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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in United Gene High-Tech Group Limited (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSALS FOR GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND APPOINTMENT OF A DIRECTOR, INCREASE OF AUTHORISED SHARE CAPITAL, ADOPTION OF SHARE OPTION SCHEME, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF ANNUAL GENERAL MEETING

A letter from the board of directors of the Company (the “Directors”) is set out on pages 4 to 10 of this circular. A notice convening the annual general meeting (the “Annual General Meeting”) of the Company to be held at Room Nos. 1405-1406, Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong on 6 November 2009 (Friday) at 4:00 p.m. is enclosed with this circular.

A form of proxy for the Annual General Meeting is also enclosed with this circular. Whether or not you desire to attend the Annual General Meeting in person, please complete, sign and return the form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrars in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting thereof (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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DEFINITION

In this circular, unless the context otherwise requires, the expressions below shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held on Friday, 6 November 2009 at 4:00 p.m. at Room Nos. 1405-1406, Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	United Gene High-Tech Group Limited (聯合基因科技集團有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Eligible Employees”	any employee (whether full time or part time, and including any executive director) of the Company, any of its subsidiaries or any Invested Entity
“Eligible Participants”	(a) any Eligible Employee; (b) any non-executive director (including any independent non-executive director) of the Company, any of its subsidiaries or any Invested Entity; (c) any shareholder of the Company, any of its subsidiaries or any Invested Entity or any holder of any securities issued by the Company, any of its subsidiaries or any Invested Entity who has, in the opinion of the Board, made contribution to the business growth of the Company, any of its subsidiaries or any Invested Entity;

DEFINITION

- (d) any person or entity that provides research, development or other technological support to the Company, any of its subsidiaries or any Invested Entity;
- (e) any customer of the Company, any of its subsidiaries or any Invested Entity;
- (f) any supplier of goods and/or services to the Company, any of its subsidiaries or any Invested Entity;
- (g) any business collaborator, business consultant, joint venture or business partner, technical, financial, legal and other professional advisers engaged by the Company, any of its subsidiaries or any Invested Entity; or
- (h) any associate of the directors or the substantial shareholders of the Company, any of its subsidiaries or any Invested Entity who has, in the opinion of the Board, made contribution to the business growth of the Company, any of its subsidiaries or any Invested Entity

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Invested Entity”	any entity (whether incorporated or unincorporated) in which the Company or any of its subsidiaries holds an equity interest
“Latest Practicable Date”	25 September 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITION

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares listed on the Stock Exchange, details of which are set out in the section headed “Share Issue Mandate and Repurchase Mandate” of the Letter from the Board of, and Appendix I to, this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to empower the Directors to allot, issue and deal with new Shares, details of which are set out in the section headed “Share Issue Mandate and Repurchase Mandate” of the Letter from the Board of this circular
“Share Option Scheme”	the share option scheme of the Company proposed to be adopted at the Annual General Meeting, the principal terms of which are set out in Appendix II to this circular
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	registered holder(s) of the Shares for the time being
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



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)

Executive Directors:

Mr. Qin Yilong (*Chairman*)

Mr. Shen Xiaodong

Mr. Jiang Jian

Independent Non-executive Directors:

Dr. Leung Wai Cheung

Dr. Zhang Huiming

Dr. Zhu Lijun

Registered Office:

Cricket Square

Hutchins Drive

P. O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Place of Business:

Room Nos. 1405-1406,

Harbour Centre,

No. 25 Harbour Road,

Wanchai, Hong Kong

30 September 2009

Dear Shareholder(s),

**PROPOSALS FOR GENERAL MANDATES TO
ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS AND
APPOINTMENT OF A DIRECTOR,
INCREASE OF AUTHORISED SHARE CAPITAL,
ADOPTION OF SHARE OPTION SCHEME,
AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you information regarding the following resolutions to be proposed at the Annual General Meeting to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions.

LETTER FROM THE BOARD

The resolutions to be proposed at the Annual General Meeting include, inter alia, (i) the granting of the Share Issue Mandate to the Directors, (ii) the granting of the Repurchase Mandate to the Directors, (iii) the re-election of retiring Directors and the appointment of a Director, (iv) the increase of the authorised share capital of the Company, (v) the adoption of the Share Option Scheme and (vi) the amendments to the Articles of Association.

2. SHARE ISSUE MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 18 December 2008, an ordinary resolution was passed giving a general mandate to the Directors to exercise the powers of the Company to issue, allot, and deal with additional Shares. This general mandate will expire at the conclusion of the Annual General Meeting.

At the Annual General Meeting, an ordinary resolution relating to the Share Issue Mandate will be proposed to empower the Directors to allot, issue and deal with new Shares of not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution. The resolution once passed will empower the Directors to exercise this authority during the period up to:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws or the Articles of Association to be held; or
- (iii) the date of revocation or variation of the said resolution by passing an ordinary resolution in general meeting prior to the next annual general meeting,

whichever is the earliest.

As at the Latest Practicable Date, there were in issue an aggregate of 6,082,254,031 Shares. Assuming that no further Shares will be issued prior to the Annual General Meeting, and if the Share Issue Mandate is exercised in full, the maximum number of Shares which may be allotted and issued by the Company will not be more than 1,216,450,806.

LETTER FROM THE BOARD

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general mandate to repurchase the Shares on the Stock Exchange representing up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution during the periods described above, whichever is the earliest.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the relevant resolution.

Subject to the proposed ordinary resolutions regarding the Share Issue Mandate and the Repurchase Mandate being passed, a separate resolution will be proposed to grant a general mandate to the Directors to include the aggregate nominal amount of Shares which may from time to time be purchased by the Company pursuant to the Repurchase Mandate to the Share Issue Mandate.

3. RE-ELECTION OF RETIRING DIRECTORS AND PROPOSED APPOINTMENT OF A DIRECTOR

In accordance with Article 86(3) of the Articles of Association, Mr. Qin Yilong, an executive Director, and Dr. Zhang Huiming and Dr. Zhu Lijun, both being the independent non-executive Director, who were appointed subsequent to the last annual general meeting of the Company held on 18 December 2008, shall hold office only until the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

An ordinary resolution in relation to the re-election of each of Mr. Qin Yilong, Dr. Zhang Huiming and Dr. Zhu Lijun will be proposed at the Annual General Meeting.

In accordance with Article 87(1) of the Articles of Association, Dr. Leung Wai Cheung shall retire by rotation at the Annual General Meeting. Dr. Leung Wai Cheung, being eligible, will not offer himself for re-election and will retire at the Annual General Meeting.

