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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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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)

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

A notice convening the Annual General Meeting to be held at Room 1502, 15th Floor, AXA Centre, No. 151 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m on Friday, 25 September 2009 is set out on pages 15 to 28 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 **after the completion of the Capital Reorganisation, which is expected to become effective on 31 August 2009**, 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.

* For identification purpose only

26 August 2009

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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 11:00 a.m. at Room 1502, 15th Floor, AXA Centre, No. 151 Gloucester Road, Wanchai, Hong Kong on Friday, 25 September 2009 and any adjournment thereof, the notice of which is set out on pages 15 to 28 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
“Capital Reorganisation”	means the proposed reorganisation of the capital of the Company involving: (i) the consolidation of every ten issued and unissued existing Shares into one consolidated share of HK\$1.00; (ii) the reduction of the share capital of the Company by cancelling the issued and paid up share capital to the extent of HK\$0.99 on each of the issued consolidated shares of HK\$1.00 and thereby reducing the nominal value of all the issued shares to HK\$0.01 each; and (iii) the diminution and subsequent increase in authorized share capital to HK\$5,000,000,000, which is expected to become effective on 31 August 2009
“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

DEFINITIONS

“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
“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 August 2009, 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
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company or, where the Capital Reorganisation has become effective, ordinary share(s) of HK\$0.01 each in the share capital of the Company resulting from the Capital Reorganisation
“Shareholder(s)”	holder(s) of Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong
“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

Mr. CHENG Wai Man

Registered office:

Cricket Square, Hutchins Drive,

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. ZHOU Yao Ming

Mr. LIN Jian

Mr. SO Yin Wai

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

Room 1502, 15th Floor

AXA Centre

No. 151 Gloucester Road

Wanchai, Hong Kong

26 August 2009

*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
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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; (b) ordinary resolutions relating to the proposed re-election of the Directors; and (c) special resolution relating to the proposed amendments to the Articles of Association.

* 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. In this regard, Shareholders should take note that the Capital Reorganisation as announced by the Company on 18 March 2009 has not yet become effective as at the Latest Practicable Date. In the event that the Capital Reorganisation has become effective on or prior to the date of the Annual General Meeting, the number of shares of the Company and the par value of such shares will be changed.

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. TONG Kit Shing and Mr. LIU Guoyao will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

Biographical information of each of Mr. TONG Kit Shing and Mr. LIU Guoyao, who are proposed to be re-elected at the Annual General Meeting, is set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed to amend the Articles of Association in order to keep it in line with the requirements of the prevailing Listing Rules. A special resolution will be proposed at the Annual General Meeting to amend the Articles of Association. The major effects of the proposed amendments are as follows:

- (a) any Director can be removed by an ordinary resolution before expiration of his period of office;
- (b) subject to other minimum period as may be specified in the Listing Rules from time to time:
 - (i) an annual general meeting shall be called by not less than twenty-one clear days' notice or twenty clear business days' notice, whichever is the longer; (ii) an extraordinary general meeting called for the passing of a special resolution shall be called by not less than twenty-one clear days' notice or ten clear business days' notice, whichever is the longer; and (iii) all other extraordinary general meetings shall be called by not less than fourteen clear days' notice or ten clear business days' notice, whichever is the longer; and
- (c) any vote of shareholders of the Company at a general meeting will be taken by poll.

Further details of the proposed amendments to the Articles of Association to be approved by the shareholders of the Company by way of a special resolution are set out in resolution number 7 of the notice of the Annual General Meeting on pages 15 to 28 of this circular.

ANNUAL GENERAL MEETING

Set out on pages 15 to 28 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;
- (b) the proposed re-election of Directors; and
- (c) the proposed amendments to the Articles of Association.

