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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, 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)

**(1) GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the Annual General Meeting to be held at Room Nos. 1405–1406, Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong on Wednesday, 12 December 2012 at 4:00 p.m. (or any adjournment thereof) is enclosed with this circular.

A form of proxy for the Annual General Meeting is also enclosed with this circular. Whether or not you intend 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 principal share registrar and transfer agent, 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 the holding of the Annual General Meeting or any adjournment thereof. 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 should you so wish and in such event, the form of proxy shall be deemed to be revoked.

2 November 2012

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1st Proof 1 November 2012

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DEFINITIONS

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 Wednesday, 12 December 2012 at 4:00 p.m. to consider and, if thought fit, approve, among other things, the proposed grant of the general mandates to issue and repurchase Shares and the proposed re-election of Directors
“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 issued shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	Tuesday, 30 October 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission of Hong Kong
“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:

Ms. Lee Nga Yan
Dr. Guo Yi

Non-executive Directors:

Ms. Jiang Nian (*Chairman*)
Ms. Xiao Yan
Ms. Wu Yanmin

Independent non-executive Directors:

Ms. Chen Weijun
Dr. Zhang Zhihong
Mr. Wang Rongliang

Registered Office:

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

*Principal Place of business
in Hong Kong:*

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

2 November 2012

To the Shareholder(s),

Dear Sir or Madam,

**(1) GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you information regarding the ordinary 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, and the notice of the Annual General Meeting.

The ordinary resolutions to be proposed at the Annual General Meeting include, inter alia, (i) the grant of general mandates to issue and repurchase Shares; and (ii) the re-election of Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 1 November 2011, ordinary resolutions were passed giving general mandates to the Directors to exercise the powers of the Company to issue and repurchase Shares. Such general mandates will expire at the conclusion of the Annual General Meeting.

At the Annual General Meeting, the following ordinary resolutions relating to the granting to the Directors the new and unconditional mandates to exercise the powers of the Company to issue and repurchase Shares will be proposed:

- (i) to allot, issue and deal with new Shares up to an amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of relevant resolutions by the Shareholders (the “Share Issue Mandate”) The granting of the General Mandate will provide the Directors the flexibility to issue Shares when it is in the interest of the Company;
- (ii) to repurchase the Shares on the Stock Exchange representing up to a maximum amount of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of relevant resolutions by the Shareholders (the “Repurchase Mandate”); and
- (iii) subject to the above two proposed ordinary resolutions being passed, to include the aggregate nominal amount of Shares which may from time to time be repurchased by the Company pursuant to the Repurchase Mandate to the Share Issue Mandate (the “Extended Mandate”).

The above resolutions once passed will empower the Directors to exercise such authority during the period up to: (1) the conclusion of the next annual general meeting of the Company; or (2) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of the Cayman Islands or the Articles of Association to be held; or (3) the date of revocation or variation of the said resolutions 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 15,813,860,480 Shares. Assuming that no further Shares will be issued or repurchased prior to the Annual General Meeting, (i) if the Share Issue Mandate is exercised in full, the maximum number of Shares which may be allotted and issued by the Company will be 3,162,772,096 Shares; and (ii) if the Repurchase Mandate is exercised in full, the maximum number of Shares which may be repurchased by the Company will be 1,581,386,048 Shares.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision as to whether to vote for or against the relevant resolution.

LETTER FROM THE BOARD

3. RE-ELECTION OF DIRECTORS

In accordance with Article 86(3) of the Articles of Association, Ms. Xiao Yan, who was appointed subsequent to the annual general meeting of the Company held on 1 November 2011, shall hold office only until the Annual General Meeting and, be eligible for re-election.

In accordance with Article 87(1) of the Articles of Association, Dr. Zhang Zhihong and Mr. Wang Rongliang will retire by rotation at the Annual General Meeting. Dr. Zhang Zhihong and Mr. Wang Rongliang, being eligible, will offer themselves for re-election at the Annual General Meeting.

Ordinary resolutions to re-elect each of Ms. Xiao Yan, Dr. Zhang Zhihong and Mr. Wang Rongliang as Directors will be proposed at the Annual General Meeting.

Biographical details of Ms. Xiao Yan, Dr. Zhang Zhihong and Mr. Wang Rongliang are set out in Appendix II to this circular.

4. 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 Wednesday, 12 December 2012 at 4:00 p.m. is set out on pages N-1 to N-5 of this circular. Ordinary resolutions will be proposed at the Annual General Meeting to approve, among other things, the grant of Share Issue Mandate (including the Extended Mandate) and the Repurchase Mandate, and the re-election of Directors.