Apart from the ordinary resolutions to re-elect Mr. Qin Yilong, Dr. Zhang Huiming and Dr. Zhu Lijun as Directors, there will be another ordinary resolution to be proposed at the Annual General Meeting to appoint and elect Ms. Chen Weijun as an independent non-executive Director.

Brief biographical details of Mr. Qin Yilong, Dr. Zhang Huiming, Dr. Zhu Lijun and Ms. Chen Weijun are set out in Appendix III to this circular.

LETTER FROM THE BOARD

4. INCREASE OF AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$100,000,000 comprising 10,000,000,000 Shares of HK\$0.01 each, out of which 6,082,254,031 Shares have been issued and are fully paid or credited as fully paid. In order to accommodate future expansion and growth of the Group, the Board proposes to increase its authorised share capital which involves increase in the authorised share capital to HK\$500,000,000 comprising 50,000,000,000 Shares of HK\$0.01 each by the creation of an additional 40,000,000,000 Shares of HK\$0.01 each.

Immediately after the completion of the increase in the authorised share capital and assuming no new Shares will be issued prior to the Annual General Meeting, the authorised share capital of the Company will comprise authorised ordinary share capital of HK\$500,000,000 divided into 50,000,000,000 Shares of HK\$0.01 each, with 6,082,254,031 issued Shares and 43,917,745,969 unissued Shares. The increase in the authorised share capital is conditional upon the passing of an ordinary resolution by the Shareholders at the Annual General Meeting, and no Shareholder is required to abstain from voting on such resolution.

5. ADOPTION OF SHARE OPTION SCHEME

The Board proposes to recommend the Shareholders to approve the Share Option Scheme so that options to subscribe for the Shares may be granted to the Eligible Persons pursuant to the terms thereof. The purpose of the Share Option Scheme is to enable the Company to grant options to selected Eligible Persons to recognize and motivate the contribution of the Eligible Persons to the Group.

The Share Option Scheme does not specify a minimum period for which an option must be held nor a performance target which must be achieved before an option can be exercised. However, the rules of the Share Option Scheme provide that the Board may impose, at its sole discretion, conditions on the grant of an option. The basis for the determination of the subscription price is specified in the rules of the Share Option Scheme.

Based on 6,082,254,031 Shares in issue as at the Latest Practicable Date and assuming that there will be no change in the issued share capital of the Company before the Annual General Meeting, the maximum number of Shares to be issued upon the exercise of options that may be granted under the Share Option Scheme is 608,225,403 Shares, being 10% of the issued share capital of the Company as at the Latest Practicable Date pursuant to Rule 17.03 of the Listing Rules.

LETTER FROM THE BOARD

As at the Latest Practicable Date, no option has been granted under the Share Option Scheme and the Company does not have a share option scheme in place. The Company considers that it would not be appropriate to disclose in this circular the value of options that may be granted under the proposed Share Option Scheme as if they had been granted on the Latest Practicable Date, as a number of variables which are crucial for the calculation of the option value are yet to be determined. Such variables include but not limited to the exercise price, exercise period, lock-up period (if any). The Directors believe that any calculation of the value of the options as at the Latest Practicable Date based on a number of speculative assumptions would be misleading to the Shareholders. In the event that options are granted during a financial year, the Company will disclose the value of such options granted during the financial year in its annual report and interim report.

The Share Option Scheme is conditional upon:

- (a) the passing of an ordinary resolution to approve the Share Option Scheme by the Shareholders at the Annual General Meeting and to authorise the Board to grant the options thereunder and to allot, issue and deal with the Shares which fall to be issued by the Company pursuant to the exercise of the options under the Share Option Scheme; and
- (b) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, such number of Shares to be issued by the Company pursuant to the exercise of the options which may be granted under the Share Option Scheme.

None of the Directors is a trustee of the Share Option Scheme or has any direct or indirect interest in such trustee, if any.

Application has been made to the Listing Committee of the Stock Exchange for approval of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of any option that may be granted under the Share Option Scheme.

The rules of the Share Option Scheme will be available for inspection at Room Nos. 1405-1406, Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong from 22 October 2009 to 6 November 2009 and at the Annual General Meeting.

LETTER FROM THE BOARD

6. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In light of the recent amendments to the Listing Rules which came into effect on 1 January 2009 and in order to bring the Articles of Association up to date, the Directors propose to amend the Articles of Association to give effect of the following:

- (a) notice to the Shareholders shall be sent in the case of annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days in the case of all other general meetings; and
- (b) all resolutions at general meetings of the Company shall be decided by poll.

The Board is of the opinion that the proposed amendments to the Articles of Association are in the best interest of the Company and the Shareholders as a whole.

7. ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting to be held at Room Nos. 1405-1406, Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong on 6 November 2009 at 4:00 p.m. is set out on pages N-1 to N-13 of this circular.

A form of proxy for the Annual General Meeting is also enclosed with this circular. Whether or not you desire to attend the Annual General Meeting, you are requested to complete and return the form of proxy to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). The completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting thereof (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the Annual General Meeting must be taken by poll. An announcement on the poll results will be published by the Company on the date of the Annual General Meeting in the manner as prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

8. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

9. RECOMMENDATION

The Directors believe that (i) the granting of the Share Issue Mandate to the Directors, (ii) the granting of the Repurchase Mandate to the Directors, (iii) the re-election of retiring Directors and the appointment of a Director, (iv) the increase of the authorised share capital of the Company, (v) the adoption of the Share Option Scheme and (vi) the amendments to the Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the ordinary and special resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

By order of the Board

United Gene High-Tech Group Limited

Qin Yilong

Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which are set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the entire issued share capital of the Company comprised 6,082,254,031 Shares.

Exercise in full of the Repurchase Mandate, on the basis that no further Shares will be issued prior to the date of the Annual General Meeting, could accordingly result in up to 608,225,403 Shares, representing 10% of the entire issued share capital of the Company as at the Latest Practicable Date, being repurchased by the Company.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from Shareholders to enable the Directors to purchase the Shares in the market. Such purchases may, depending on market conditions and funding arrangements at the material time, lead to an enhancement of the net value of the Share and/or its earnings per Share and will only be made when the Directors believe that such a purchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cashflow or working capital facilities which will be funds legally available in accordance with the provisions of the Articles of Association and the laws of the Cayman Islands for the purpose. It is envisaged that the funds required for any repurchase would be derived from those funds of the Company, legally permitted to be utilised in this connection, including capital paid up on the Shares to be repurchased, profits otherwise available for distribution and sums standing to either the share premium account or contributed surplus account of the Company.

On the basis of the consolidated financial position of the Company as at 30 June 2009 (being the date to which the latest published audited financial statements of the Company have been made up), the Directors consider that the exercise in

full of the Repurchase Mandate would not have a material adverse impact on the working capital or gearing level of the Company. No repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing level of the Company (as compared with the position disclosed in the latest published audited financial statements) unless the Directors consider that such purchases were in the best interests of the Company notwithstanding such material adverse impact.

