
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.

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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 CHANGE OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting of the Company to be held at Unit 502, 5/F, No. 20 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong at 10:15 a.m. on Monday, 12 October 2020 (“**Extraordinary General Meeting**”) is set out on pages EGM-1 to EGM-2 of this circular.

If you do not intend to attend and vote at the Extraordinary General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event by 10:15 a.m., Saturday, 10 October 2020 or not less than 48 hours before the time appointed for the holding of the adjourned Extraordinary General Meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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DEFINITIONS

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

“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Uni-Bio Science Group Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Unit 502, 5/F, No. 20 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong at 10:15 a.m. on Monday, 12 October 2020 and any adjournment thereof, the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company (or where there is any alteration to the nominal value of such share(s) after the passing of the relevant resolution(s) at the Extraordinary General Meeting, share(s) of such new nominal value in the share capital of the Company)
“Shareholder(s)”	holder(s) for the time being of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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*)

Mr. Zhao Zhi Gang

Non-executive Director:

Mr. Yau Kwok Wing Tony

Independent Non-executive Directors:

Mr. Chow Kai Ming

Mr. Ren Qimin

Mr. Ma Qingshan

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:*

Unit 502, 5/F

No. 20 Science Park East Avenue

Hong Kong Science Park

Shatin

New Territories

Hong Kong

15 September 2020

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF AUDITOR

INTRODUCTION

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

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED CHANGE OF AUDITOR

Reference is made to the announcement of the Company dated 28 August 2020 in relation to the proposed change of auditor.

Deloitte Touche Tohmatsu (“**Deloitte**”) has resigned as auditor of the Company with effect from 28 August 2020 as the Company could not reach a consensus with Deloitte on the audit fee for the financial year ending 31 December 2020.

With the recommendation from the audit committee of the Company (the “**Audit Committee**”), the Board proposes to appoint BDO Limited (“**BDO**”) as the auditor of the Company and to hold office until the conclusion of the next general meeting of the Company. Pursuant to the Articles of the Company, the proposed appointment of BDO as the auditor will be subject to approval by the Shareholders at the Extraordinary General Meeting.

In this connection, Deloitte has confirmed that there are no matters that need to be brought to the attention of the Shareholders in connection with the proposed change of auditor. The Board has also confirmed that it is not aware of any matters that need to be brought to the attention of the Shareholders in connection with the above proposed change.

EXTRAORDINARY GENERAL MEETING

Set out on pages EGM-1 to EGM-2 of this circular is a notice convening the Extraordinary General Meeting.

If you do not intend to attend and vote at the Extraordinary General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable but in any event by 10:15 a.m., Saturday, 10 October 2020 or not less than 48 hours before the time appointed for the holding of the adjourned Extraordinary General Meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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

Closure of register of members

To ascertain the entitlement to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Tuesday, 6 October 2020 to Monday, 12 October 2020, both days inclusive, during which period no transfer of shares of the Company

LETTER FROM THE BOARD

will be registered. In order to qualify for the entitlement to attend and vote at the Extraordinary General Meeting, all transfer documents of shares accompanied by the relevant shares certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong by 4:30 p.m. (Hong Kong time) on Monday, 5 October 2020.

RECOMMENDATION

The Directors consider that proposed change of auditor is in the best interests of the Company and its Shareholders and recommend the Shareholders to vote for the relevant resolution set out in the notice of the Extraordinary General Meeting.

GENERAL INFORMATION

Your attention is drawn to the notice convening the Extraordinary General Meeting.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

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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 Unit 502, 5/F, No. 20 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong at 10:15 a.m. on Monday, 12 October 2020 to consider and, if thought fit, transact the following business:

1. to consider and appoint BDO Limited as the auditor of the Company with immediate effect and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix their remuneration.

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

Hong Kong, 15 September 2020

Principal place of business in Hong Kong:

Unit 502, 5/F

No. 20 Science Park East Avenue

Hong Kong Science Park

Shatin

New Territories

Hong Kong

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. In order to ascertain the entitlement to attend and vote at the meeting convened by the above notice (“**Meeting**”), the register of members of the Company will be closed from Tuesday, 6 October 2020 to Monday, 12 October 2020, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfer documents of Shares accompanied by the relevant shares certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 4:30 p.m. (Hong Kong time) on Monday, 5 October 2020 for registration.
2. A member of the Company entitled to attend and vote at the Meeting 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 of the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. 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 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 Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, 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 10:15 a.m., Saturday, 10 October 2020 or not less than 48 hours before the time appointed for the holding of the adjourned Meeting (as the case may be).
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the 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, the resolution 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 three executive Directors, namely, Mr. Kingsley Leung (Chairman), Mr. Chen Dawei (Vice-chairman) and Mr. Zhao Zhi Gang; one non-executive Director, Mr. Yau Kwok Wing Tony and three independent non-executive Directors, namely, Mr. Chow Kai Ming, Mr. Ren Qimin and Mr. Ma Qingshan.