
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

**GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED CHANGE OF AUDITORS,
REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the board of directors of the Company (the “Directors”) is set out on pages 3 to 8 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 Wednesday, 3 November 2010 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 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 the 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.

30 September 2010

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DEFINITION

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

“ANDA”	ANDA Certified Public Accountants, independent certified public accountants, the current auditors of the Company
“Annual General Meeting”	the annual general meeting of the Company to be held on Wednesday, 3 November 2010 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 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”	Monday, 27 September 2010, 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

DEFINITION

“Scheme Mandate Limit”	the limit imposed under the rules of the Share Option Scheme on the maximum number of Shares which may be issued upon the exercise of all the share options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company, being shall not exceed 10% of the total number of issued Shares as at the date of Shareholders’ approval of the Share Option Scheme, which may be refreshed pursuant to the rules of the Share Option Scheme
“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 capital of the Company
“Shareholder(s)”	registered holder(s) of the Shares for the time being
“Share Option Scheme”	the share option scheme of the Company adopted pursuant to the ordinary resolution of the Shareholders on 6 November 2009
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers
“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. Zhang Huiming

Ms. Chen Weijun

Ms. Jiang Di

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

30 September 2010

To the Shareholder(s),

Dear Sir or Madam,

**GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED CHANGE OF AUDITORS,
REFRESHMENT OF SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you information regarding the following 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.

LETTER FROM THE BOARD

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; (ii) the re-election of Directors; (iii) the proposed change of auditors of the Company and (iv) the refreshment of the Scheme Mandate Limit.

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 6 November 2009, 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:

- (i) 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 the Annual General Meeting (the “Share Issue Mandate”);
- (ii) 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 the Annual General Meeting (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 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 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 12,164,508,062 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 2,432,901,612.

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.

LETTER FROM THE BOARD

3. RE-ELECTION OF DIRECTORS

In accordance with Article 86(3) of the Articles of Association, Ms. Jiang Di, being an independent non-executive Director, who was appointed subsequent to the last annual general meeting of the Company held on 6 November 2009, shall hold office only until the Annual General Meeting and, being eligible for offering herself for re-election at the Annual General Meeting.

An ordinary resolution in relation to the re-election of Ms. Jiang Di will be proposed at the Annual General Meeting.

In accordance with Article 87(1) of the Articles of Association, Mr. Jiang Jian shall retire by rotation at the Annual General Meeting. Mr. Jiang Jian, being eligible, will offer himself for re-election at the Annual General Meeting.

Apart from the ordinary resolution to re-elect Ms. Jiang Di as Director, there will be another ordinary resolution to be proposed at the Annual General Meeting to re-elect Mr. Jiang Jian as Director.

Brief biographical details of Ms. Jiang Di and Mr. Jiang Jian are set out in Appendix II to this circular.

4. PROPOSED CHANGE OF AUDITORS

Notice has been received from ANDA that due to the reorganization of its professional practice, ANDA CPA Limited, a corporate practice of certified public accountants, was incorporated to take over substantially all assignments from ANDA. As such, ANDA will not offer themselves for re-election as the auditors of the Company at the Annual General Meeting and shall retire from office with effect immediately upon the conclusion of the Annual General Meeting.

The Directors propose to appoint ANDA CPA Limited as the new auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company. The Directors are of the view that it would be in the best interest of the Company and the Shareholders as a whole to appoint ANDA CPA Limited to continue to serve the Company.

ANDA confirmed that save as disclosed in this circular, there are no other matters that needs to be brought to the attention of the Shareholders or creditors of the Company in connection with their retirement and not offering themselves for re-election as the auditor of the Company at the Annual General Meeting.

LETTER FROM THE BOARD

5. REFRESHMENT OF THE SCHEME MANDATE LIMIT

By an ordinary resolution passed at the annual general meeting of the Company held on 6 November 2009, the Company adopted the Share Option Scheme.

