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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)

- (1) PROPOSED SHARE CONSOLIDATION;
(2) PROPOSED CHANGE IN BOARD LOT SIZE;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(4) PROPOSED CHANGE OF DOMICILE;
AND
(5) PROPOSED CAPITAL REORGANISATION**

Financial Adviser to the Company



**WALLBANCK BROTHERS
Securities (Hong Kong) Limited**

PROPOSED SHARE CONSOLIDATION

The Company proposes to implement the Share Consolidation by consolidating every 20 issued and unissued Shares of HK\$0.01 each in the existing share capital of the Company into one (1) Consolidated Share of HK\$0.20 each.

PROPOSED CHANGE IN BOARD LOT SIZE

The existing Shares of HK\$0.01 each in the share capital of the Company are trading in board lot size of 10,000 Shares. The Company proposes to change the board lot size of the Consolidated Shares for trading on the Stock Exchange to 5,000 Consolidated Shares upon the Share Consolidation becoming effective.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To facilitate the Change of Domicile, it is proposed that a new article be added to the Articles of Association to allow the Company to de-register in the Cayman Islands and be registered by way of continuation in another jurisdiction.

PROPOSED CHANGE OF DOMICILE

The Company proposes to change the domicile of the Company from the Cayman Islands to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda. The implementation of the Change of Domicile will not affect the continuity of the Company and its listing status.

PROPOSED CAPITAL REORGANISATION

The Company proposes to implement the Capital Reorganisation, upon the Share Consolidation and the Change of Domicile becoming effective, which involves the following:-

- (1) the reduction of the share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$0.19 on each of the issued Consolidated Shares so that the par value of each issued Consolidated Share will be reduced from HK\$0.20 to HK\$0.01.
- (2) Immediately following the Capital Reduction, each authorised but unissued Consolidated Share will also be sub-divided into 20 New Shares with a par value of HK\$0.01 each.

GENERAL

The EGM will be convened and held for the Shareholders to consider and if though fit, approve, among other things, the proposed Share Consolidation, the change in board lot size, the amendments to the Articles of Association, the Change of Domicile and the Capital Reorganisation.

The Circular setting out, among other things, (i) further details on the proposed Share Consolidation, the change in board lot size, the amendments to the Articles of Association, the Change of Domicile and the Capital Reorganisation; and (ii) a notice of the EGM, will be despatched to the Shareholders as soon as practicable.

PROPOSED SHARE CONSOLIDATION

The Company proposes to implement the Share Consolidation by consolidating every 20 issued and unissued Shares of HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.20 each. The Consolidated Shares will rank *pari passu* in all respects with each other.

The Share Consolidation will become effective upon the fulfillment of the conditions set out in the paragraph headed “Conditions of the Share Consolidation” below.

Effects of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company is HK\$500,000,000 divided into 50,000,000,000 Shares of HK\$0.01 each, of which 15,813,860,480 Shares have been issued and are fully paid. Assuming that no further Shares will be issued or repurchased by the Company from the date of this announcement to the effective date of the Share Consolidation, upon the Share Consolidation becoming effective, the authorised share capital of the Company will be HK\$500,000,000 divided into 2,500,000,000 Consolidated Shares of HK\$0.20 each, of which 790,693,024 Consolidated Shares will be in issue.

The effect of the Share Consolidation is tabulated as follows:-

	As at the date of this announcement	Immediately after the Share Consolidation becoming effective
Amount of authorised share capital	HK\$500,000,000	HK\$500,000,000
Par value	HK\$0.01 per Share	HK\$0.20 per Consolidated Share
Number of authorised shares	50,000,000,000 Shares	2,500,000,000 Consolidated Shares
Amount of issued share capital	HK\$158,138,604.80	HK\$158,138,604.80
Number of issued shares	15,813,860,480 Shares	790,693,024 Consolidated Shares
Amount of unissued share capital	HK\$341,861,395.20	HK\$341,861,395.20
Number of unissued shares	34,186,139,520 Shares	1,709,306,976 Consolidated Shares

The Consolidated Shares will rank *pari passu* in all respects with each other. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not, of itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders, save for any fractional Consolidated Shares (if any) which will not be issued to the Shareholders otherwise entitled thereto but will be aggregated and sold, if possible, for the benefit of the Company.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the fulfillment of the following conditions:

- (i) the passing of the necessary resolution(s) by the Shareholders at the EGM by way of poll to approve the Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the obtaining of all necessary approvals from the relevant regulatory authorities or otherwise as may be required in respect of the Share Consolidation, if required.