4. SHARE PRICES

The highest and lowest market prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months from September 2008 to September 2009 (up to the Latest Practicable Date) were as follows:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
2008		
September	0.208	0.096
October	0.485	0.208
November	0.390	0.310
December	0.455	0.325
2009		
January	0.420	0.305
February	0.375	0.320
March	0.355	0.290
April	0.335	0.245
May	0.340	0.260
June	0.445	0.280
July	0.435	0.290
August	0.420	0.360
September (up to the Latest Practicable Date)	0.435	0.360

Source: <http://www.hkex.com.hk>

5. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the last six months.

6. GENERAL INFORMATION

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their associates has any intention, if the Repurchase Mandate is approved and exercised, to sell any Shares to the Company or its subsidiaries.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

If as a result of a share repurchase a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code) depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code as a result of such increase.

As at the Latest Practicable Date, Dr. Mao Yumin was interested in approximately 60.07% of the issued share capital of the Company. Based on such shareholdings, in the event that the Directors exercise in full the power to repurchase securities pursuant to the Repurchase Mandate and there is no change in the issued share capital of the Company after the Latest Practicable Date, the shareholdings of Dr. Mao Yumin would increase to approximately 66.75% of the issued share capital of the Company. The Directors are not aware of any Shareholder or group of Shareholders acting in concert who will become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code as a result of repurchase of securities. The Directors also consider that such increase would not reduce the total number of issued Shares held by the public to less than 25% of the issued share capital of the Company as required under Rule 8.08 of the Listing Rules (or the relevant prescribed minimum percentage required by the Stock Exchange).

No other connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares the Company, or have undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

APPENDIX II PRINCIPAL TERMS OF SHARE OPTION SCHEME

The following is a summary of the principal terms of the Share Option Scheme to be adopted at the Annual General Meeting. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 17 of the Listing Rules.

For the purpose of this Appendix only, unless the context otherwise requires, the following words shall have the following meanings:

“Adoption Date”	6 November 2009, the date on which the Scheme comes into effect in accordance with an ordinary resolution of the shareholders of the Company dated 6 November 2009;
“Allotment Date”	the date on which Shares are issued and allotted to a Grantee pursuant to the exercise of the Option granted to such Grantee;
“Any Other Scheme”	any scheme (other than the Scheme) adopted by the Company which provides for the acquisition of Shares by or on behalf of Eligible Person(s);
“associate”	has the meaning ascribed to it under the Listing Rules;
“Auditors”	the auditors for the time being of the Company;
“Board”	the board of directors of the Company from time to time or a duly authorised committee thereof;
“Business Day”	a day (except Saturday) on which the Stock Exchange is open for the business of dealing in securities;
“Companies Law”	the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	United Gene High-Tech Group Limited (聯合基因科技集團有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability;
“Eligible Employee”	any employee (whether full time or part time, and including executive director) of the Company, any Subsidiary or any Invested Entity;

“Eligible Person”	any person who belongs to any of the classes of participants as set out in paragraph 2 and “Eligible Persons” shall be construed accordingly;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“Grantee”	any Eligible Person who accepts the Offer in accordance with the terms of the Scheme or (where the context so permits and as referred to in paragraph 11) his/her Personal Representative(s) and “Grantees” shall be construed accordingly;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Invested Entity”	any entity (whether incorporated or unincorporated) in which the Company or any Subsidiary holds an equity interest;
“Listing Committee”	the listing sub-committee of the directors of the Stock Exchange elected or appointed in accordance with the articles of association of the Stock Exchange and any committee or sub-committee thereof of the Stock Exchange with responsibility for the Main Board;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM and which continues to be operated by the Stock Exchange in parallel with GEM and which, for the avoidance of doubt, excludes GEM;
“Offer”	an offer for the grant of an Option made in accordance with paragraph 2;
“Offer Date”	the date on which an Offer is made to an Eligible Person;

APPENDIX II PRINCIPAL TERMS OF SHARE OPTION SCHEME

“Offer Letter”	a letter setting out the terms of the Offer given by the Company to an Eligible Person pursuant to paragraph 2;
“Option”	an option to subscribe for Shares granted pursuant to the Scheme and “Options” shall be construed accordingly;
“Option Period”	in respect of any particular Option, the period to be notified by the Board to each Grantee during which the Grantee may exercise such Option, which period may, unless otherwise specified by the Board in the Offer Letter, commence on a day after the relevant Offer Date but shall end in any event not later than ten (10) years from the relevant Offer Date but subject to the provisions for early termination thereof contained herein or in the Offer Letter;
“Personal Representative(s)”	person or persons who, in accordance with the laws of succession applicable in respect of the death of a Grantee, is or are entitled to exercise the Option granted to such Grantee (to the extent not already exercised);
“PRC”	the People’s Republic of China which, for the purposes of the Scheme, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Scheme”	this Share Option Scheme in its present form or as may be amended in accordance with paragraph 19;

“Shares”	ordinary shares of nominal amount of HK\$0.01 each in the capital of the Company, or, if there has been a sub-division, consolidation, re-classification, re-construction or reduction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company of such other nominal amount as shall result from any such sub-division, consolidation, re-classification, re-construction or reduction and “Share” means each and any one of such shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option;
“Subsidiary”	has the same meaning ascribed to such term in the Listing Rules and “Subsidiaries” shall be construed accordingly; and
“HK\$” and “cents”	Hong Kong dollars and cents respectively.

1. PURPOSE

The Scheme is set up for the purpose of recognising and motivating the contribution of the Eligible Persons to the Company and/or any Subsidiary and/or any Invested Entity.

2. WHO MAY JOIN

The Board shall, in accordance with the provisions of the Scheme, be entitled at its absolute discretion but shall not be bound at any time on any Business Day within a period of ten (10) years commencing on the Adoption Date to make an Offer to a person belonging to any of the following classes of participants to subscribe (and no person other than the Eligible Person named in the Offer Letter, including his/her Personal Representative(s), may subscribe) for such number of Shares (being a board lot for dealing in Shares on the Main Board or an integral multiple thereof) as the Board shall determine subject to such conditions as it may think fit (including, without limitation, paragraph 3) at the Subscription Price:

- (a) any Eligible Employee;

APPENDIX II PRINCIPAL TERMS OF SHARE OPTION SCHEME

- (b) any non-executive director (including any independent non-executive director) of the Company, any Subsidiary or any Invested Entity;
- (c) any shareholder of the Company, any Subsidiary or any Invested Entity or any holder of any securities issued by the Company, any Subsidiary or any Invested Entity who has, in the opinion of the Board, made contribution to the business growth of the Company, any Subsidiary or any Invested Entity;
- (d) any person or entity that provides research, development or other technological support to the Company, any Subsidiary or any Invested Entity;
- (e) any customer of the Company, any Subsidiary or any Invested Entity;
- (f) any supplier of goods and/or services to the Company, any Subsidiary or any Invested Entity;
- (g) any business collaborator, business consultant, joint venture or business partner, technical, financial, legal and other professional advisers engaged by the Company, any Subsidiary or any Invested Entity; or
- (h) any associate of the directors or the substantial shareholders of the Company, any Subsidiary or any Invested Entity who has, in the opinion of the Board, made contribution to the business growth of the Company, any Subsidiary or any Invested Entity

and, for the purposes of the Scheme, the Options may be granted to any company wholly owned by one or more Eligible Person(s).

