholding of Automatic Result, Mr. TONG Kit Shing and Mr. LIU Guoyao and parties acting in concert with them, an exercise of the Repurchase Mandate in full will result in them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise any of the Repurchase Mandate to such an extent that will result in a requirement of Automatic Result, Mr. TONG Kit Shing and Mr. LIU Guoyao and parties acting in concert with them to make a mandatory offer under the Takeovers Code.

Accordingly, save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as consequences of any purchase made under the Repurchase Mandate. In addition, the Company may not repurchase shares of the Company which would result in the amount of shares of the Company held by the public being reduced to less than 25%.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

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

LIU Guoyao (劉國堯), aged 47, was appointed as an executive Director with effect from 22 September 2005. 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. Save for the above, Mr. LIU does not hold any other positions with the Company or other members of the Group and he did not hold any directorships in any other listed company or any major appointment in the three years preceding the Latest Practicable Date.

As at the Latest Practicable Date and by virtue of his being the sole director of Automatic Result, Mr. LIU was deemed to be interested in an aggregate of 302,918,844 Shares held by Automatic Result within the meaning of Part XV of the SFO, representing approximately 23.21% of the issued share capital of the Company as at the Latest Practicable Date.

Save as disclosed, Mr. LIU does not have any relationships with any directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. LIU has entered into a service agreement with the Company for an initial term of two years commencing from 22 September 2005 which term is now renewable automatically for successive periods of one year until terminated by not less than three months' notice in writing served by either party on the other. The director's fee is subject to review by the Board from time to time pursuant to the power given to it under the Articles of Association. For the year ended 31 March 2011, Mr. LIU did not receive any emoluments from the Company. Mr. LIU is subject to retirement by rotation and re-election pursuant to the Articles of Association.

Save as disclosed above, there is no other matters concerning Mr. LIU that need to be brought to the attention of the Shareholders in relation to his re-election and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.

TSAO Hoi Ho (曹海豪), aged 46, 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 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.

Save as disclosed, Mr. TSAO did not hold any directorship in any listed company in the three years preceding the Latest Practicable Date.

Other than the relationship arising from his being an independent non-executive Director, Mr. TSAO does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company and did not have any interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date and except for a letter of appointment from the Company confirming the Company's appointment of Mr. TSAO as an independent non-executive Director, Mr. TSAO has not entered into any service contract with the Company. Mr. TSAO is entitled to a director's emolument (which was determined by the Board with reference to the prevailing market condition and comprising only a director's fee of HK\$108,065 per annum. The director's fee is subject to review by the Remuneration Committee of the Board from time to time pursuant to the power given to the Board under the Articles of Association.

For the year ended 31 March 2011, Mr. TSAO received a fixed remuneration of HK\$108,065 from the Company as director's fee (which was determined by the Board on the basis of his working experience as well as the prevailing market conditions) pursuant to his term of appointment with the Company. Except for the director's fee, the letter of appointment with Mr. TSAO does not provide for any bonus payments, whether fixed or discretionary in nature, or other emoluments.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders or other information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules in relation to the proposed re-election of Mr. TSAO as Director.

LEUNG Ka Chun (梁家駿), aged 32, has over 10 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 which specializes in recycling of wasted oil, production and marketing of bio-diesel.

Save as disclosed, Mr. LEUNG did not hold any directorship in any listed company in the three years preceding the Latest Practicable Date.

Other than the relationship arising from his being an independent non-executive Director, Mr. LEUNG does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company and did not have any interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date and except for a letter of appointment from the Company confirming the Company's appointment of Mr. LEUNG as an independent non-executive Director, Mr. LEUNG has not entered into any service contract with the Company. Mr. LEUNG is entitled to a director's emolument (which was determined by the Board with reference to the prevailing market condition and comprising only a director's fee of HK\$92,000 per annum. The director's fee is subject to review by the Remuneration Committee of the Board from time to time pursuant to the power given to the Board under the Articles of Association.

For the year ended 31 March 2011, Mr. LEUNG received a fixed remuneration of HK\$92,000 from the Company as director's fee (which was determined by the Board on the basis of his working experience as well as the prevailing market conditions) pursuant to his term of appointment with the Company. Except for the director's fee, the letter of appointment with Mr. LEUNG does not provide for any bonus payments, whether fixed or discretionary in nature, or other emoluments.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders or other information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules in relation to the proposed re-election of Mr. LEUNG as Director.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Uni-Bio Science Group Limited (the “**Company**”) will be held at Montparnasse Room I-II, 2/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Hong Kong on Friday, 29 July 2011 at 3:00 p.m. to consider, if though fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) and the auditors (“**Auditors**”) of the Company for the year ended 31 March 2011;
2. to consider the re-election of the retiring Directors (namely, Mr. LIU Guoyao, Mr. TSAO Hoi Ho and Mr. LEUNG Ka Chun), each as a separate resolution, and to authorise the board of Directors (the “**Board**”) to fix their remuneration;
3. to consider the re-appointment of KTC Partners CPA Limited as the Auditors for the year ending 31 March 2012 and to authorise the Board to fix their remuneration;

and, as special businesses, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors (“**Directors**”) of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (“**Shares**”) in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of the share capital of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to
 - (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
 - (ii) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;
 - (iii) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (“**Articles of Association**”) and other relevant regulations in force from time to time; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or
- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors (“**Directors**”) of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase the shares (“**Shares**”) in the share capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the directors (the “**Directors**”) of the Company to allot, issue and deal with the unissued shares of the Company pursuant to resolution numbered 4 above be and it is hereby extended by the addition to the aggregate nominal

NOTICE OF ANNUAL GENERAL MEETING

amount of the shares in the capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Director pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”.

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

Hong Kong, 30 June 2011

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

*Head Office and Principal Place of
Business in Hong Kong:*
13/F, Public Bank Centre
120 Des Voeux Road Central,
Central, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting above is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares (“**Shares**”) of the Company may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a member of the Company.
2. 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 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.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (the “**Branch Share Registrar**”) of the Company, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the above meeting or any adjournment thereof.
4. 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.
5. As required under the Rules Governing Listing of Security on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.

As at the date of this notice, the executive Directors are Mr. TONG Kit Shing and Mr. LIU Guoyao and the independent non-executive Directors are Mr. ZHOU Yaoming, Mr. LIN Jian, Mr. TSAO Hoi Ho, Mr. LOU Iok Kuong and Mr. LEUNG Ka Chun.