Listing and Dealings

Application will be made to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Consolidated Shares to be issued upon the Share Consolidation becoming effective.

The Consolidated Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Free exchange of share certificates

Subject to the Share Consolidation becoming effective, the Shareholders may, from Monday, 21 January 2013 to Monday, 4 March 2013 (both dates inclusive) (the “**Share Consolidation Free Exchange Period**”), submit the Existing Share Certificates, which are ivory in color, to the Registrar, Tricor Tengis Limited at 26/F Tesbury Centre 28 Queen’s Road East, Wan Chai, Hong Kong in exchange for the Cayman Consolidated Share Certificates or the Bermuda Consolidated Share Certificates (upon the Change of Domicile becoming effective), at the expense of the Company, which will be yellow and green in color respectively. It is expected that the said new share certificates for the Consolidated Shares will be available to the

Shareholders for collection within 10 business days from the date of submission for the exchange. Thereafter, the Existing Share Certificates will be accepted for exchange only on payment of a fee of HK\$2.50 or such higher amount as may from time to time be allowed by the Stock Exchange for each Existing Share Certificate cancelled or each new share certificate to be issued for the Consolidated Shares, whichever number of certificates cancelled/issued is higher, payable by the Shareholders to the Registrar.

Upon the Change of Domicile becoming effective, the free exchange period for Bermuda Consolidated Share Certificates will commence from Wednesday, 20 February 2013 to Wednesday, 27 March 2013. As a result, the said free exchange period will overlap with the Share Consolidation Free Exchange Period, as from Wednesday, 20 February 2013 to Monday, 4 March 2013 (both dates inclusive) (the “**Overlap Period 1**”). During the Overlap Period 1, only the Bermuda Share Certificates will be issued in exchange for the Existing Share Certificates submitted to Registrar. Nevertheless, the Share Consolidation Free Exchange Period will remain opened until Monday, 4 March 2013.

Nevertheless, the Existing Share Certificates will continue to be good evidence of legal title but will cease to be valid for dealings, trading and settlement purpose after the Share Consolidation has become effective and may be exchanged for new share certificates for the Consolidated Shares at any time in accordance with the foregoing.

Fractional Consolidated Shares

Fractional Consolidated Shares (if any) arising from the Share Consolidation will not be issued to the Shareholders otherwise entitled thereto but will be aggregated and sold if possible, for the benefit of the Company.

PROPOSED CHANGE IN BOARD LOT SIZE

The Shares of HK\$0.01 each in the share capital of the Company are trading in board lot size of 10,000 Shares. The Company proposes to change the board lot size of the Consolidated Shares for trading on the Stock Exchange to 5,000 Consolidated Shares upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.03 per Share as quoted on the Stock Exchange as at the date of this announcement, the estimated market value per board lot of 5,000 Consolidated Shares will be HK\$3,000 assuming the Share Consolidation becomes effective.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation and the change in board lot size, the Company will procure an arrangement with an agent to stand in the market to provide matching service for the odd lots of the Consolidated Shares on a best effort basis. Further details in respect of the odd lot arrangement will be set out in the Circular to be despatched to the Shareholders with the foregoing.

REASONS FOR SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. In view of recent trading price of the Shares, the Board proposes to implement the Share Consolidation and the change in board lot size in order to comply with trading requirements of the Listing Rules. It is expected that the Share Consolidation would bring about a corresponding increase in the trading price of the Consolidated Shares and the change in board lot size will result in the Consolidated Shares being traded in a more reasonable board lot size and value. Based on the above, it is fair and reasonable for the Board to hold the view that the Share Consolidation and the change in board lot size to be in the interest of the Company and the Shareholders as a whole.

PROPOSED AMENDMENT TO THE ARTICLES

To facilitate the Change of Domicile, it is proposed that a new article be added to the Articles of Association to allow the Company to de-register in the Cayman Islands and be registered by way of continuation in another jurisdiction. Further details of the proposed amendment to the Articles of Association will be set out in the circular to be despatched to the Shareholders as soon as practicable.

