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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 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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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)

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

A notice convening the annual 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 10:30 a.m. on Thursday, 16 May 2024 (“**Annual General Meeting**”) is set out on pages AGM-1 to AGM-5 of this circular.

If you do not intend to attend and vote at the Annual 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event by 10:30 a.m., Tuesday, 14 May 2024 or not less than 48 hours before the time appointed for the holding of the adjourned Annual 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 Annual 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.

* For identification purpose only

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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 held at Unit 502, 5/F, No. 20 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong at 10:30 a.m. on Thursday, 16 May 2024 and any adjournment thereof, the notice of which is set out on pages AGM-1 to AGM-5 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Act” or “Act”	the Companies Act, Cap. 22 (Act 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
“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 and issued under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“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
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares the aggregate amount of which shall not exceed 10% of the number of issued Shares 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 (or where there is any alteration to the nominal value of such share(s) after the passing of the relevant resolution(s) at the Annual 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
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.



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 (*Chief executive*)

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

24 April 2024

To the Shareholders

Dear Sir or Madam,

**GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purposes 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.

* *For identification purpose only*

LETTER FROM THE BOARD

Resolutions to be proposed at the Annual General Meeting, in addition to other ordinary businesses, include ordinary resolutions on the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate and the special resolution on the proposed adoption of the New Memorandum and Articles of Association.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve the grant of new general mandates to the Directors:

- (a) the General Mandate — to allot, issue or deal with Shares of up to 20% of the total number of issued Shares on the date of passing such resolution (i.e. up to 1,232,717,629 Shares assuming that the total number of Shares in issue remains the same at 6,163,588,147 Shares from the Latest Practicable Date up to the date of passing such resolution);
- (b) the Repurchase Mandate — to purchase Shares on the Stock Exchange of up to 10% of the total number of issued Shares on the date of passing such resolution (i.e. up to 616,358,814 Shares assuming that the total number of Shares in issue remains the same at 6,163,588,147 Shares from the Latest Practicable Date up to the date of passing such resolution); and
- (c) the Extension Mandate — to extend the General Mandate by an amount representing the aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The General Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions numbered 4 and 5 in the notice of the Annual General Meeting as set out on pages AGM-1 to AGM-5 of this circular. With reference to the General Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any Shares pursuant thereto.

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

As at the Latest Practicable Date, the Board comprises three executive Directors, namely, Mr. Kingsley Leung, Mr. Chen Dawei and Mr. Zhao Zhi Gang, one non-executive Director, namely, Mr. Yau Kwok Wing Tony, and three independent non-executive Directors, namely, Mr. Chow Kai Ming, Mr. Ren Qimin and Mr. Ma Qingshan.

LETTER FROM THE BOARD

Pursuant to Article 86(3) of the Articles, any Director so appointed by the Board either to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to Article 87(1) of the Articles, 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, 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.

In accordance with Articles 87(1) and 87(2) of the Articles, Mr. Kingsley Leung, Mr. Chen Dawei and Mr. Zhao Zhi Gang will retire by rotation and each of them, being eligible, will offer himself for re-election at the Annual General Meeting.

In accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and educational background, professional experiences and knowledge) with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, the nomination committee of the Company (the “**Nomination Committee**”) has reviewed the re-election of the Directors through:

- (a) evaluating the performance and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation; and
- (b) assessing the independence of the independent non-executive Directors, being Mr. Chow Kai Ming, Mr. Ren Qimin and Mr. Ma Qingshan and considered whether they remained independent and suitable to continue to act in such roles.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

- (a) the performance of the retiring Directors was satisfactory and contributed effectively to the operation of the Board; and

LETTER FROM THE BOARD

- (b) based on the information available to the Nomination Committee and the annual written independence confirmation received from the independent non-executive Directors, the Nomination Committee was satisfied that Mr. Chow Kai Ming, Mr. Ren Qimin and Mr. Ma Qingshan:
- i. fulfill the requirements of an independent non-executive Director as stipulated under Rule 3.13 of the Listing Rules; and
 - ii. are the persons of integrity and independent in character and judgement.

