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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 forms of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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)

**PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 2 to 4 of this circular. A notice convening the extraordinary general meeting of the Company (the “EGM”) to be held at Room Nos. 1405–1406, Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong on Friday, 11 January 2013 at 4:00p.m. is set out on pages 5 to 6 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the principal share registrar and transfer agents of the Company, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) should you so wish.

21 December 2012

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DEFINITIONS

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

“ANDA”	ANDA CPA Limited
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Change of Auditor”	the resignation of ANDA as auditor of the Group and the proposed appointment of Deloitte as the new auditor of the Group upon the approval of the Shareholders at the EGM and to hold office until the conclusion of the next annual general meeting of the Company
“Company”	United Gene High-Tech Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Deloitte”	Deloitte Touche Tohmatsu
“Director(s)”	director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held and convened to consider and, if thought fit, approve the proposed appointment of Deloitte as the new auditor of the Group
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Shareholders”	the registered holder(s) of the Share(s)
“Shares”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



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)

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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

21 December 2012

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Company's announcement dated 19 December 2012 in relation to the proposed Change of Auditor. The purpose of this circular is to provide you with information regarding (i) the details of the proposed Change of Auditor; and (ii) the notice of EGM.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF AUDITOR

On 19 December 2012, the Board announced that ANDA has resigned as the auditor of the Group with effect from 19 December 2012.

ANDA indicated in their resignation letter that after considering, among others, the level of audit fees and their available internal resources in light of the current workflows, they decided to resign as the auditor of the Company.

The Board proposed to appoint Deloitte as the new auditor of the Group to fill the casual vacancy following the resignation of ANDA and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the Articles of Association, the appointment of new auditor of the Company is subject to the approval by Shareholders by an ordinary resolution at the EGM.

ANDA confirmed to the Board in their resignation letter that there were no circumstances connected with its resignation which it considered should be brought to the attention of the Shareholders.

The Board also confirmed that there was no disagreement between the Company and ANDA and the Board was not aware of any circumstances in respect of the resignation of ANDA and the proposed appointment of Deloitte that should be brought to the attention of the Shareholders.

3. EGM

A notice convening the EGM to be held at Room Nos. 1405–1406, Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong on Friday, 11 January 2013 at 4:00p.m. is set out on pages 5 to 6 of this circular. An ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the proposed appointment of Deloitte as the new auditor of the Group.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event, not later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) should you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as none of the Shareholders is interested in the proposed appointment of Deloitte as the new auditor of the Group, no Shareholder is required to abstain from voting at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, the ordinary resolution to be proposed at the EGM will be taken by way of poll and an announcement will be made by the Company after the EGM on the results of the EGM in the manner as prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

4. 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 enquiries, 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 in this circular misleading.

5. RECOMMENDATION

The Board (including the independent non-executive Directors) holds the view that the proposed appointment of Deloitte as the new auditor of the Group is in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favor of the resolution to be proposed at the EGM.

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

NOTICE OF THE EGM



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)

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NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) 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 Friday, 11 January 2013 at 4:00p.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** Deloitte Touche Tohmatsu be and is hereby appointed as the new auditor of the Company and its subsidiaries to fill the casual vacancy following the resignation of ANDA CPA Limited and to hold the office until the conclusion of the next annual general meeting of the Company and the board of directors of the Company be authorised to fix their remuneration.”

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

Hong Kong, 21 December 2012

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

*Principal place of business
in Hong Kong:*
Room Nos. 1405-1406
Harbour Centre
No. 25 Harbour Road
Wanchai, Hong Kong

NOTICE OF THE EGM

Note:

- (1) A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of shares of the Company (the “**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 EGM or any adjournment thereof.
- (3) When there are joint holders of any Shares, any one of such persons may vote at the EGM either personally or by proxy in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM jointly or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such Share.
- (4) Completion and return of the form of proxy will not preclude members from attending and voting at the EGM and in such event, the form of proxy shall be deemed to be revoked.