PROPOSED CHANGE OF DOMICILE

The Company proposes to change the domicile of the Company from the Cayman Islands to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda.

Effect of the Change of Domicile

Other than the expenses to be incurred, the Change of Domicile will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders. The Company's legal advisers as to the laws of the Cayman Islands and Bermuda are of the view that the continuation of the Company into Bermuda does not create a new legal entity or prejudice or affect the continuity of the Company. The Company will continue to maintain a principal place of business in Hong Kong.

The Change of Domicile also will not involve the formation of a new holding company, the withdrawal of listing of the Consolidated Shares, any issue of new Consolidated Shares, any transfer of assets of the Company or any change in the existing shareholding of the Company. Implementation of the Change of Domicile will not affect its listing status of the Shares on the Stock Exchange.

To facilitate the Change of Domicile, it is proposed that a memorandum of continuance and a new set of bye-laws will be adopted by the Company to replace the existing memorandum of association and the Articles of Association respectively in order to comply with Bermuda company laws.

Reasons for the Change of Domicile

If the Company proceeds with the Capital Reorganisation, which include, amongst other things, the Capital Reduction in the Cayman Islands, the sanction by the Grand Court of the Cayman Islands would be required, such sanction cannot be obtained in a commercially expedient time frame. If the Capital Reorganisation will be effected by way of a change of domicile of the Company from the Cayman Islands to Bermuda through deregistration in the Cayman Islands and continuation in Bermuda, the legal advisers of the Company as to the laws of the Cayman Islands and Bermuda have advised that no court order is required in the Cayman Islands or Bermuda for the Change of Domicile and the Capital Reorganisation after deregistration of the Company in Cayman Islands and its continuation in Bermuda. Accordingly, it is fair and reasonable for the Board to hold the view that it would save the Company's time and costs for carrying out the Capital Reorganisation in Bermuda by first implementing the Change of Domicile.

Conditions of the Change of Domicile

The Change of Domicile is conditional upon fulfillment of the following conditions:

- (i) the Share Consolidation becoming effective;
- (ii) the passing of the special resolution(s) by the Shareholders at the EGM to approve (a) an amendment to the Articles of Association to facilitate the Change of Domicile; (b) the Change of Domicile; and (c) the adoption of the memorandum of continuance and bye-laws of the Company;
- (iii) the compliance with the relevant legal procedures and requirements under the laws of Cayman Islands, the Bermuda laws and the Listing Rules; and
- (iv) the obtaining of all necessary approvals from the relevant regulatory authorities or otherwise as may be required in respect of the Change of Domicile, if required.

Free exchange of share certificates

Subject to the Change of Domicile becoming effective, the Shareholders may, from Wednesday, 20 February 2013 to Wednesday, 27 March 2013 (both dates inclusive) (the **“Change of Domicile Free Exchange Period”**), submit the Existing Share Certificates or the Cayman Consolidated Share Certificates, which will be ivory and yellow in color respectively, to the Registrar, Tricor Tengis Limited at 26/F Tesbury Centre 28 Queen’s Road East, Wan Chai, Hong Kong in exchange for the Bermuda Consolidated Share Certificates, at the expense of the Company, which will be green in color. It is expected that the Bermuda Consolidated Share Certificates will be available to the Shareholders for collection within 10 business days from the date of submission for the exchange. Thereafter, the Existing Share Certificates and/or the Cayman Consolidated Share Certificates will be accepted for exchange only on payment of a fee of HK\$2.50 or such higher amount as may from time to time be allowed by the Stock Exchange for each Existing Share Certificate and/or the Cayman Share Certificate cancelled or each Bermuda Consolidated Share Certificate to be issued, whichever number of certificates cancelled/issued is higher, payable by the Shareholders to the Registrar.

Upon the Capital Reorganisation becoming effective, the free exchange period for new share certificates for the New Shares will commence from Thursday, 14 March 2013 to Tuesday, 23 April 2013. As a result, the said free exchange period will overlap with the Change of Domicile Free Exchange Period, as from Thursday, 14 March 2013 to Wednesday, 27 March 2013 (both dates inclusive) (the “**Overlap Period 2**”). During the Overlap Period 2, only the shares certificates for the New Shares will be issued in exchange for the Existing Share Certificates or the Cayman Consolidated Share Certificates submitted to Registrar. Nevertheless, the Change of Domicile Free Exchange Period will remain opened until Wednesday, 27 March 2013.

