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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)**

### **CHANGE OF DOMICILE BECAME EFFECTIVE AND UPDATE ON CAPITAL REORGANISATION**

#### **CHANGE OF DOMICILE BECAME EFFECTIVE**

The Board is pleased to announce that the Change of Domicile became effective on 1 March 2013, and the registered office of the Company has been changed to Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

Codan Services Limited has been appointed as the principal share registrar and share transfer agent of the Company in Bermuda and Tricor Tengis Limited has become the branch share registrar and transfer office of the Company in Hong Kong.

#### **UPDATE ON CAPITAL REORGANISATION**

The implementation of the Capital Reorganisation is still subject to fulfillment of certain conditions. The revised timetable for the Capital Reorganisation as set out in the announcement of the Company dated 19 February 2013 is extracted in this announcement for easy reference.

Reference is made to the announcements (the “**Announcements**”) of United Gene High-Tech Group Limited (the “**Company**”) dated 13 December 2012, 21 December 2012 and 19 February 2013, the circular (the “**Circular**”) of the Company dated 24 December 2012 and the poll results announcement of the EGM dated 18 January 2013 in relation to, among others, the Share Consolidation, the change in board lot size, the amendments to the Articles of Association, the Change of Domicile and the Capital Reorganisation. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Announcements and the Circular.

## **CHANGE OF DOMICILE BECAME EFFECTIVE**

The Board is pleased to announce that the Company has been deregistered in the Cayman Islands and continued in Bermuda as an exempted company under the laws of Bermuda. The Change of Domicile became effective on 1 March 2013.

Upon the Change of Domicile becoming effective, the registered office of the Company has been changed to Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

Codan Services Limited of Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda has been appointed as the principal share registrar and share transfer agent of the Company in Bermuda and Tricor Tengis Limited of 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong has become the branch share registrar and transfer office of the Company in Hong Kong.

## **UPDATE ON CAPITAL REORGANISATION**

As stated in the Circular, the implementation of the Capital Reorganisation is subject to fulfillment of certain conditions, some of which still have not been fulfilled as at the date of this announcement. The revised timetable for the Capital Reorganisation as set out in the announcement of the Company dated 19 February 2013 is extracted below:

**Effective date of the Capital Reorganisation . . . . . Monday, 25 March 2013**

Commencement of dealings in New Shares . . . . . 9:00 a.m., Monday, 25 March 2013

First day for free exchange of share certificates  
for new share certificates for New Shares . . . . . Monday, 25 March 2013

Last day for free exchange of share certificates  
for Bermuda Consolidated Share Certificates . . . . . Wednesday, 10 April 2013

Last day for free exchange of share certificates  
for new share certificates for New Shares . . . . . Friday, 3 May 2013

*All times and dates in this announcement refer to Hong Kong local times and dates. The above revised timetable is for indicative purpose only and may be varied due to additional time required for compliance with regulatory requirement in Bermuda. An announcement will be made regarding any changes to the revised timetable as and when appropriate.*

## **FREE EXCHANGE OF SHARE CERTIFICATES**

### **(1) Change of Domicile**

Subject to the Change of Domicile becoming effective, the Shareholders may, from Friday, 1 March 2013 to Wednesday, 10 April 2013 (both dates inclusive) (the “**Revised 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 Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, 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 exchange. Thereafter, the Existing Share Certificates and 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 or 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 Tricor Tengis Limited.

Upon the Capital Reorganisation becoming effective, the free exchange period for new share certificates for the New Shares will commence from Monday, 25 March 2013 to Friday, 3 May 2013 (both dates inclusive). As a result, the said free exchange period will overlap with the Revised Change of Domicile Free Exchange Period, as from Monday, 25 March 2013 to Wednesday, 10 April 2013 (both dates inclusive) (the “**Revised Overlap Period 2**”). During the Revised 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 Tricor Tengis Limited. Nevertheless, the Revised Change of Domicile Free Exchange Period will remain opened until Wednesday, 10 April 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 has become effective and may be exchanged for the Bermuda Consolidated Share Certificates at any time in accordance with the foregoing.

## **(2) Capital Reorganisation**

Subject to the Capital Reorganisation becoming effective, the Shareholders may, from Monday, 25 March 2013 to Friday, 3 May 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 Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, 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 Tricor Tengis Limited.

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 has become effective and may be exchanged for new share certificates for the New Shares at any time in accordance with the foregoing.

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

Hong Kong, 5 March 2013

*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).*