A form of proxy for the Annual General Meeting is also enclosed with this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the form of proxy to the Company's principal share registrar and transfer agent, 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. 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 should you so wish and in such event, the form of 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

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATION

The Directors believe that (i) the granting to the Directors of the Share Issue Mandate (including the Extended Mandate) and the Repurchase Mandate and (ii) the re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the ordinary resolutions to be proposed at the Annual General Meeting.

7. GENERAL INFORMATION

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
By order of the Board
United Gene High-Tech Group Limited
Jiang Nian
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 15,813,860,480 Shares.

Exercise in full of the Repurchase Mandate, on the basis that no further Shares will be issued or repurchased prior to the date of the Annual General Meeting, could accordingly result in up to 1,581,386,048 Shares, representing approximately 10% of the entire issued share capital of the Company as at the date of passing of the resolution, being repurchased by the Company.

2. REASONS FOR REPURCHASE

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 repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the material time, lead to an enhancement of the net value of the Shares and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASE

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, the laws of the Cayman Islands and for such 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 or contributed surplus account of the Company.

On the basis of the consolidated financial position of the Company as at 30 June 2012 (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 to repurchase Shares at any time during the proposed repurchase period may potentially have a material adverse impact on the working capital or gearing position of the Company as compared with its financial position as at 30 June 2012. The Directors do not propose to make any repurchase to the extent that it would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

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 calendar months (up to the Latest Practicable Date) are as follows:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
2011		
October	0.096	0.063
November	0.084	0.069
December	0.079	0.055
2012		
January	0.059	0.052
February	0.074	0.054
March	0.071	0.059
April	0.064	0.037
May	0.044	0.030
June	0.045	0.026
July	0.033	0.024
August	0.045	0.026
September	0.043	0.028
October (up to the Latest Practicable Date)	0.046	0.031

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

5. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the last six months preceding the Latest Practicable Date.

6. UNDERTAKING OF DIRECTORS

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 by the Shareholders, to sell any Shares to the Company or its subsidiaries.

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

The Directors have undertaken to the Stock Exchange, so far as the same may be applicable, to exercise the powers of the Company to repurchase the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a share repurchase pursuant to the Repurchase Mandate, 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 in 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 at the Latest Practicable Date, Dr. Mao Yumin ("Dr. Mao") was interested in approximately 38.46% 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 the Shares pursuant to the Repurchase Mandate and that there is no change in the issued share capital of the Company after the Latest Practicable Date, the shareholdings of Dr. Mao would increase to approximately 42.73% of the issued share capital of the Company. The Directors are not aware of any other Shareholder or group of Shareholders acting in concert who will become obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code as a result of repurchase of the Shares.

Assuming that there is no further issue or repurchase of the Shares between the Latest Practicable Date and the date of repurchase, the exercise of the Repurchase Mandate whether in whole or in substantial part may result in less than 25% of the issued share capital of the Company being held by the public as required under Rule 8.08 of the Listing Rules. The Directors, however, have no present intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting.

MS. XIAO YAN

Ms. Xiao Yan, aged 33, has been appointed as a non-executive Director with effect from 22 May 2012. Ms. Xiao graduated from the Shanghai University of Finance and Economics with a bachelor's degree in Accounting in 2007. Ms. Xiao has served as an administrative manager of the chief executive, Dr. Xie Yi, in 聯合基因科技有限公司 (United Gene Holdings Limited) since 2002. Ms. Xiao has extensive experience in medical services and general administration. On 1 December 2011, she was appointed as the finance manager of 中荷(平湖)生物技術有限公司 (CNL (Pinghu)), which is an indirectly owned subsidiary of the Company.

Save as disclosed above, Ms. Xiao did not hold 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. Xiao held 1,872,000 Shares. Save as disclosed above, Ms. Xiao 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.

Save as disclosed above, Ms. Xiao 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 Ms. Xiao and her appointment has no specific term. Her appointment is subject to retirement by rotation at least once every three years in accordance with the provisions of the Articles of Association.

Ms. Xiao 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 her appointment that need to be brought to the attention of the Shareholders.

DR. ZHANG ZHIHONG

Dr. Zhang Zhihong, aged 72, has been appointed as an independent non-executive Director and is a member of the audit committee of the Company with effect from 8 June 2011. Dr. Zhang graduated from Fudan University majoring in biophysics in 1963 and obtained a doctorate degree in science from Kyoto University, Japan in 1988. From 1990 to 1991, Dr. Zhang was a senior visiting fellow at the medical school of Harvard University in the United States of America. From 1986 to 2000, Dr. Zhang undertook various senior positions at Fudan University, including the officer of the Department of Physiology and Biophysics and the associate dean of the School of Life Sciences. Dr. Zhang was the deputy chairman of the Biophysical Society of China from 1994 to 2002 and the chairman of the Shanghai Society of Biophysics from 2000 to 2008. Dr. Zhang has extensive knowledge and is highly regarded in the field of biophysics and physiology in China.