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.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Board considers that the ordinary resolutions on the proposed grant of the General Mandate, the Repurchase Mandate and the Extension Mandate, the ordinary resolutions relating to the proposed re-election of the Directors and the special resolution relating to the proposed amendments to the Articles of Association 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

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

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 13,048,462,937 shares of HK\$0.10 each in issue. Reference is made to the announcement published by the Company dated 18 March 2009 in relation to, among other matters, the Capital Reorganisation. Assuming that the Capital Reorganisation became effective on the Latest Practicable Date, the issued share capital would comprise 1,304,846,293 shares of HK\$0.01 each.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the bases that there is no change in the share capital of the Company during 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 1,304,846,293 shares of HK\$0.10 each, representing 10% of the issued share capital of the Company as at the Latest Practicable Date. In the event that the Capital Reorganisation has become effective on or prior to the date of the Annual General Meeting and assuming that other than any change resulting from the Capital Reorganisation, there is no change in the issued share capital of the Company during the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, subject to the passing of the proposed resolution granting the Repurchase Mandate, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 130,484,629 shares of HK\$0.01 each of the Company, representing 10% of the issued share capital of the Company as at the date of the Annual General Meeting (taking into account the effect of the Capital Reorganisation).

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 2009, 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.

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

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>
2008		
August	– <i>(Note 1)</i>	– <i>(Note 1)</i>
September	0.150 <i>(Note 2)</i>	0.101 <i>(Note 2)</i>
October	0.132	0.034
November	0.048	0.036
December	0.063	0.037
2009		
January	0.046	0.037
February	0.060	0.036
March	0.049	0.037
April	0.058	0.043
May	0.118	0.041
June	0.145	0.079
July	0.134	0.085
August (up to the Latest Practicable Date)	0.111	0.067

Notes:

- 1. Suspension of trading of Shares during the period*
- 2. Suspension of trading of Shares from 1 September 2008 to 29 September 2008*

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	3,681,611,604	28.21%
Mr. TONG Kit Shing	3,681,611,604 (<i>Note</i>)	28.21%
Mr. LIU Guoyao	3,681,611,604 (<i>Note</i>)	28.21%

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	31.35%
Mr. TONG Kit Shing	31.35%
Mr. LIU Guoyao	31.35%

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

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:

TONG Kit Shing (唐潔成), aged 48, was appointed as an executive Director with effect from 22 September 2005. He is the chairman and one of the two authorised representatives of the Company. Mr. TONG is responsible for the formulation of corporate strategy and the future direction of the Group, and the overall management of the Group. He has been engaged in metal trading business in the PRC since 1997. Mr. TONG also has extensive investment experience in water treatment business in the PRC using biotechnology and has also been investing in a company engaged principally in the development of water treatment system in the PRC. Save for the above, Mr. TONG 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, by virtue of his being the sole shareholder of Automatic Result, Mr. TONG was deemed to be interested in an aggregate of 3,681,611,604 Shares held by Automatic Result within the meaning of Part XV of the SFO, representing approximately 28.21% of the issued share capital of the Company as at the Latest Practicable Date.

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

Mr. TONG 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 2009, Mr. TONG received a director's fee of HK\$190,000 from the Company which was determined by the Board on the basis of his working experience as well as the prevailing market conditions. Except for the director's fee and the HK\$10,000 retirement scheme contributions made by the Company for Mr. Tong, he did not receive any bonus payments, whether fixed or discretionary in nature, or other emoluments for the year ended 31 March 2009. Mr. TONG 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. TONG 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.

LIU Guoyao (劉國堯), aged 45, 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 3,681,611,604 Shares held by Automatic Result within the meaning of Part XV of the SFO, representing approximately 28.21% 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 2009, 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.

