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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 with limited liability)

(Stock Code: 399)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of United Gene High-Tech Group Limited (聯合基因科技集團有限公司) (the “**Company**”) will be held at Rooms No. 1405-1406, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong on Tuesday, 27 April 2010, at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon (i) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms); (ii) the delivery to the Stock Exchange for authorisation and the registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the Listing Rules and the Companies Ordinance not later than the Prospectus Posting Date; (iii) the posting of the Prospectus Documents to the Qualifying Shareholders on or before the Prospectus Posting Date; (iv) compliance with and performance of all the undertakings and obligations of the Company and the Underwriters under the terms of the Underwriting Agreement (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for identification); (v) compliance with and performance by Best Champion of all of its obligations and undertakings under the Irrevocable Undertaking; and (vi) the Underwriting Agreement becoming unconditional and not being terminated in accordance with the terms of that agreement:

- (a) the issue by way of Rights Issue of 6,082,254,031 Rights Shares at a subscription price of HK\$0.052 per Rights Share to the Qualifying Shareholders on the basis of one Rights Share for every existing Share payable in full upon subscription and otherwise on the terms and conditions set out in the Circular be and is hereby approved;

- (b) the Directors be and are hereby unconditionally and specifically authorised to allot and issue the Rights Shares pursuant to and in connection with the Rights Issue and in particular, the Directors be and hereby authorised to make such exclusions or other arrangements in relation to Non-Qualifying Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;
- (c) the arrangement that the Rights Shares not validly subscribed by the Qualifying Shareholders are not available for subscription by the Qualifying Shareholders in excess of their assured entitlements be and is hereby approved, confirmed and ratified;
- (d) the Underwriting Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the Underwritten Shares, if any, by the Underwriters) be and are hereby approved, confirmed and ratified; and
- (e) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things in connection with or incidental to the Rights Issue or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.”

By order of the Board
UNITED GENE HIGH-TECH GROUP LIMITED
Cheung Sui Ping Annie
Company Secretary

Hong Kong, 9 April 2010

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business

in Hong Kong:
Rooms No. 1405-1406
Harbour Centre
No. 25 Harbour Road
Wanchai, Hong Kong

Notes:

- (1) A member entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or, if he is holder of more than one share, more than one proxy to attend and to vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, a form of proxy, together with any power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not later than 48 hours before the time for holding of the extraordinary general meeting or any adjournment thereof (as the case may be).
- (3) Completion and delivery of the form of proxy will not preclude members from attending and voting at the extraordinary general meeting or any adjournment thereof (as the case may be) should they so wish and in such event, the form of proxy will be deemed to be revoked.
- (4) Where there are joint holders of any shares, any one of such holders may vote at the extraordinary general meeting either personally or by proxy in respect of such shares as if he/she was solely entitled thereto provided that if more than one of such joint holders be present at the extraordinary general meeting whether personally or by proxy, the person whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the votes of the other joint holders.
- (5) All resolutions proposed at the extraordinary general meeting will be voted by way of a poll by the Independent Shareholders of the Company.

As at the date of this announcement, the Board comprises three executive directors, namely Mr. Qin Yilong (Chairman), Mr. Shen Xiaodong and Mr. Jiang Jian, and three independent non-executive directors, namely Dr. Zhang Huiming, Dr. Zhu Lijun and Ms. Chen Weijun.