Nevertheless, the Existing Share Certificates and the Cayman Consolidated Share Certificates will continue to be good evidence of legal title but will cease to be valid for dealings, trading and settlement purpose after the Change of Domicile have become effective and may be exchanged for the Bermuda Consolidated Share Certificates at any time in accordance with the foregoing.

PROPOSED CAPITAL REORGANISATION

The Company proposes to implement the Capital Reorganisation, upon the Share Consolidation and the Change of Domicile becoming effective, which involves the following:-

- (1) the reduction of the share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$0.19 on each of the issued Consolidated Shares so that the par value of each issued Consolidated Share will be reduced from HK\$0.20 to HK\$0.01.
- (2) Immediately following the Capital Reduction, each authorised but unissued Consolidated Share will also be sub-divided into 20 New Shares with a par value of HK\$0.01 each.

The Capital Reorganisation will become effective upon fulfillment of the conditions set out in the paragraph headed “Conditions of the Capital Reorganisation”.

Effects of Capital Reorganisation

As at the date of this announcement, the authorised share capital of the Company is HK\$500,000,000 divided into 50,000,000,000 Shares of HK\$0.01 each, of which 15,813,860,480 Shares have been issued and are fully paid. Upon the Share Consolidation and the Capital Reorganisation becoming effective, the authorised share capital of the Company will be HK\$500,000,000 divided into 50,000,000,000 New Shares of HK\$0.01 each, of which 790,693,024 New Shares of HK\$0.01 each will be in issue.

Assuming that no further Shares will be issued or repurchased by the Company after the date of this announcement to the effective date of the Capital Reorganisation, the nominal value of the issued share capital of the Company immediately before the Capital Reorganisation becoming effective will be approximately HK\$158,138,604.80. A credit of approximately HK\$150,231,674.56 will arise as a result of the Capital Reduction. Such credit will be applied by the Board to set off against the accumulated losses of the Company and the balance (if any) will be transferred to contributed surplus account of the Company. The total accumulated losses of the Company were approximately HK\$535,181,000 as shown in the audited consolidated financial statements of the Company for the year ended 30 June 2012.

The effect of the Capital Reorganisation is tabulated as follows:-

	As at the date of this announcement	Immediately after the Share Consolidation becoming effective	Immediately after the Share Consolidation and Capital Reorganisation becoming effective
Amount of authorised share capital	HK\$500,000,000	HK\$500,000,000	HK\$500,000,000
Par value	HK\$0.01 per Shares	HK\$0.20 per Consolidated Share	HK\$0.01 per New Share
Number of authorised shares	50,000,000,000 Shares	2,500,000,000 Consolidated Shares	50,000,000,000 New Shares
Amount of issued share capital	HK\$158,138,604.80	HK\$158,138,604.80	HK\$7,906,930.24
Number of issued shares	15,813,860,480 Shares	790,693,024 Consolidated Shares	790,693,024 New Shares
Amount of unissued share capital	HK\$341,861,395.20	HK\$341,861,395.20	HK\$492,093,069.76
Number of unissued shares	34,186,139,520 Shares	1,709,306,976 Consolidated Shares	49,209,306,976 New Shares

Other than the expenses to be incurred, the implementation of the Capital Reorganisation will not, of itself, alter the underlying assets, business operations, management or financial positions of the Company or proportionate interests of the Shareholders. The Board holds the view that the Capital Reorganisation will not have any adverse effect on the financial position of the Group and that on the date of Capital Reorganisation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. No capital will be lost as a result of the Capital Reorganisation and, except for the expenses involved in relation to the Capital Reorganisation which is expected to be insignificant in the context of the net asset value of the Company, the net asset value of the Company will remain unchanged before and after the Capital Reorganisation becoming effective. The Capital Reorganisation does not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any paid up capital of the Company or will it result in any change in relative rights of the Shareholder.

The New Shares of par value of HK\$0.01 each will rank *pari passu* in all respects with each other.