The basis of eligibility of any of the Eligible Persons to an Offer shall be determined by the Board at its sole and absolute discretion from time to time.

An Offer shall be made to an Eligible Person by Offer Letter in such form as the Board may from time to time determine.

An Offer may be accepted by an Eligible Person concerned (and by no other person including his/her Personal Representative(s)) in respect of all Shares for which it is offered to such Eligible Person when the duplicate Offer Letter comprising acceptance of the Offer duly signed by such Eligible Person together with a remittance in favour of the Company in the sum of HK\$1.00 by way of consideration for the grant thereof is received by the Company within the time period specified in the Offer Letter. Such payment shall in no circumstances be refundable.

3. MAXIMUM NUMBER OF SHARES

The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and Any Other Scheme shall not, in aggregate, exceed thirty (30) per cent. of the total number of the issued Shares from time to time provided that:

- (a) the total number of Shares available for issue under Options which may be granted under the Scheme and Any Other Scheme must not, in aggregate, exceed ten (10) per cent. of the issued share capital of the Company as at the date of passing of the resolution by the shareholders of the Company approving the adoption of the Scheme unless approval of the shareholders of the Company has been obtained;
- (b) the Board may, after issuing a circular to its shareholders, seek approval by the shareholders of the Company in general meeting to refresh the ten (10) per cent. limit. However, the total number of Shares available for issue under options which may be granted under the Scheme and Any Other Scheme in these circumstances must not exceed ten (10) per cent. of the issued share capital of the Company as at the date of approval of the limit; and
- (c) the Board may, after issuing a circular to its shareholders, seek separate approval by the shareholders of the Company in general meeting to grant Options beyond the ten (10) per cent. limit provided that the Options in excess of the ten (10) per cent. limit are granted only to participants specified by the Board before such approval is sought.

4. MAXIMUM NUMBER OF OPTIONS TO ANY ONE INDIVIDUAL

No Option may be granted to any one Eligible Person in any 12-month period if the total number of Shares issued and to be issued upon exercise of the Options granted to such Eligible Person (including both exercised and outstanding Options) in any 12-month period exceeds one (1) per cent. of the share capital of the Company in issue on the last date of such 12-month period unless approval by the shareholders of the Company in a general meeting with such Eligible Person and his/her associates abstaining from voting has been obtained after the issue of a circular to its shareholders in accordance with the Listing Rules.

5. SUBSCRIPTION PRICE

The Subscription Price in respect of any Option shall, subject to any adjustments made, be a price determined by the Board and notified to each Grantee but may not be less than the highest of:

- (i) the nominal value of the Shares;
- (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five (5) Business Days immediately preceding the Offer Date; or
- (iii) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date, which must be a Business Day.

Provided that in the event of fractional prices, the Subscription Price per Share shall be rounded upwards to the nearest whole cent.

6. GRANT OF OPTIONS TO CONNECTED PERSONS

Each grant of Option to a director, chief executive or substantial shareholder (each as defined in the Listing Rules) for the time being of the Company or his/her associate must be approved by all the independent non-executive directors for the time being of the Company (excluding any independent non-executive director who is the relevant grantee of the Options).

Where Options are proposed to be granted to a substantial shareholder or an independent non-executive director for the time being of the Company or any of their respective associates, and the proposed grant of Options would result in the Shares issued and to be issued upon exercise of all Options already granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date on which such proposal is made by the Board (the "Relevant Date") representing in aggregate over 0.1 per cent. of the total number of issued Shares for the time being and the aggregate value of which, based on the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the Relevant Date, is in excess of HK\$5,000,000.00, the proposed grant of Options shall be subject to the prior approval of the shareholders of the Company at a general meeting in which all connected persons for the time being of the Company (if any) shall abstain from voting in favour at such general meeting. The Company shall prepare and deliver to the shareholders of the Company a circular in accordance with the requirement under the Listing Rules.

7. RESTRICTIONS ON THE TIMES OF GRANT OF OPTIONS

No grant of Options shall be made by the Board after a price sensitive development has occurred or a price sensitive matter has been the subject of a decision, until such price sensitive information has been announced pursuant to the requirements of the Listing Rules. In particular, no Option may be granted during the period:

- (a) of (i) 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the annual results; and (ii) 30 days immediately preceding the publication date of the quarterly results (if any) or half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results; and
- (b) commencing one (1) month immediately preceding the earlier of:
 - (i) the date of the meeting of the Board (as such date is first notified to the Stock Exchange pursuant to Rule 13.43 of the Listing Rules) for the approval of the Company's results for any year, half-year or quarter-year period or any other interim period (if any) (whether or not required under the Listing Rules); and
 - (ii) the deadline for the Company to publish announcement of its results for any year or half-year period under Rule 13.49 of the Listing Rules or quarterly or any other interim period (if any) (whether or not required under the Listing Rules), and ending on the date of the results announcement.

8. RIGHTS ARE PERSONAL TO GRANTEE

An Option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any Option or attempt so to do. Any breach of the foregoing by a Grantee shall entitle the Company to cancel any Option granted to such Grantee (to the extent not already exercised).

9. EXERCISE OF OPTION

An Option shall be exercisable in whole (or in part) by the Grantee (or his/her Personal Representative(s)) in the circumstances by giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is so exercised (being a board lot for dealing in Shares on the Main Board or an integral multiple thereof). Each such notice must be accompanied by a remittance for the full amount of the Subscription Price for Shares in respect of which the notice is given. Within three (3) Business Days after receipt of the notice and, where appropriate, receipt of the Auditors' certificate pursuant to paragraph 18, the Company shall accordingly allot and issue the relevant number of Shares to the Grantee (or his/her Personal Representative(s)) fully paid and issue to the Grantee (or his/her Personal Representative(s)) a share certificate in respect of the Shares so allotted.

