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## **UNITED GENE HIGH-TECH GROUP LIMITED**

**聯合基因科技集團有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 399)**

### **NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “**Meeting**”) of United Gene High-Tech Group Limited (the “**Company**”) will be convened and held at Room Nos. 1405-1406, Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong on Thursday, 23 May 2013 at 4:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the placing agreement dated 18 February 2013 and the supplemental agreement dated 19 April 2013 (collectively, the “**Placing Agreement**”) (a copy of which has been produced to the Meeting marked “**A**” and “**B**” respectively and initialed by the chairman of the Meeting for the purpose of identification) entered into between the Company, as the issuer, and Grand Vinco Capital Limited (the “**Placing Agent**”), as the placing agent, in relation to the placing of the convertible bond (the “**Convertible Bonds A**”) up to an aggregate principal amount of HK\$74,000,000 due on the 10th anniversary of the date of issue, with the conversion right to convert at the conversion price of HK\$0.40 (subject to adjustments and to the terms and conditions set out in the bond instrument concerning Convertible Bonds A (a copy of which has been produced to the Meeting marked “**C**” initialed by the chairman of the Meeting for the purpose of identification)) per conversion share (the “**Conversion Shares A**”), and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the directors (the “**Directors**”) of the Company (or a duly authorised committee thereof) be and they are hereby generally and specifically authorised to allot and issue such number of Conversion Shares A (the “**Specific Mandate A**”) as may be required to cover the Conversion Shares A that may fall to be allotted and issued upon exercise of the conversion rights attaching to Convertible Bonds A. The Specific Mandate A is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company (the “**Shareholders**”) prior to the passing of this resolution; and
- (c) the Directors (or a duly authorised committee thereof) be and they are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents or agreements and to take all such steps which, in the opinion of the Directors (or a duly authorised committee thereof), may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Placing Agreement and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors (or a duly authorised committee thereof), in the interests of the Company.”

2. “**THAT:**

- (a) the subscription agreement dated 18 February 2013 and the supplemental agreement dated 19 April 2013 (collectively, the “**Subscription Agreement**”) (a copy of which has been produced to the Meeting marked “**D**” and “**E**” respectively and initialed by the chairman of the Meeting for the purpose of identification) entered into between the Company, United Gene Holdings Limited (the “**Subscriber I**”) and Dr. Mao Yumin (the “**Subscriber II**”, together with Subscriber I, the “**Subscribers**”), in relation to the subscription for the convertible bond (the “**Convertible Bonds B**”), in an aggregate principal amount of HK\$59,000,000 due on the 10th anniversary of the date of issue, with the conversion rights to convert at the conversion price of HK\$0.40 (subject to adjustments and to the terms and conditions set out in the bond instrument concerning Convertible Bonds B (a copy of which has been produced to the Meeting marked “**F**” initialed by the chairman of the Meeting for the purpose of identification)) per conversion share (the “**Conversion Share B**”) and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the Directors (or a duly authorised committee thereof) be and they are hereby generally and specifically authorised to allot and issue such number of Conversion Shares B (the “**Specific Mandate B**”) as may be required to cover the Conversion Shares B that may fall to be allotted and issued upon exercise of the conversion rights attaching to Convertible Bonds B. The Specific Mandate B is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the Shareholders prior to the passing of this resolution; and
- (c) the Directors (or a duly authorised committee thereof) be and they are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents or agreements and to take all such steps which, in the opinion of the Directors (or a duly authorised committee thereof), may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Subscription Agreement and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors (or a duly authorised committee thereof), in the interests of the Company.”

On behalf of the Board  
**United Gene High-Tech Group Limited**  
**Lee Nga Yan**  
*Executive Director*

Hong Kong, 26 April 2013

*Registered Office:*  
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*Notes:*

- (1) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (2) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or other authority must be deposited with the branch share registrar and transfer agent of the Company in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) When there are joint holders of any Shares, any one of such persons may vote at the meeting either personally or by proxy in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting jointly or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such Share.
- (4) Completion and return of the form of proxy will not preclude members from attending and voting at the Meeting and in such event, the form of proxy shall be deemed to be revoked.

*As at the date of this announcement, the Board comprises Ms. Jiang Nian (chairman & non-executive Director), Ms. Lee Nga Yan (executive Director), Dr. Guo Yi (executive Director), Ms. Xiao Yan (non-executive Director), Ms. Wu Yanmin (non-executive Director), Ms. Chen Weijun (independent non-executive Director), Dr. Zhang Zhihong (independent non-executive Director) and Mr. Wang Rongliang (independent non-executive Director).*