

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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** an extraordinary general meeting (the “**EGM**”) of United Gene High-Tech Group Limited (the “**Company**”) will be held at 4:00 p.m. on Friday, 18 January 2013 at Room Nos. 1405–1406, Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions:

#### **ORDINARY RESOLUTION**

1. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Consolidated Shares (as defined below), every twenty (20) issued and unissued shares of HK\$0.01 each in the existing share capital of the Company be consolidated into one (1) share of HK\$0.20 each (the “**Consolidated Shares**”) (the “**Share Consolidation**”) and the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts, deeds and things and sign and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Share Consolidation.”

## SPECIAL RESOLUTIONS

2. **“THAT** the articles of association of the Company be and are hereby amended by the addition of the following new Article 168:

### **“TRANSFER BY WAY OF CONTINUATION**

168. The Company may, by special resolution, resolve to de-register the Company from the Cayman Islands and to transfer and continue the Company as a body corporate to, and under the laws of, a country or jurisdiction outside the Cayman Islands which permits or does not prohibit the transfer of the Company pursuant to the Companies Law.””

3. **“THAT**

- (a) subject to the passing of special resolution numbered 2 above and obtaining all necessary governmental and regulatory consents and approval and conditional upon the Share Consolidation becoming effective, the change of the domicile of the Company (the **“Change of Domicile”**) from the Cayman Islands to Bermuda by way of de-registration as a company under the laws of the Cayman Islands and continuation of the Company as an exempted company under the laws of Bermuda be and is hereby approved;
- (b) the memorandum of continuance, a copy of which has been produced to the meeting marked “A” and initialed by the chairperson of the meeting for the purpose of identification, be and is hereby adopted in substitution for the memorandum of association of the Company, effective from the date that the memorandum of continuance is approved and registered by the Registrar of Companies in Bermuda;
- (c) conditional upon the continuance of the Company into Bermuda as an exempted company under the laws of Bermuda, the bye-laws of the Company, a copy of which has been produced to the meeting marked “B” and initialed by the chairperson of the meeting for the purpose of identification, be and is hereby adopted in substitution for the articles of association of the Company, effective from the date that the memorandum of continuance is approved and registered by the Registrar of Companies in Bermuda;
- (d) the Directors be and are hereby authorised to undertake all such acts, deeds and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Change of Domicile.”

4. “**THAT** subject to the passing of special resolution numbered 3 above and conditional upon the Share Consolidation and the Change of Domicile becoming effective and the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below), with effect from the 22nd day (if it is not a business day, the immediately following business day) after the effective date of the Change of Domicile:
- (a) the paid-up capital of each issued Consolidated Share be and is hereby reduced from HK\$0.20 to HK\$0.01 by cancelling HK\$0.19 on each of the issued Consolidated Shares such that the par value of each issued Consolidated Share be reduced from HK\$0.20 to HK\$0.01 so as to form a new share with par value of HK\$0.01 (the “**New Share**”) (the “**Capital Reduction**”);
  - (b) each of the then authorised but unissued Consolidated Share of HK\$0.20 each be and is hereby sub-divided into twenty (20) New Shares of HK\$0.01 each (the “**Share Subdivision**”, together with the Capital Reduction, the “**Capital Reorganisation**”);
  - (c) the credit arising from the Capital Reduction be and is hereby transferred to the contributed surplus account of the Company and the Directors be and are hereby authorized to apply the entire amount standing to the credit of the contributed surplus account of the Company in such manner as they consider appropriate and in accordance with bye-laws of the Company and all applicable laws, including but not limited to setting off against the accumulated losses of the Company from time to time (the “**Authorisation**”);
  - (d) the Directors be and are hereby authorized to do all such acts, deeds and things and execute all such documents, including under seal where applicable, as they considers necessary or expedient to give effect to the Capital Reorganisation and the Authorisation.”

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

Hong Kong, 24 December 2012

*Registered Office:*

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

*Principal Place of Business  
in Hong Kong:*

Room Nos. 1405-1406  
Harbour Centre  
No. 25 Harbour Road  
Wanchai, Hong Kong

*Notes:*

- (1) A member of the Company entitled to attend and vote at the EGM 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 principal share registrar and transfer agent of the Company, 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 EGM 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 EGM 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 EGM 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).*