Accordingly, the Nomination Committee recommended to the Board, and the Board has considered the re-election of Mr. Yau Kwok Wing Tony as the non-executive Director; and Mr. Chow Kai Ming and Mr. Ren Qimin as the independent non-executive Directors is in the best interests of the Company and the Shareholders as a whole and has resolved to propose to re-elect each of the retiring Directors at the Annual General Meeting.

Biographical information on each of Mr. Kingsley Leung, Mr. Chen Dawei and Mr. Zhao Zhi Gang, the Directors for re-election is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-5 of this circular is a notice convening the Annual General Meeting at which, among other proposed resolutions, ordinary resolutions will be proposed to approve the following:

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

At the Annual General Meeting, a special resolution will also be proposed to approve the adoption of the New Memorandum and Articles of Association.

If you do not intend to attend and vote at the Annual 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event by 10:30 a.m., Tuesday, 14 May 2024 or not less than 48 hours before the time appointed for the holding of the adjourned Annual 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 Annual 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 Annual General Meeting.

LETTER FROM THE BOARD

Closure of register of members

To ascertain the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 10 May 2024 to Thursday, 16 May 2024, 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 Annual 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. (Hong Kong time) on Thursday, 9 May 2024.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for the grant of the General Mandate, the Repurchase Mandate, the Extension Mandate and the proposed re-election of Directors are in the best interests of the Company and its Shareholders and recommend the Shareholders to vote for the relevant resolutions set out in the notice of the Annual General Meeting.

GENERAL INFORMATION

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

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

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Main Board of the Stock Exchange to repurchase their shares on the Main Board of the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such a company must be approved in advance by an ordinary resolution of the shareholders, either by way of a general mandate or by specific approval of a specific transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 6,163,588,147 Shares in issue. Subject to the passing of the resolution for the grant of the Repurchase Mandate (resolution numbered 5 as set out in the notice convening the Annual General Meeting contained in this circular), and assuming that no new Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 6,163,588,147 Shares.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases must be paid out of funds legally available for the purpose and in accordance with the Articles, the Companies Act, other applicable laws of the Cayman Islands and the Listing Rules. A listed company is prohibited from repurchasing its own shares 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. Under the Cayman Islands law, any repurchases by the Company may only be made out of profits or share premium account of the Company or out of the proceeds of a fresh issue of shares made for the purpose of repurchase or, if authorised by the Articles and subject to the Companies Act, out of capital. Any premium payable on a purchase over the par value of the shares to be repurchased must be provided for out of profits or the share premium account of the Company or, if authorised by the Articles and subject to the Companies Act, out of capital.

5. MATERIAL ADVERSE IMPACT OF REPURCHASES

On the basis of the current financial position of the Company and taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2023, being the date to which the last audited accounts of the Company were made up. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company 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 following months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.061	0.050
May	0.070	0.050
June	0.064	0.051
July	0.063	0.045
August	0.060	0.043
September	0.058	0.043
October	0.057	0.043
November	0.053	0.041
December	0.074	0.041
2024		
January	0.109	0.068
February	0.100	0.080
March	0.090	0.068
April (Up to the Latest Practicable Date)	0.098	0.070

7. UNDERTAKINGS 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. None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate, in the event that the Repurchase Mandate is approved at the Annual General Meeting by the Shareholders.

8. CORE CONNECTED PERSONS

No core 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 any Shares to the Company and no such person has undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved at the Annual General Meeting by the Shareholders.

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 Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeover 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, to the best of the knowledge and belief of the Directors, the following Shareholders were interested in more than 10% of the Shares then in issue:

Name	Number of Shares	Percentage Holding (Approximately)
Automatic Result Limited	1,650,971,464 (<i>Note 1</i>)	26.79%
FUTEC Financial Limited	865,040,000	14.03%
Overseas Capital Assets Limited	657,180,000 (<i>Note 2</i>)	10.66%

Notes:

- Automatic Result Limited is wholly owned by MJKPC Holdings Limited, which is a family trust of which Mr. Kingsley Leung, an executive Director is one of the discretionary objects.
- Based on the individual substantial shareholder notice of Overseas Capital Assets Limited filed on 19 June 2014, Overseas Capital Assets Limited held 657,180,000 Shares and was wholly owned by He Rufeng.