Save as disclosed above, Dr. Zhang did not hold 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 has no 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 Remuneration Committee from time to time, Dr. Zhang is entitled to receive an annual director's fee of HK\$40,000 which was determined by the Board with reference to his duties and responsibilities in the Company.

Dr. Zhang 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 his appointment that need to be brought to the attention of the Shareholders.

MR. WANG RONGLIANG

Mr. Wang Rongliang, aged 62, has been appointed as an independent non-executive Director with effect from 8 June 2011 and is a member of the Audit Committee. Mr. Wang graduated from 上海市商業一局職工大學 (Shanghai First Commercial Bureau Staff College) majoring in business and economics. He acted as a deputy manager of 上海七百集團廣告有限公司 (Shanghai 700 Group Advertising Company Limited) from 1996 to 2005. Mr. Wang has extensive experience in operation and administrative management.

Save as disclosed above, Mr. Wang did not hold 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, Mr. Wang 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. Wang 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 Mr. Wang and his appointment has no 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 Remuneration Committee from time to time, Mr. Wang is entitled to receive an annual director's fee of HK\$40,000 which was determined by the Board with reference to his duties and responsibilities in the Company.

Mr. Wang 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 his appointment 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 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 Wednesday, 12 December 2012 at 4:00 p.m. for the following purposes:

As ordinary business

1. To receive and adopt the audited financial statements and the reports of the directors (the “Director(s)”) and of the auditors (the “Auditors”) of the Company for the year ended 30 June 2012.
2.
 - (i) To re-elect Ms. Xiao Yan as Director;
 - (ii) To re-elect Dr. Zhang Zhihong as Director;
 - (iii) To re-elect Mr. Wang Rongliang as Director; and
 - (iv) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
3. To re-appoint ANDA CPA Limited as the Auditors and to authorise the Board to fix their remuneration.

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 in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional shares (“Shares”) in the share capital of the Company or securities convertible into the 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below); or
 - (ii) any issue of the Shares upon the exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into the Shares; or
 - (iii) the exercise of any option under any share option scheme of the Company or similar arrangement for the time being adopted or rights to acquire the Shares; or
 - (iv) any issue of the Shares as scrip dividends or under similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company in force from time to time; or
 - (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; or
- (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 of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an allotment, issue or grant of the Shares pursuant to an offer of the Shares open for a period fixed by the Directors to the holders of the 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 of HK\$0.01 each in the share capital of the Company or securities convertible into the Shares on The Stock Exchange of Hong 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 the Shares and securities convertible into the 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 shall 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; or
 - (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 of the Company.”

NOTICE OF 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 above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the share capital of the Company pursuant to the resolution numbered 4 be and the same is hereby extended by the addition to the aggregate nominal amount of Shares in the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount authority granted pursuant to the resolution numbered 5 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.”

By order of the Board
United Gene High-Tech Group Limited
Jiang Nian
Chairman

Hong Kong, 2 November 2012

Registered Office:

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

*Principal Place of Business
in Hong Kong:*

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

Notes:

- (1) A member of the Company entitled to attend and vote at the 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. If more than one proxy is appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (2) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or other authority must be deposited with the principal share registrar and transfer agent of the Company, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) When there are joint holders of any Shares, any one of such persons may vote at the meeting either personally or by proxy in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting jointly or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such Share.
- (4) Completion and return of the a form of proxy will not preclude members from attending and voting at the aforesaid meeting and in such event, the form of proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

- (5) For determining the entitlement to attend and vote at the annual general meeting of the Company, the register of members of the Company will be closed from Friday, 7 December 2012 to Wednesday, 12 December 2012, both days inclusive, during which period no transfer of Shares will be registered. All transfers of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the principal share registrar and transfer agent of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 6 December 2012.

As at the date of this notice, the Board comprises Ms. Jiang Nian (chairman & non-executive Director), Ms. Lee Nga Yan (executive Director), Dr. Guo Yi (executive Director), Ms. Xiao Yan (non-executive Director), Ms. Wu Yanmin (non-executive Director), Ms. Chen Weijun (independent non-executive Director), Dr. Zhang Zhihong (independent non-executive Director) and Mr. Wang Rongliang (independent non-executive Director).