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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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an special general meeting (the “**Meeting**”) of United Gene High-Tech Group Limited (the “**Company**”) will be convened and held at Room Nos. 1405-1406, Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong on Friday, 18 October 2013 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 S&P Agreement dated 27 April 2013 (as amended and supplemented by a supplemental agreement dated 7 May 2013 and a second supplemental agreement dated 30 August 2013) as defined and described in the circular of the Company dated 27 September 2013 (the “**Circular**”) of which this resolution forms part (a copy of each of the S&P Agreement and the said supplemental agreements having been produced at the meeting and marked “**A**” and “**B**” respectively and each initialed by the chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, ratified and/or confirmed;
- (ii) subject to the completion of the relevant stages of the S&P Agreement, the creation and issue by the Company of the Convertible Bonds (as defined in the Circular) to the Vendors (as defined in the Circular) in accordance with the terms and conditions of the S&P Agreement and the terms and conditions of the Convertible Bonds attached to the S&P Agreement and all transactions thereunder be and are hereby approved, ratified and confirmed;

- (iii) subject to the completion of the relevant stages of the S&P Agreement and the Listing Committee of The Stock Exchange of Hong Kong Limited having granted the listing of, and permission to deal in, the Conversion Shares (as defined in the Circular) the issue and allotment of up to 1,860,000,000 Conversion Shares (as defined in the Circular) at the initial conversion price of HK\$0.40 each (subject to adjustments) which may fall to be issued upon the exercise of the conversion rights attaching to the said Convertible Bonds be and are hereby approved, ratified and confirmed;
- (iv) subject to the completion of the relevant stages of the S&P Agreement, the exercise of the conversion rights attaching to the Sale CBs (as defined in the Circular) be and is hereby approved, ratified and confirmed;
- (v) the directors of the Company (the “**Directors**”) (or a duly authorised committee thereof) be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents or agreements and to take all such steps which, in the opinion of the Directors (or a duly authorised committee thereof), may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the S&P Agreement and the exercise of the conversion rights attaching to the Sale CBs, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors (or a duly authorised committee thereof), in the interests of the Company.”

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

Hong Kong, 27 September 2013

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*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 Meeting is entitled to appoint one or (if holding two or more shares of the Company (the “**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 branch share registrar and transfer agent of the Company in Hong Kong, 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 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 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 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).*