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. Should the Directors intend to exercise the Repurchase Mandate to the extent that an obligation on the part of Automatic Result Limited to make a general offer for the Shares under the Takeovers Code may arise, the Company will apply to the Securities and Futures Commission for a waiver as and when appropriate.

Name	Percentage holding (Approximately)
Automatic Result Limited	29.77%
FUTEC Financial Limited	15.59%
Overseas Capital Assets Limited	11.84%

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

10. SHARES REPURCHASE MADE BY THE COMPANY

The repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date shown as follows:

No.	Trading date	Number of shares repurchased	sub-total	Highest price paid per share (HK\$)	Lowest price paid per share (HK\$)	Aggregate price paid (HK\$)	Aggregate price paid (HK\$)
1	13/12/2023	6,880,000		0.052	0.051	356,720	
2	14/12/2023	9,980,000		0.055	0.054	548,160	
3	15/12/2023	12,440,000		0.056	0.055	696,540	
4	19/12/2023	10,720,000		0.058	0.057	621,560	
5	20/12/2023	4,840,000		0.06	0.06	290,400	
6	21/12/2023	8,680,000		0.061	0.06	529,300	
7	22/12/2023	17,000,000		0.063	0.062	1,065,120	
8	28/12/2023	8,660,000		0.067	0.067	580,220	
9	29/12/2023	6,800,000	86,000,000	0.069	0.069	469,200	5,157,220
10	2/1/2024	8,620,000		0.071	0.07	611,700	
11	3/1/2024	6,140,000		0.073	0.072	447,960	
12	4/1/2024	6,160,000		0.074	0.073	450,380	
13	5/1/2024	7,000,000		0.077	0.077	539,000	
14	8/1/2024	3,600,000		0.079	0.078	284,140	
15	9/1/2024	1,540,000		0.079	0.076	119,380	
16	10/1/2024	2,700,000		0.081	0.08	218,520	
17	11/1/2024	2,400,000		0.082	0.081	195,940	

No.	Trading date	Number of shares repurchased	sub-total	Highest price paid per share (HK\$)	Lowest price paid per share (HK\$)	Aggregate price paid (HK\$)	Aggregate price paid (HK\$)
18	12/1/2024	1,400,000		0.08	0.079	111,100	
19	15/1/2024	1,520,000		0.084	0.084	127,680	
20	16/1/2024	4,740,000		0.085	0.082	398,300	
21	17/1/2024	2,800,000		0.087	0.084	239,980	
22	18/1/2024	2,280,000		0.086	0.083	192,200	
23	19/1/2024	2,980,000		0.09	0.088	264,420	
24	22/1/2024	21,100,000		0.09	0.09	1,899,000	
25	23/1/2023	22,380,000		0.092	0.091	2,056,620	
26	24/1/2023	<u>17,820,000</u>	<u>115,180,000</u>	0.093	0.093	<u>1,657,260</u>	<u>9,813,580</u>
		<u>201,180,000</u>	<u>201,180,000</u>			<u>14,970,800</u>	<u>14,970,800</u>

86,000,000 shares were repurchased during the year ended 31 December 2023. And 115,180,000 shares were repurchased on January 2024, totally 201,180,000 shares were cancelled on 7 February 2024. Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold, or redeemed any of the Company's listed securities during the year ended 31 December 2023.

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

Mr. Kingsley LEUNG (“Mr. Leung”), aged 37, was appointed as an executive Director on 28 February 2014. Mr. Leung is currently the chairman of the nomination committee of the Company and a member of the remuneration committee of the Company. Mr. Leung joined the Company on 8 July 2013 as business development manager. Mr. Leung graduated with honours with a bachelor’s degree in Biochemistry from Imperial College London in July 2008 and obtained a master’s degree in Pharmacology from the University of Oxford in September 2009. Mr. Leung is currently a Chartered Financial Analyst and a member of The Hong Kong Society of Financial Analysts. He also holds a Professional Diploma in Corporate Governance and Directorship and is an associate member of the Hong Kong Institute of Directors. He is currently admitted to Tsinghua-INSEAD Executive MBA Programme. Mr. Leung has extensive experience in investment banking and business development in the biotechnology industry.