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 Room 1502, 15th Floor, AXA Centre, No. 151 Gloucester Road, Wanchai, Hong Kong on Friday, 25 September 2009 at 11:00 a.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 2009;
2. to consider the re-election of the retiring Directors (namely, Mr. TONG Kit Shing and Mr. LIU Guoyao), 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 Hopkins CPA Limited as the Auditors for the year ending 31 March 2010 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 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”;

and, as special business, to consider and, if thought fit, pass the following resolution as a special resolution (with or without modifications):

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7. **“THAT** the articles of association of the Company be and are hereby amended as follows:

1. Article 2:

- (a) by adding a new definition of “business day(s)” immediately following the definition of ““Board” or “Directors”” in paragraph (1) of the existing Article 2:

““business day(s)” any day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”;

- (b) by deleting the definition of “Company” in its entirety and substituting by the following new definition:

““Company” Uni-Bio Science Group Limited”;

- (c) by deleting the definition of “Ordinary resolution” in its entirety and substituting by the following new definition:

““ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59;”

- (d) by deleting the definition of “Special Resolution” in its entirety and substituting by the following new definition:

““special resolution” a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59;

NOTICE OF ANNUAL GENERAL MEETING

a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statute;”

- (e) by deleting the definition of “Subsidiary and Holding Company” in its entirety and substituting by the following new definition:

““Subsidiary and Holding Company” has the meanings attributed to them in the rules of the Designated Stock Exchange;”

- (f) by adding the following immediately after the words “in a visible form” in the third line of existing paragraph (e) of Article 2:

“, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable statutes, rules and regulations”;

- (g) by deleting the full-stop and replacing it with a semi-colon at the end of existing paragraph (g) of Article 2 and adding the following new paragraphs (h) and (i):

“(h) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;

(i) Section 8 of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”;

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2. Article 3:

- (a) by deleting Article 3(2) in its entirety and substituting with the following new Article 3(2):

“(2) Subject to the Law, the Company’s Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.”;

- (b) by deleting Article 3(3) in its entirety and substituting with the following new Article 3(3):

“(3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”;

3. Article 6:

by deleting the words “or any share premium account” in the second and third lines of existing Article 6;

4. Article 9:

by deleting the words “if so authorised by its memorandum of association” in the second and third lines of existing Article 9;

5. Article 10:

- (a) by adding the word “and” after the semi-colon at the end of Article 10(a);
- (b) by deleting the words “on a poll” in the first line of Article 10(b);
- (c) by deleting the semi-colon and the word “and” at the end of Article 10(b) and substituting thereof by a fullstop; and
- (d) by deleting Article 10(c) in its entirety and substituting with the words “Intentionally deleted”;

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6. Article 44:

by deleting Article 44 in its entirety and substituting with the following new Article 44:

“44. The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in any newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.”;

7. Article 48:

by deleting the words “in the Cayman Islands” in the last line of existing Article 48(4);

8. Article 51:

by deleting Article 51 in its entirety and substituting with the following new Article 51:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”;

9. Article 59:

(a) by deleting Article 59(1) in its entirety and substituting with the following new Article 59(1):

“(1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear

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business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”; and
- (b) by adding the words “and particulars of resolutions to be considered at the meeting” immediately after the words “place of the meeting” in the first line of Article 59(2);

10. Article 61:

- (a) by deleting the word “and” at the end of existing paragraph (e) of Article 61;
- (b) by deleting the full-stop and replacing it with “; and” at the end of existing paragraph (f) of Article 61; and
- (c) by adding the following new paragraph (g):

“(g) the granting of any mandate or authority to the Directors to repurchase securities of the Company.”;

11. Article 66:

by deleting Article 66 in its entirety and substituting with the following new Article 66:

“Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he/it is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or installments is treated for the purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll.”;

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12. Article 67:

by deleting Article 67 in its entirety and substituting with the following new Article 67;

“The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”;

13. Article 68:

by deleting Article 68 in its entirety and substituting with the words “Intentionally deleted”;

14. Article 69:

by deleting Article 69 in its entirety and substituting with the words “Intentionally deleted”;

15. Article 70:

by deleting Article 70 in its entirety and substituting with the words “Intentionally deleted”;

16. Article 73:

by deleting the words “whether on a show of hands or on a poll,” in the second sentence of Article 73;