10. PERFORMANCE TARGET AND MINIMUM PERIOD

There is no general requirement for any performance target to be achieved before Options can be exercised under the Scheme or any minimum period for which an Option must be held before it can be exercised although the Board has the discretion to require a particular Grantee to achieve certain performance targets specified, or to specify such minimum period, at the time of grant before any Option granted under the Scheme can be exercised.

11. RIGHTS ON CEASING EMPLOYMENT OR DEATH

In the event of the Grantee ceasing to be an Eligible Person by reason of his/her death before exercising the Option in full, his/her Personal Representative(s) may, subject to the sole discretion of the Board to determine otherwise, exercise the Option (to the extent not already lapsed or exercised) in whole or in part within a period of twelve (12) months following the date of death or, if any of the events referred to in paragraphs 13, 14 or 15 occurs during such period, his/her Personal Representative(s) may exercise the Option within the period stipulated in paragraphs 13, 14 or 15 instead of the period referred to in this paragraph 11.

In the event of the Grantee, who is an Eligible Employee, ceasing to be an Eligible Employee by reason of his/her retirement from employment or the expiry of his/her employment contract or the termination of his/her employment on the grounds other than that specified in this paragraph 11 or 12 before exercising the Option in full, the Grantee may, subject to the sole discretion of the Board to determine otherwise,

exercise the Option (to the extent not already lapsed or exercised) in whole or in part within a period of twelve (12) months following the date of such cessation or, if any of the events referred to in paragraph 13, 14 or 15 occurs during such period, the Grantee may exercise the Option within the period stipulated in paragraph 13, 14 or 15 instead of the period referred to in this paragraph 11. The date of cessation as aforesaid shall be the last day on which the Grantee is actually at work with the Company or the relevant Subsidiary or the relevant Invested Entity whether salary is paid in lieu of notice or not.

12. RIGHTS ON DISMISSAL

In the event that the Grantee ceases to be an Eligible Employee by reason of his/her resignation or the termination of his/her employment on any one or more of the grounds that he/she has been guilty of misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangement or composition with his/her creditors generally, or has been convicted of any criminal offence involving his/her integrity or honesty, the Option shall lapse automatically and will not in any event be exercisable on or after the date on which the Directors have so determined. The date of cessation as aforesaid shall be the last day on which the Grantee is actually at work with the Company or the relevant Subsidiary or the relevant Invested Entity whether salary is paid in lieu of notice or not.

13. RIGHTS ON TAKEOVER

If a general (or partial) offer (whether by way of take over offer, share repurchase offer or scheme of arrangement or otherwise in like manner) is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) the Company shall use its best endeavours to procure that an appropriate offer is extended to all the Grantees (on comparable terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the Options granted to them, as shareholders of the Company). If such general (or partial) offer becomes or is declared unconditional, the Grantee shall be entitled to exercise the Option (to the extent not already lapsed or exercised) to its full extent or to the extent specified in the Grantee's notice to the Company at any time within thirty (30) days after the date on which such general (or partial) offer becomes or is declared unconditional.

14. RIGHTS ON A COMPROMISE OR ARRANGEMENT

If, pursuant to the Companies Law, a compromise or arrangement between the Company and its members or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to all Grantees (together with a notice of the existence of the provisions of this sub-paragraph) on the same date as it despatches to each member or creditor of the Company a notice summoning the meeting to consider such a compromise or arrangement, and thereupon each Grantee (or his/her Personal Representative(s)) shall be entitled to exercise all or any of his/her Options in whole (or in part) (to the extent not already lapsed or exercised) at any time no later than two (2) Business Days prior to the date of the meeting directed to be convened by the court for the purposes of considering such compromise or arrangement by notice in writing to Company, accompanied by a remittance for the full amount of the aggregate Subscription Price for the Shares in respect of which the notice is given whereupon the Company shall as soon as practicable and, in any event, no later than 3:00 p.m. on the Business Day immediately prior to the date of the proposed general meeting, allot and issue the relevant Shares to the Grantee credited as fully paid. With effect from the date of such meeting, the rights of all Grantees to exercise their respective Options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all Options shall, to the extent that they have not been exercised, lapse and determine. The Board shall endeavour to procure that the Shares issued as a result of the exercise of Options under this paragraph 14 shall for the purposes of such compromise or arrangement form part of the issued share capital of the Company on the effective date thereof and that such Shares shall in all respects be subject to such compromise or arrangement. If for any reason such compromise or arrangement is not approved by the court (whether upon the terms presented to the court or upon any other terms as may be approved by such court) the rights of Grantees to exercise their respective Options shall with effect from the date of the making of the order by the court be restored in full but only up to the extent not already exercised and shall thereupon become exercisable (but subject to the other terms of the Scheme) (provided that the Option Period shall accordingly be extended by the length of the period of the suspension) as if such compromise or arrangement had not been proposed by the Company and no claim shall lie against the Company or any of its officers for any loss or damage sustained by any Grantee as a result of the aforesaid suspension.

15. RIGHTS ON WINDING UP

In the event that a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall on the same date as it despatches such notice to each member of the Company give notice thereof to all Grantees and thereupon, each Grantee (or his/her Personal Representative(s)) shall be entitled to exercise all or any of his/her Options (to the extent not already lapsed or exercised) at any time no later than two (2) Business Days prior to the proposed general meeting of the Company by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate Subscription Price for the Shares in respect of which the notice is given whereupon the Company shall as soon as practicable and, in any event, no later than 3:00 p.m. on the Business Day immediately prior to the date of the proposed general meeting referred to above, allot and issue the relevant Shares to the Grantee credited as fully paid. With effect from the date of the proposed general meeting, the rights of all Grantees to exercise their respective Options shall forthwith be suspended.

16. LAPSE OF OPTION

The Option Period in respect of any Option shall terminate automatically and the Option shall automatically lapse on the earliest of:

- (a) the expiry of the Option Period;
- (b) the expiry of any of the periods referred to in paragraphs 11, 13 or 15;
- (c) subject to the compromise or arrangement as referred to in paragraph 14 becoming effective, the date on which such compromise or arrangement becomes effective;
- (d) (without prejudice to the rights of a Grantee under paragraph 15 the date of the commencement of the winding up of the Company; and
- (e) the date on which the Grantee, who is an Eligible Employee, ceases to be an Eligible Employee by reason of his/her resignation or the termination of his/her employment on any one or more of the grounds that he/she has been guilty of misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangement or composition with his/her creditors generally, or has been convicted of any criminal offence involving his/her integrity or honesty.