Conditions of Capital Reorganisation

The Capital Reorganisation is conditional upon the fulfillment of the following conditions:

- (i) the Change of Domicile becoming effective;
- (ii) the passing of the special resolution(s) by the Shareholders at the EGM by way of poll to approve the Capital Reorganisation;
- (iii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares in issue and to be issued upon the Capital Reorganisation becoming effective;
- (iv) the compliance with the relevant procedures and requirements under Bermuda laws (where applicable) and the Listing Rules to effect the Capital Reorganisation; and
- (v) the obtaining of all necessary approvals from the relevant regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation, if required.

Reasons for the Capital Reorganisation

The Capital Reorganisation is proposed in order to provide the Company with more flexibility in possible future fund raisings. Further, the credit in the contributed surplus account arising from the Capital Reduction as set out above, will enable the Company to set off its accumulated losses and may be applied in the future for distribution to the Shareholders or in any manner permitted by the laws of Bermuda and the bye-laws of the Company. Accordingly, it is fair and reasonable for the Board to hold the view that the Capital Reorganisation to be in the interests of the Company and the Shareholders as a whole.

Listing and Dealings

Application will be made to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation.

The New Shares will be identical in all respects and rank *pari passu* in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Free exchange of share certificates

Subject to the Capital Reorganisation becoming effective, the Shareholders may, from Thursday, 14 March 2013 to Tuesday, 23 April 2013 (both dates inclusive), submit the Existing Share Certificates, the Cayman Consolidated Share Certificates or the Bermuda Consolidated Share Certificates, which is ivory, yellow and green in color respectively, to the Registrar, Tricor Tengis Limited at 26/F Tesbury Centre 28 Queen's Road East, Wan Chai, Hong Kong in exchange for the new share certificates for the New Shares, at the expense of the Company, which will be red in color. It is expected that the new share certificates for the New Shares will be available to the Shareholders for collection within 10 business days from the date of submission for the exchange. Thereafter, the share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 or such higher amount as may from time to time be allowed by the Stock Exchange for each share certificate for the Shares cancelled or each new share certificate to be issued for the New Shares, whichever number of certificates cancelled/issued is higher, payable by the Shareholders to the Registrar.

Nevertheless, the Existing Share Certificates, the Cayman Consolidated Share Certificates and the Bermuda Consolidated Share Certificates will continue to be good evidence of legal title but will cease to be valid for dealings, trading and settlement purpose after the Capital Reorganisation have become effective and may be exchanged for new share certificates for the New Shares at any time in accordance with the foregoing.

ADJUSTMENT IN RELATION TO THE OUTSTANDING CONVERTIBLE SECURITIES

As at the date of this announcement, the Company has no derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into the Shares.

EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the proposed Share Consolidation, the change in board lot size, the Change of Domicile and the Capital Reorganisation:

Despatch of the Circular and proxy forms in relation to the EGM to the Shareholders	Friday, 21 December 2012
Publication of the notice of EGM	Friday, 21 December 2012
Latest time for lodging the form of proxy for the EGM	4:00 p.m., Wednesday, 16 January 2013
EGM	4:00 p.m., Friday, 18 January 2013
Publication of EGM results announcement	Friday, 18 January 2013

The following event is conditional on the fulfillment of the conditions for the implementation of the proposed Share Consolidation, the change in board lot size, the Change in Domicile and the Capital Reorganisation, the dates are therefore tentative:

Effective date of the Share Consolidation	Monday, 21 January 2013
Commencement of dealings in Consolidated Shares	9:00 a.m., Monday, 21 January 2013

Original counter for trading in Shares in board lots of
10,000 Shares (in the form of
Existing Share Certificates) closes 9:00 a.m.,
Monday, 21 January 2013

Temporary counter for trading in Consolidated Shares
in board lots of 500 Consolidated Shares
(in the form of Existing Share Certificates) opens 9:00 a.m.,
Monday, 21 January 2013

First day for free exchange of Existing Share Certificates for
the Cayman Consolidated Share Certificates Monday, 21 January 2013

First day of operation of odd lot trading facility 9:00 a.m.,
Monday, 4 February 2013

Original counter for trading in Consolidated Shares in board
lots of 5,000 Consolidated Shares (in the form of
the Cayman Consolidated Share Certificates) reopens 9:00 a.m.,
Monday, 4 February 2013

Parallel trading in Consolidated Shares (in the form of
the Cayman Consolidated Share Certificates and
Existing Share Certificates) commences 9:00 a.m.,
Monday, 4 February 2013

