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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of Uni-Bio Science Group Limited (“**Company**”) will be held at 11:00 a.m. on Thursday, 29 August 2013 at Montparnasse Room I-II, 2/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon: (i) the passing of ordinary resolution numbered 2 as set out in the notice convening this meeting; (ii) the Executive (as defined in the circular of the Company dated 13 August 2013 (“**Circular**”), a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) granting to Lord Profit Limited and parties acting in concert with it the Whitewash Waiver (as defined in the Circular) and the satisfaction of any condition attached to the Whitewash Waiver imposed by the Executive; (iii) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Offer Shares (as defined below), the Bonus Shares (as defined below) and the Warrant Shares (as defined below); (iv) the necessary filing and registration of all documents relating to the Open Offer (as defined below) and/or the Bonus Issue (as defined in the Circular) under applicable laws; and (v) the obligations of Lord Profit Limited and Prominence Financials Limited (collectively, the “**Underwriters**”) under the Underwriting Agreement (as defined in the Circular) becoming unconditional and not being terminated in accordance with the terms of that agreement:
 - (a) the Underwriting Agreement be and is hereby confirmed, approved and ratified;

* *For identification purpose only*

- (b) the issue by way of open offer (“**Open Offer**”) of not less than 1,564,846,293 shares (“**Shares**”) of HK\$0.01 each in the share capital of the Company (“**Offer Shares**”) and not more than 1,644,023,148 Offer Shares to the shareholders of the Company (“**Shareholders**”) whose names appear on the register of members of the Company at 4:00 p.m. on 6 September 2013 (“**Record Date**”) in the proportion of one Offer Share for every one existing Share then held at the subscription price of HK\$0.16 per Offer Share excluding those Shareholders whose registered addresses as shown on such register are outside Hong Kong on the Record Date whom the directors (“**Directors**”) of the Company, based on the legal advice provided by legal advisers and on account of either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange of that place, consider it necessary or expedient not to offer the Offer Shares, and on the terms and conditions set out in the Circular and on such other terms and conditions as may be determined by the Directors be and is hereby approved;
- (c) subject to the allotment and issue of the Offer Shares, upon the recommendation of the Directors, the capitalisation of an amount standing to the credit of the share premium account of the Company and the application of such amount in paying up in full at par of not less than 1,564,846,293 new Shares and not more than 1,644,023,148 Shares (“**Bonus Shares**”) for the allotment and issue, credited as fully paid at par, to the first registered holder of the Offer Shares be and is hereby approved;
- (d) subject to the allotment and issue of the Offer Shares, the Directors be and are hereby authorised to create and issue warrants (“**Bonus Warrants**”), by way of bonus issue, to the first registered holder of the Offer Shares on the basis of one Bonus Warrant for every two Offer Shares taken up under the Open Offer entitling the holders of the Bonus Warrants to subscribe in cash up to an aggregate of HK\$164,402,314.80 for new shares of the Company (“**Warrant Shares**”) at the initial exercise price of HK\$0.20 per Warrant Share (subject to adjustments) and exercisable at any time between the date of the issue of the Bonus Warrant(s) and the date which is 3 years after the date of issue of the Bonus Warrants (or if that is not a business day, the first business day immediately preceding such date) on the terms and conditions set out in the warrant instrument (the execution copy of which has been produced to this meeting marked “B” and signed by the chairman of this meeting for the purpose of identification) and the warrant instrument be and is hereby approved; and
- (e) the Directors be and are hereby authorised to allot and issue the Offer Shares, the Bonus Shares, the Bonus Warrants and upon the exercise of the subscription rights attaching to the Bonus Warrants, the Warrant Shares and to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient; to give effect to or in connection with the Open Offer, the issue of the Bonus Shares, the issue of the Bonus Warrants, the issue of the

Warrant Shares upon the exercise of the subscription rights attaching to the Bonus Warrants, the warrant instrument, the Underwriting Agreement and any of the transactions contemplated thereunder.”

2. “**THAT** subject to the Executive (as defined in the circular of the Company dated 13 August 2013 (“**Circular**”), a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) granting to Lord Profit Limited and parties acting in concert with it the Whitewash Waiver (as defined in the Circular) and the satisfaction of any condition attached to the Whitewash Waiver imposed by the Executive, the waiver pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (“**Takeovers Code**”) waiving any obligation on the part of Lord Profit Limited and parties acting in concert with it to make a mandatory general offer to the holders of securities of the Company to acquire securities of the Company other than those already owned by Lord Profit Limited and parties acting in concert with it which would otherwise arise under Rule 26.1 of the Takeovers Code as a result of the fulfilment of Lord Profit Limited’s underwriting obligations under the Underwriting Agreement, be and is hereby approved.”

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

Hong Kong, 13 August 2013

Principal place of business in Hong Kong:

13th Floor, Public Bank Centre

120 Des Voeux Road Central

Hong Kong

Notes:

- (a) Any member of the Company entitled to attend and vote at the meeting is 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 or two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or she or they represent as such Member could exercise.

- (b) In the case of joint holders of a share, any one of such joint holder 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 be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (c) To be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a certified copy of the power of attorney or other authority, if any, must be delivered to the office of the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (d) Whether or not you propose to attend the meeting in person, you are strongly urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the meeting and voting in person if you so wish. In the event that you attend the meeting after having lodged the form of proxy, it will be deemed to have been revoked.
- (e) In compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and The Code on Takeovers and Mergers, all resolutions to be proposed at the meeting convened by this notice will be voted on by way of poll.

As at the date hereof, the executive Directors are Mr. TONG Kit Shing (Chairman), Mr. LIU Guoyao and Mr. LEUNG Ka Chun; the independent non-executive Directors are Mr. TSAO Hoi Ho, Terry, Mr. LOU Iok Kuong, Mr. NG Pak Kin, Danny and Mr. LEUNG Wai Chung, Vincent.