17. RANKING OF SHARES

The Shares to be allotted upon the exercise of an Option will not carry voting rights until the name of the Grantee has been entered into the register of members of the Company in accordance with the articles of association of the Company. Subject to the aforesaid, the Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the articles of association of the Company for the time being in force and will rank *pari passu* in all respects with the existing fully paid Shares in issue on the relevant Allotment Date and accordingly will entitle the holders thereof to participate in voting, transfer and other rights including those arising on liquidation of the Company, all dividends or other distributions paid or made on or after the Allotment Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the Allotment Date.

18. REORGANIZATION OF CAPITAL STRUCTURE

In the event of any alteration in the capital structure of the Company whilst any Option remains exercisable arising from capitalisation of profits or reserves, rights issue, consolidation, subdivision or reduction of the share capital of the Company, such corresponding adjustments (if any) shall be made (except an issue of securities of the Company as consideration in a transaction which shall not be regarded as circumstances requiring alteration or adjustment) in:

- (a) the number or nominal amount of Shares, the subject matter of the Option (insofar as it has not been lapsed or exercised); and/or
- (b) the Subscription Price,

provided that no such adjustments shall be made the effect of which would be to enable a Share to be issued at less than its nominal value or which would be to increase or reduce the proportion of the issued share capital of the Company for which any grantee would have been entitled to subscribe had he/she exercised all the options held by him/her immediately prior to such adjustments, and the Company shall (except in the case of an alteration in the capital structure of the Company by way of a capitalisation of profits or reserves) cause an independent financial adviser

of the Company or the Auditors to certify in writing either generally or as regards any particular Grantee to be in its/their opinion fair and reasonable, provided that:

- (i) any such adjustments shall be made on the basis that the aggregate Subscription Price payable by a Grantee on the full exercise of any Option shall remain as nearly as possible the same (but shall not be greater than) it was before such event;
- (ii) no such adjustments shall be made the effect of which would be to enable a Share to be issued at less than its nominal value;
- (iii) no such adjustments shall be made the effect of which would be to increase or reduce the proportion of the issued share capital of the Company for which any Grantee would have been entitled to subscribe had he exercised all the Options held by him/her immediately prior to such adjustments; and
- (iv) the issue of securities of the Company as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustments.

19. ALTERATIONS OF THE SCHEME

The Scheme may be altered in any respect by a resolution of the Board except that the provisions of the Scheme relating to matters contained in Rule 17.03 of the Listing Rules including the definitions of “Eligible Person”, “Grantee” and “Option Period” and the Scheme shall not be altered to extend the class of persons eligible for the grant of Options to the advantage of any of the Grantees or prospective Grantees except with the prior approval of the shareholders of the Company in general meeting (with Grantees and their associates abstaining from voting). Any alteration to the terms and conditions of the Scheme or any change to the terms of options granted under the Scheme which are of a material nature must be approved by the shareholders of the Company in general meeting, except where the alterations take effect automatically under the existing terms of the Scheme. No such alteration shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the Grantees as would be required of shareholders of the Company under the articles of association for the time being of the Company for a variation of the rights attached to the Shares.

20. CANCELLATION OF OPTIONS

Any cancellation of Options granted but not exercised shall be approved by the shareholders of the Company in a general meeting, with Grantees and their associates abstaining from voting. Any grant of new Options to the same Eligible Person may only be made under the Scheme with available unissued Options (excluding the cancelled Options) and in compliance with the terms of the Scheme, in particular within the limit approved by the shareholders of the Company and, subject to the maximum number of Shares available for subscription under the Scheme.

21. DURATION AND ADMINISTRATION OF THE SCHEME

Subject to the terms of the Scheme, the Scheme shall be valid and effective for a period of ten (10) years commencing on the Adoption Date, after which period no further Options will be issued but the provisions of the Scheme shall in all other respects remain in full force to the extent necessary to give effect to the exercise of any Option granted prior thereto or otherwise as may be required in accordance with the provisions of the Scheme.

The Scheme shall be subject to the administration of the Board whose decision as to all matters arising in relation to the Scheme or its interpretation or effect (save as otherwise provided herein) shall be final and binding on all parties.

22. TERMINATION OF THE SCHEME

The Company may by resolution in general meeting terminate the operation of the Scheme at any time and in such event no further Options will be offered but in all other respects the provisions of the Scheme shall remain in force. All Options granted prior to such termination shall continue to be valid and exercisable in accordance with the Scheme.

23. CONDITIONS OF THE SCHEME

The Scheme is conditional on:

- (a) the passing of an ordinary resolution to approve the Scheme by the shareholders of the Company at the annual general meeting and to authorise the Board to grant the Options thereunder and to allot, issue and deal with the Shares which fall to be issued by the Company pursuant to the exercise of the Options under the Scheme; and

- (b) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, such number of Shares to be issued by the Company pursuant to the exercise of the Options which may be granted under the Scheme.

24. DISCLOSURE IN ANNUAL AND INTERIM REPORTS

The Board shall procure that details of the Scheme are disclosed in the Company's annual and interim reports in compliance with the Listing Rules in force from time to time.

25. PRESENT STATE OF THE SCHEME

As at the Latest Practicable Date, no Option has been granted under the Scheme.

The following are the particulars of the Directors proposed to be re-elected and the proposed Director to be appointed and elected at the Annual General Meeting to be held on 6 November 2009.

MR. QIN YILONG

Mr. Qin, aged 44, is an executive Director, the chairman of the Company and a member of the remuneration committee of the Company (the “Remuneration Committee”). Mr. Qin has been appointed as an executive director and the chairman of China United Gene Health Limited (“United Gene Health”) (formerly known as Main Wealth Limited), an indirect wholly-owned subsidiary of the Company since 15 April 2009 (the “Appointment”). On 1 September 2009, a resolution has been passed to appoint Mr. Qin as the chairman and the legal representative of 聯合基因(上海)健康管理服務有限公司 (for identification purpose, United Gene HealthCare Limited, Shanghai), an indirect wholly-owned subsidiary of the Company. Mr. Qin graduated from Fudan University with a degree in law, and worked as a senior engineer after graduation. He has substantial experience in developing sales channels for the gene testing services in the PRC and in the Southeast Asia regions. Since 1999, Mr. Qin had been the director and vice president of 聯合基因科技有限公司 (for identification purpose, United Gene Technology Holdings Limited), which is controlled by the substantial shareholder of the Company, Dr. Mao Yumin. Mr. Qin was re-designated as a director and chief executive officer in December 2005 and continued to hold such positions until his resignation in May 2008. In July 2006, as one of the co-founders, Mr. Qin formed China United Gene Health Industry Limited (“China United”) in Hong Kong for the promotion and distribution of gene testing services in the PRC and in the Southeast Asia regions. The gene testing services have been developed by 聯合基因科技有限公司 (for identification purpose, United Gene Technology Holdings Limited) and its subsidiaries, and China United has been granted the exclusive worldwide distributorship of the gene testing services. In May 2008 and March 2009, China United has been granted the exclusive and non-exclusive distributorship of the gene testing services to United Gene Health in Hong Kong and the PRC respectively. Prior to the Appointment, Mr. Qin had disposed of all his shareholdings in China United to an independent third party and resigned from his directorships in China United and its affiliated companies. Mr. Qin did not hold any position with the Company or any of its subsidiaries before the Appointment. Mr. Qin has not held any directorship in the past three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