17. Article 75:

(a) by deleting the words “whether on a show of hands or on a poll” in the third and fourth lines of Article 75(1);

(b) by deleting the words “on a poll” in the sixth line of Article 75(1); and

(c) by deleting the words “or poll” in the last line of Article 75(1);

18. Article 80:

(a) by deleting the words “or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid” in the seventh to tenth lines of Article 80;

(b) by deleting the words “an adjourned meeting or on a poll demanded at a meeting or” in the twelfth line of Article 80;

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19. Article 81:

by deleting the words “to demand or join in demanding a poll and” in the fourth and fifth lines of Article 81;

20. Article 82:

by deleting the words “or the taking of the poll” in the seventh line of Article 82;

21. Article 84:

by deleting Article 84(2) in its entirety and substituting with the following new Article 84(2):

“(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation or proxy form shall specify the number and class of shares in respect of which each such person is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without the need of producing any documents of title, notarized authorisation and/or further evidence for substantiating the facts that it is duly authorised and is entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)).”;

22. Article 86:

by deleting Article 86(5) in its entirety and substituting by the following new Article 86(5):

“The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”.

23. Article 89:

by deleting the words “whereupon the Board resolves to accept such resignation” in the last line of Article 89(1);

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24. Article 92:

by deleting the word “we” and substituting with the word “he” in the seventh line of Article 92;

25. Article 104:

by deleting the word “indirectly” and substituting with the word “directly” in the first line of Article 104(4)(iii);

26. Article 115:

by deleting Article 115 in its entirety and substituting with the following new Article 115:

“115. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or by telephone or in such other manner as the Board may from time to time determine whenever he shall be required so to do by any Director.”;

27. Article 132:

by deleting the word “Office” and substituting with the word “head office” of Article 132(2);

28. Article 133:

by deleting the words “(except in the case of certificates for shares)” in the twelfth line of Article 133(1);

29. Article 137:

by deleting the words “The Board may also determine that” and substituting with the words “With the sanction of an ordinary resolution” in the third line of Article 137;

30. Article 146:

by deleting the words “The Company” and substituting with the words “Unless otherwise provided by the provisions of these Articles, the Board” in the third line of Article 146(1);

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31. Article 152:

by adding the following Articles after existing Article 152:

“152A. Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 152 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.

152B. The requirement to send to a person referred to in Article 152 the documents referred to in that Article or a summary financial report in accordance with Article 152A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article 152A, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”;

32. Article 153:

by deleting Article 153(2) in its entirety and substituting with the words “Intentionally deleted”;

33. Article 156:

- (a) by deleting the words “as soon as practicable convene an extraordinary general meeting to” in the third and fourth lines of existing Article 156;
- (b) by adding the words “and fix the remuneration of the Auditor so appointed” at the end of existing Article 156;

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34. Article 159:

by deleting Article 159 in its entirety and substituting with the following new Article 159:

“159. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange.”;

35. Article 160:

- (a) by deleting the word “and” at the end of existing Article 160(a);
- (b) by re-numbering existing Article 160(b) as 160(c) and deleting the full-stop and substituting with “; and” at the end of the re-numbered 160(c);
- (c) by adding the following new paragraph 160(b):
 - “(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day of placing such Notice on the Company’s website or the website of the Designated Stock Exchange;”

NOTICE OF ANNUAL GENERAL MEETING

(d) by adding the following new paragraph 160(d):

“(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”

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

Hong Kong, 26 August 2009

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:*
Room 1502, 15th Floor
AXA Centre
No. 151 Gloucester Road
Wanchai, 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. **The Shareholders should take note that given the Capital Reorganisation (as defined in the circular of the Company dated 26 August 2009) is expected to become effective on or about 31 August 2009, it is advisable that the form of proxy should only be completed after 31 August 2009.** 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, Mr. LIU Guoyao and Mr. CHENG Wai Man and the independent non-executive Directors are Mr. ZHOU Yao Ming, Mr. LIN Jian and Mr. SO Yin Wai.