Mr. Leung is a director of Lord Profit Limited, a substantial shareholder of the Company. Lord Profit Limited is solely and beneficially owned Mr. Leung. Also the entire issued share capital of another substantial shareholder of the Company, Automatic Result Limited is held by a family trust of the Leung’s family, of which Mr. Leung is one of the discretionary objects.

As at the Latest Practicable Date save as disclosed above, Mr. Leung has not held any other major appointment and qualifications or directorship in other listed company in the last three years, nor does he have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. Save as mentioned above. Mr. Leung does not hold other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Leung was interested in 1,650,971,464 Shares through his interest in Lord Profit Limited and Automatic Result Limited and 29,199,000 underlying Shares through his interest in the share options held by him within the meaning of Part XV of the SFO.

Pursuant to the service agreement entered into between the Company and Mr. Leung, Mr. Leung is appointed as an executive Director for a fixed term of 3 years renewal from 28 February 2020 and he is subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Articles. Mr. Leung is entitled to a monthly remuneration of HK\$92,000 and an annual discretionary bonus to be determined by the Board. Mr. Leung’s remuneration is determined with reference to his responsibilities, the Company’s remuneration policy and the prevailing market conditions.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Leung that need to be brought to the attention of the Shareholders.

Mr. CHEN Dawei (“**Mr. Chen**”) aged 54, was appointed as an executive Director on 13 January 2017. Mr. Chen obtained an Executive Master’s Degree in Business Administration (major in China-America Finance) from Peking University and a Master’s Degree in Business Administration from the National University of Singapore. Mr. Chen has over 20 years of experience in enterprise management, capital market and merger and acquisition. He had been the chairman, chief executive officer, executive director and vice-chairman of China Everbright Water Limited (formerly known as HanKore Environment Tech Group Limited) from May 2011 to February 2016, the shares of which are listed on the Main Board of the Singapore Exchange Limited and the sole water business platform of China Everbright Group Ltd. He is currently the executive partner of a Chinese equity investment fund and the chairman of a Singapore capital management company.

Save as disclosed above, Mr. Chen did not hold any other major appointment and qualification or directorship in other listed company in the last three years, nor did he have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. Save as disclosed above, Mr. Chen did not hold other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Chen was interested in 195,574,438 Shares and underlying Shares within the meaning of Part XV of the SFO.

Pursuant to the service agreement entered into between the Company and Mr. Chen, Mr. Chen was appointed as an executive Director for a term: (1)(a) in the event that the Company has obtained the necessary approval(s) under the Listing Rules (including Shareholders’ approval) on or before 30 June 2017, a term of 5 years commencing on 13 January 2017; or (b) in the event that Company has not obtained the necessary approval(s) under the Listing Rules (including Shareholders’ approval) on or before 30 June 2017, a term of 3 years commencing on 13 January 2017, and is subject to retirement and re-election in accordance with the articles of association of the Company; and (2) entitled to a monthly salary of HK\$50,000 and an annual discretionary bonus to be determined by the Board. In addition, under the terms of the service agreement entered into between the Company and Mr. Chen, for every 12 months in which Mr. Chen served as an executive Director, the Company will, as additional benefit and free of payment by Mr. Chen, allot and issue 15,000,000 service Shares (“**Service Shares**”) to Mr. Chen. Mr. Chen shall not be entitled to any pro rata entitlement of the relevant Service Shares in the event he failed to serve as an executive Director for each such 12 months in full.

Mr. Chen’s term, service agreement and Service Shares issue had been duly approved, confirm and ratify by the way of poll at the extraordinary general meeting of the Company held on 23 June 2017.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Chen that need to be brought to the attention of the Shareholders.