**APPENDIX III BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION
AND DIRECTOR PROPOSED FOR APPOINTMENT**

As at the Latest Practicable Date, Mr. Qin was not interested or deemed to have any interest or short position in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Qin does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Mr. Qin has entered into a service agreement with the Company, which will continue until being terminated by either party by giving not less than two months' prior notice in writing to the other party. His appointment is subject to retirement by rotation at least once every three years in accordance with the provisions of the Articles of Association. Subject to the review by the Remuneration Committee from time to time, Mr. Qin will be entitled to a director's remuneration (including a director's fee) of HK\$30,000 per month and a discretionary year end payment, which has been determined by the Remuneration Committee with reference to his duties and responsibilities in the Company and its subsidiaries and market benchmarks.

Mr. Qin has confirmed that save as disclosed above, there is no other information that needs to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters in respect of the appointment of Mr. Qin that need to be brought to the attention of the Shareholders.

DR. ZHANG HUIMING

Dr. Zhang, aged 53, is an independent non-executive Director and a member of the audit committee and the Remuneration Committee. He graduated from Fudan University with a doctorate degree in economics and has been a professor at Fudan University from 1996. Dr. Zhang is now the dean of the Institute of Enterprise Study, and was previously the dean of the Fudan-Pacific Institute of Finance at Fudan University. Dr. Zhang is a renowned expert in corporate strategic management in the PRC and has published many articles in the areas of corporate theory and corporate strategic management. Dr. Zhang has acted as an independent non-executive director of Lianhua Supermarket Holdings Co., Ltd. since June 2003 and Shanghai Mailing Aquarius Co., Ltd. since January 2009 which are listed on the Main Board of the Stock Exchange and the Shanghai Stock Exchange respectively. He also previously acted as an independent non-executive director of Double Coin Holdings Ltd. and Shanghai Jielong Group Industry Corporation Limited, which are listed in the Shanghai Stock Exchange of the PRC, for the period from June 2005 to May 2008.

**APPENDIX III BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION
AND DIRECTOR PROPOSED FOR APPOINTMENT**

Save as disclosed above, Dr. Zhang did not hold and has not held any directorship in the past three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Dr. Zhang was not interested or deemed to have any interest or short position in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Dr. Zhang does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

There is no service contract entered into between the Company and Dr. Zhang and his appointment is not appointed for a specific term. His appointment is subject to retirement by rotation at least once every three years in accordance with the provisions of the Articles of Association. Subject to review by the Board after the recommendation given by the Remuneration Committee from time to time, Dr. Zhang is entitled to receive an annual director's fee of HK\$40,000 which is determined by the Board with reference to the remuneration benchmark in the industry and the prevailing market rate.

Dr. Zhang has confirmed that save as disclosed above, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters in respect of the appointment of Dr. Zhang that need to be brought to the attention of the Shareholders.

DR. ZHU LIJUN

Dr. Zhu, aged 47, is an independent non-executive Director, the chairman of the Remuneration Committee and a member of the audit committee. She graduated from Peking University with a doctorate degree in laws. Dr. Zhu has over ten years of teaching experience at the Chinese People's Public Securities University and Beijing City University in Chinese Laws. Dr. Zhu has also worked for a major real estate enterprise in the PRC for more than ten years, serving as the head of legal division and assistant to the general manager of such enterprise.

Dr. Zhu did not hold and has not held any directorship in the past three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

**APPENDIX III BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION
AND DIRECTOR PROPOSED FOR APPOINTMENT**

As at the Latest Practicable Date, Dr. Zhu was not interested or deemed to have any interest or short position in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Dr. Zhu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

There is no service contract entered into between the Company and Dr. Zhu and his appointment is not appointed for a specific term. His appointment is subject to retirement by rotation at least once every three years in accordance with the provisions of the Articles of Association. Subject to review by the Board after the recommendation given by the Remuneration Committee from time to time, Dr. Zhu is entitled to receive an annual director's fee of HK\$40,000 which is determined by the Board with reference to the remuneration benchmark in the industry and the prevailing market rate.

Dr. Zhu has confirmed that save as disclosed above, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters in respect of the appointment of Dr. Zhu that need to be brought to the attention of the Shareholders.

MS. CHEN WEIJUN

Ms. Chen, aged 52, is currently the manager in the business department of Shanghai Ruihe Certified Public Accountants Co., Ltd. and had been the former finance supervisor of the companies indirectly controlled by Dr. Mao Yumin, the controlling shareholder of the Company, during the period from April 2001 to June 2003. Ms. Chen graduated from Chinese Communist Party Central Party College and was approved as a PRC registered accountant in 2005. She has more than 30 years of experience in accounting, finance and audit services. Ms. Chen will bring solid accounting and finance knowledge to the Group.

Ms. Chen did not hold and has not held any directorship in the past three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Ms. Chen was not interested or deemed to have any interest or short position in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

**APPENDIX III BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION
AND DIRECTOR PROPOSED FOR APPOINTMENT**

Ms. Chen does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

It is proposed that there will be no service contract entered into between the Company and Ms. Chen and her proposed appointment will not be appointed for a specific term. Her proposed appointment will be subject to retirement by rotation at least once every three years in accordance with the provisions of the Articles of Association. Subject to review by the Board after the recommendation given by the Remuneration Committee from time to time, Ms. Chen will be entitled to receive an annual director's fee of HK\$60,000, which is determined by the Board with reference to the remuneration benchmark in the industry and the prevailing market rate.

Ms. Chen has confirmed that save as disclosed above, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters in respect of the appointment of Ms. Chen that need to be brought to the attention of the Shareholders.



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 IS HEREBY GIVEN that an annual general meeting of the shareholders of United Gene High-Tech Group Limited (the “Company”) will be held at Room Nos. 1405-1406, Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong on 6 November 2009, Friday at 4:00 p.m. for the following purposes:

As ordinary business

1. To receive and consider the audited financial statements and the reports of the directors (the “Directors”) and of the auditors (the “Auditors”) of the Company for the year ended 30 June 2009.
2.
 - (i) To re-elect Mr. Qin Yilong as director of the Company (the “Director”);
 - (ii) To re-elect Dr. Zhang Huiming as Director;
 - (iii) To re-elect Dr. Zhu Lijun as Director;
 - (iv) To appoint and elect Ms. Chen Weijun as Director; and
 - (v) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
3. To re-appoint the Auditors and to authorize the Board to fix their remuneration.

