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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 “**SGM**”) of United Gene High-Tech Group Limited (the “**United Gene**”) will be convened and held at Victoria Room I, Level 2, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on 16 July 2014 at 4:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions:

#### **ORDINARY RESOLUTION**

1. “**THAT:**

- (i) The execution of the acquisition agreement dated 17 March 2014 (the “**Acquisition Agreement**”, a copy of which is marked “A” and initialed by the chairman of SGM for identification purpose and tabled at the SGM) entered into between Extrawell (BVI) Limited (the “**Purchaser**”), and Clear Rich International Limited (the “**Vendor**”) for the acquisition of an aggregate of 5,100 ordinary shares of HK\$1 each in the issued share capital of Smart Ascent Limited (the “**Target Company**”), representing 51% of the total issued capital of Target Company and the transaction contemplated thereunder be and are hereby approved, ratified and/or confirmed;
- (ii) subject to the completion of Acquisition Agreement, the creation and issue by United Gene of the Convertible Bonds (as defined in the Circular) to the Vendor as partial consideration in accordance with the terms and conditions of the Acquisition Agreement and the terms and conditions of the Convertible Bonds attached to the Acquisition Agreement and all transactions thereunder be and are hereby approved, ratified and confirmed;

- (iii) subject to the Completion of Acquisition Agreement, the issue and allotment of up to 286,000,000 new ordinary shares (as defined in the Circular) of United Gene at the conversion price of HK\$2.50 each (subject to adjustments) which may fall to be issued upon the exercise of the conversion rights attaching to the Convertible Bonds under the Specific Mandate be and are hereby approved, ratified and confirmed;
- (iv) the Purchaser's undertaking, as a term of the Acquisition Agreement, for Capital Commitment of the Target Company for the period of 3 years from the Completion Date of the Acquisition Agreement whereby (i) the corresponding Capital Commitment to be assumed by the Purchaser for each of the three financial year ended 31 March 2015, 31 March 2016, 31 March 2017 shall be HK\$200,000,000, HK\$300,000,000 and HK\$100,000,000 respectively and (ii) the maximum capital commitment the Purchaser undertakes to assume for each of the three financial year ended 31 March 2015, 31 March 2016, 31 March 2017 shall be HK\$200,000,000, HK\$500,000,000 and HK\$600,000,000 respectively (the "**Annual Caps**") with an aggregate amount not exceeding HK\$600,000,000 (the "**Continuing Connected Transaction**") by way of unsecured interest-free shareholder loans be and is hereby approved, ratified and confirmed;
- (v) the directors of United Gene (the "**Directors**") are hereby authorized to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivering all agreements, documents and instruments) which are in their opinion, necessary, appropriate, desirable or expedient to implement or give effect to the terms of, or the transactions and the Continuing Connected Transaction contemplated by the Acquisition Agreement, the allotment and issue of the Conversion Shares by United Gene under the Specific Mandate and the exercise of the conversion rights attaching to the Convertible Bonds and to agree to such variation, amendments or waiver of matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the Acquisition Agreement and all transactions contemplated thereunder and are in the interests of United Gene."

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

Hong Kong, 26 June 2014

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*Notes:*

- (1) A member of United Gene 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 United Gene. 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 United Gene in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 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 United Gene 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).*