Mr. ZHAO Zhi Gang (“**Mr. Zhao**”), aged 64, was appointed as an independent non-executive Director on 1 April 2014 and has been re-designated to executive director with effect from 8 April 2019. Mr. Zhao holds a bachelor’s degree in Economics from the Peking University and a master’s degree in Professional Accounting from the University of Hartford, Connecticut, United States of America (“**U.S.**”). Mr. Zhao is a U.S. certified public accountant and a fellow of the American Institute of Certified Public Accounts. Mr. Zhao has over 20 years of experience in corporate finance and audit practice with various publicly listed companies and Pricewaterhouse Coopers in the U.S. and in China. Mr. Zhao is currently the CFO of JMU Limited, whose shares are listed on the NASDAQ Stock Market (“**NASDAQ**”). Previously, Mr. Zhao was the CFO of Borqs Beijing Limited from 2012 to 2014, the CFO of KingMed Center for Clinical Laboratory from 2011 to 2012, the CFO of Simcere Pharmaceutical Group (whose shares was listed on the New York Stock Exchange) from 2006 to 2011. Prior to that, Mr. Zhao was the CFO of Sun New Media Group Limited, whose holding company is a NASDAQ-listed company, from 2005 to 2006. Mr. Zhao had also held senior financial positions with several publicly listed companies in the U.S. and was an investment consultant with Beijing International Trust and Investment Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhao did not hold any other major appointment and qualification or directorship in other listed company in the last three years, nor did he have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. Save as mentioned above, Mr. Zhao did not hold other positions with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Zhao was interested in 6,655,000 Shares held in his own capacity and 86,680,000 underlying Shares through his interest in the share options held by him within the meaning of Part XV of the SFO.

Pursuant to the appointment letter entered into between Mr. Zhao and the Company, Mr. Zhao is appointed for a fixed term of three years with effect from 8 April 2022. Mr. Zhao’s appointment shall be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Articles and is entitled to an annual director’s fee of HK\$240,000 under the prevailing terms.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. Zhao that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL 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)

(Stock Code: 0690)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual 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 10:30 a.m. on Thursday, 16 May 2024 to consider and, if thought fit, transact the following businesses:

1. to receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) of the Company and the auditors of the Company for the year ended 31 December 2023;
2. to re-elect the retiring Directors (namely, Mr. Kingsley Leung, Mr. Chen Dawei and Mr. Zhao Zhi Gang) each as a separate resolution, and to authorise the board (“**Board**”) of Directors to fix the remuneration of the Directors; and
3. to consider the re-appointment of BDO Limited as the auditors of the Company for the year ending 31 December 2024 and to authorise the Board to fix its remuneration.

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

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 law, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to allot, issue and deal with the unissued shares (“**Shares**”) in the 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 may require the exercise of such powers be and the same is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (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 may require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (e) below);
 - (ii) the exercise of options granted under any 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 the 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;
 - (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 the aggregate of:
 - (aa) 20% of the number of issued Shares as at the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of issued Shares as at the date of the passing of this resolution), and the said approval shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(e) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the 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, the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) 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 register of members of the Company on a fixed record date in proportion to their then holdings of Shares as at that date (subject to such exclusion 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 obligation under the laws of, or the requirements of, any territory outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

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 (d) below) of all the powers of the Company to purchase the shares (“**Shares**”) in the capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the securities of the Company 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 Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Island (“**Companies Act**”) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
 - (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the time immediately before and after such consolidation or subdivision shall be the same; and
 - (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the 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, the Companies Act 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 on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company (“**Directors**”) pursuant to the resolution numbered 4 above be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such mandate of an amount representing the aggregate number of shares of the Company purchased by the Company pursuant to or in accordance with the authority granted under the resolution numbered 5 above.”

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

Hong Kong, 24 April 2024

NOTICE OF ANNUAL GENERAL MEETING

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

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 Friday, 10 May 2024 to Thursday, 16 May 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 4:30 p.m. (Hong Kong time) on Thursday, 9 May 2024 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) by 10:30 a.m., Tuesday, 14 May 2024 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, 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 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.