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As special business

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares (“Shares”) in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares or such convertible securities, and to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or
 - (ii) any issue of Shares upon the exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or
 - (iii) the exercise of any option under the share option scheme or similar arrangement for the time being adopted or rights to acquire Shares of the Company; or
 - (iv) any issue of Shares as scrip dividends or under similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; or

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- (v) a specific authority granted by the shareholders of the Company

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;

- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting prior to the next annual general meeting; and

“**Rights Issue**” means an allotment, issue or grant of Shares pursuant to an offer of shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to paragraphs (b) and (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase Shares in the capital of the Company or securities convertible into Shares on The Stock Exchange of Hong

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Kong Limited (“Stock Exchange”) or on any other exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“Recognised Stock Exchange”), subject to and in accordance with the applicable laws of the Cayman Islands and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other Recognised Stock Exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of Shares and securities convertible into Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the approval pursuant to paragraph (a) of this resolution be limited accordingly;
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or the applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting prior to the next annual general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the resolutions numbered 4 and 5 as set out in the notice (the “Notice”) convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares in the capital of the Company pursuant to the resolution numbered 4 as set out in the Notice be and the same is hereby extended by the addition to the aggregate nominal amount of share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant

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to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to the resolution numbered 5 as set out in the Notice provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the authorised share capital of the Company be and is hereby increased from HK\$100,000,000 divided into 10,000,000,000 Shares of HK\$0.01 (the “Shares”) each to HK\$500,000,000 divided into 50,000,000,000 Shares of HK\$0.01 each by the creation of an additional 40,000,000,000 new Shares of HK\$0.01 each in the Company ranking pari passu in all respects with the existing share capital of the Company.”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any such options granted under the share option scheme of the Company (the “Share Option Scheme”), the rules of the Share Option Scheme are contained in the document marked “A” produced to the meeting and for the purposes of identification signed by the Chairman thereof, the Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to do all acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme, including without limitation:
- (i) to administer the Share Option Scheme under which options will be granted to participants eligible under the Share Option Scheme to subscribe for the Shares;
- (ii) to modify and/or amend the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to the modification and/or amendment;

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- (iii) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange;
- (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchange upon which the issued Shares may for the time being listed, for listing of and permission to deal in any Shares which may hereafter from time to time be issued and allotted pursuant to the exercise of options under the Share Option Scheme; and
- (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Option Scheme.”

9. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the Articles of Association of the Company be amended as follows:

- (a) by adding a new definition to the definitions set out under the existing Article 2 immediately after the definition of “the Board” or “the Directors”:

“business day” a day on which The Stock Exchange of Hong Kong Limited is generally open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where The Stock Exchange of Hong Kong Limited is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day;’

- (b) by substituting the existing definition of “clearing house” set out under the existing Article 2 with the following new definition:

“clearing house” a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.’

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- (c) by substituting the existing definition of an ‘Ordinary resolution’ set out under the existing Article 2 with the following new definition:

‘a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.’

- (d) by substituting the existing definition of a ‘Special Resolution’ set out under the existing Article 2 with the following new definition:

‘a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.’

- (e) by substituting the existing Article 2(e) with the following new Article 2(e):

‘(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;’

- (f) by deleting the full stop at the end of Article 2(g) and replacing it with a semi-colon and by inserting after Article 2(g) the following new Article 2(h) and Article 2(i):

‘(h) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not; and

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- (i) Section 8 of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.’
- (g) by substituting the existing Article 6 with the following new Article 6:
- ‘6. The Company may from time to time by Special Resolution, subject to any confirmation or consent required by the Law, reduce its share capital or any capital redemption reserve or other undistributable reserve in any manner permitted by law.’
- (h) by substituting the existing Article 10 with the following new Article 10:
- ‘10. Subject to the Law and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:
- (a) the necessary quorum (other than at an adjourned meeting) shall be two persons present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy holding or representing not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorised representative or by proxy (whatever the number of shares held by them) shall be a quorum; and
- (b) every holder of shares of the class present in person or by proxy shall be entitled to one vote for every such share held by him.’

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- (i) by substituting the existing Article 44 with the following new Article 44:

‘44. The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.’

- (j) by substituting the existing Article 51 with the following new Article 51:

‘51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with or permitted by the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.’

- (k) by substituting the existing Article 59 with the following new Article 59:

‘59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a Special Resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and

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- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.
- (2) The Notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.’
- (l) by substituting the existing Article 66 with the following new Article 66:
 - ‘66. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll.’
- (m) by deleting the words ‘Unless a poll is duly demanded and the demand is not withdrawn’ at the beginning of Article 67 and by replacing the words ‘a declaration’ on the first line of Article 67 with the words ‘A declaration’.
- (n) by substituting the existing Article 68 with the following new Article 68:
 - ‘68. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.’
- (o) by deleting the existing Articles 69 and 70 in their entirety.

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- (p) by substituting the existing Article 73 with the following new Article 73:

‘73. All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Law. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.’

- (q) by substituting the existing Article 75(1) with the following new Article 75(1):

‘75. (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be.’

- (r) by deleting the words “including the right to vote individually on a show of hands” at the end of existing Article 84(2).

- (s) by substituting the existing Article 80 with the following new Article 80:

‘80. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Head Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting

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or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.’

- (t) by substituting the existing Article 86(2) with the following new Article 86(2):

‘86. (2) The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director appointed to fill a casual vacancy shall hold office only until the next following general meeting of the Company and any Director appointed as an additional Director shall hold office only until the next following annual general meeting of the Company. Any Director so appointed shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.’

- (u) by substituting the existing Article 86(3) with the following new Article 86(3):

‘86. (3) The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director. Any Director appointed to fill a casual vacancy shall hold office only until the next following general meeting of the Company and any Director appointed as an additional Director shall hold office only until the next following annual general meeting of the Company. Any Director so appointed shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.’”

By order of the Board
United Gene High-Tech Group Limited
Cheung Sui Ping, Annie
Company Secretary

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Notes:

- (1) A member of the Company entitled to attend and vote at the aforesaid meeting 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.
- (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 Hong Kong branch share registrars 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) Completion and return of the form of proxy will not preclude members from attending and voting at the aforesaid meeting and in such event, the proxy shall be deemed to be revoked.

As at the date of this notice, 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. Leung Wai Cheung, Dr. Zhang Huiming and Dr. Zhu Lijun.