Effective date of the Change of Domicile Wednesday, 20 February 2013

First day for free exchange of share certificates
for Bermuda Consolidated Share Certificates Wednesday, 20 February 2013

Temporary counter for trading in Consolidated Shares
in board lots of 500 Consolidated Shares
(in the form of Existing Share Certificates) closes 4:00 p.m.,
Wednesday, 27 February 2013

Parallel trading in Consolidated Shares (in the form of
the Cayman Consolidated Share Certificates
and Existing Share Certificates) ends 4:00 p.m.,
Wednesday, 27 February 2013

Last day of operation of odd lot trading facility 4:00 p.m.,
Wednesday, 27 February 2013

Last day for free exchange of Existing Share Certificates
for the Cayman Consolidated Share Certificates Monday, 4 March 2013

Effective date of the Capital Reorganisation Thursday, 14 March 2013

Commencement of dealings in New Shares 9:00 a.m.,
Thursday, 14 March 2013

First day for free exchange of share certificates for
new share certificates for New Shares Thursday, 14 March 2013

Last day for free exchange of share certificates for
Bermuda Consolidated Share Certificates Wednesday, 27 March 2013

Last day for free exchange of share certificates for
new share certificates for New Shares Tuesday, 23 April 2013

All times and dates in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in expected timetable above depends on the results of the EGM and are therefore for indicative purpose only. An announcement will be made regarding any changes to the expected timetable as and when appropriate.

GENERAL

The EGM will be convened and held for the Shareholders to consider and if though fit, approve, among other things, the proposed Share Consolidation, the change in board lot size, the amendments to the Articles of Association, the Change of Domicile and the Capital Reorganisation.

The Circular setting out, among other things, (i) further details on the proposed Share Consolidation, the change in board lot size, the amendments to the Articles of Association, the Change of Domicile and the Capital Reorganisation; and (ii) a notice of the EGM, will be despatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Bermuda Consolidated Share Certificates”	the share certificates for the Consolidated Shares issued by Bermuda registered Company upon the Change of Domicile becoming effective
“Board”	the board of Directors
“Capital Reduction”	the proposed reduction of the share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$0.19 on each of the issued Consolidated Shares so that the par value of each issued Consolidated Share will be reduced from HK\$0.20 to HK\$0.01
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company involving the Capital Reduction and the Share Subdivision
“Cayman Consolidated Share Certificates”	the share certificates for the Consolidated Shares issued by the Cayman Islands registered Company upon the Share Consolidation becoming effective
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change of Domicile”	the proposed change the domicile of the Company from Cayman Islands to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda

“Circular”	the circular to be despatched to the Shareholders setting out, among other things, (i) further details on the proposed Share Consolidation, the change in board lot size, the Change of Domicile, the amendments to the Articles of Association and the Capital Reorganisation and (ii) a notice of the EGM
“Company”	United Gene High-Tech Group Limited 聯合基因科技集團有限公司, a company incorporated in Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.20 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened to consider and, if thought fit, pass the relevant resolutions to approve, among other things, (i) the proposed Share Consolidation; (ii) the proposed change in board lot size; (iii) the proposed amendments to the Articles of Association; (iv) the Change of Domicile and (v) the proposed Capital Reorganisation
“Existing Shares Certificates”	the existing share certificates for the Shares
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company upon the Capital Reorganisation becoming effective

“Registrar”	the principal share registrar and transfer agent of the Company in Hong Kong, Tricor Tengis Limited at 26/F Tesbury Centre 28 Queen’s Road East, Wan Chai, Hong Kong
“Share Consolidation”	the proposed consolidation of every 20 issued and unissued Shares of HK\$0.01 each in the share capital of the Company into one Consolidated Share of HK\$0.20 each
“Share Subdivision”	the proposed sub-division of each authorized but unissued Consolidation Share into 20 New Shares with a par value of HK\$0.01 each
“Shareholders”	the holder(s) of the Shares, Consolidated Shares or New Shares (as the case may be)
“Shares”	the issued shares of HK\$0.01 each in the existing share capital of the Company and to the extent applicable, shall include the Consolidated Shares(s) upon the Share Consolidation becoming effective and the New Shares upon the Capital Reorganisation becoming effective
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board
United Gene High-Tech Group Limited
Lee Nga Yan
Executive Director

Hong Kong, 13 December 2012

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).