Pursuant to the Share Option Scheme, the maximum number of Shares which may be issued upon the exercise of all the options which may be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of issued Shares as at the date of Shareholders' approval of the Share Option Scheme. The Company may refresh the Scheme Mandate Limit by an ordinary resolution of the Shareholders in a general meeting provided that the Scheme Mandate Limit so refreshed shall not exceed 10% of the total number of issued Shares as at the date of Shareholders' approval of the refreshment of the Scheme Mandate Limit. Options previously granted under any existing schemes (including option outstanding, cancelled, lapsed or exercised in accordance with the relevant scheme rules) shall not be counted for the purpose of calculating the limit so refreshed.

Notwithstanding the foregoing, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of issued Shares from time to time.

As at 6 November 2009 (being the date of adoption of the Share Option Scheme), the total number of issued Shares was 6,082,254,031 and thus the Scheme Mandate Limit was 608,225,403 Shares. Under the existing Scheme Mandate Limit, no option was granted, outstanding, lapsed, exercised or cancelled.

As at the Latest Practicable Date, there were in issue an aggregate of 12,164,508,062 Shares. There were no outstanding option under the Share Option Scheme or any other share option scheme(s) of the Company as at the Latest Practicable Date.

Assuming no further issue or repurchase of Shares prior to the Annual General Meeting, upon the refreshment of the Scheme Mandate Limit by the Shareholders at the Annual General Meeting, the Company may grant options entitling holders thereof to subscribe for a total of 1,216,450,806 Shares (representing approximately 10% of issued Shares as at the date of the Annual General Meeting approving the refreshment of the Scheme Mandate Limit). No option may be granted if this will result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company exceeding 30% of issued Shares from time to time.

LETTER FROM THE BOARD

Given with the increase in the number of issued Shares as at the Latest Practicable Date, the refreshed Scheme Mandate Limit will allow the Company to grant options over a larger number of Shares (1,216,450,806 Shares) than the existing Scheme Mandate Limit (608,225,403 Shares). The Company believes this would allow the Company to provide incentive or reward to eligible persons under the Share Option Scheme for their contribution to, and continuing efforts to promote the interests of the Company. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Company and Shareholders as a whole as it provides the Company with more flexibility in providing incentives to those eligible persons under the Share Option Scheme by way of granting of options.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the Annual General Meeting; and
- (b) the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Shares (representing 10% of the Shares in issue as at the date of the Annual General Meeting approving the refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of options under the Share Option Scheme and any other share option scheme(s) of the Company.

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 (representing a maximum of 10% of the Shares in issue as at the date of the Annual General Meeting approving the refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of options under the Share Option Scheme and any other share option scheme(s) of the Company.

6. 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, 3 November 2010 at 4:00 p.m. is set out on pages N-1 to N-5 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.

LETTER FROM THE BOARD

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.

7. 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.

8. RECOMMENDATION

The Directors believe that (i) the grant of general mandates to issue and repurchase Shares, (ii) the re- election of Directors, (iii) the proposed change of auditors of the Company and (iv) the refreshment of the Scheme Mandate Limit 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 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 12,164,508,062 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 1,216,450,806 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 the 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 the 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 2010 (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 position of the Company. No repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements of the Company) 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 2009 to September 2010 (up to the Latest Practicable Date) were as follows:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
2009		
September	0.244(A)	0.206(A)
October	0.326(A)	0.224(A)
November	0.471(A)	0.301(A)
December	0.436(A)	0.281(A)
2010		
January	0.396(A)	0.276(A)
February	0.306(A)	0.241(A)
March	0.291(A)	0.226(A)
April	0.355(A)	0.226(A)
May	0.295(A)	0.223(A)
June	0.270	0.226
July	0.260	0.200
August	0.235	0.199
September (up to the Latest Practicable Date)	0.227	0.194

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

(A) – Adjustment has been made for the rights issue in May 2010

5. REPURCHASES OF SHARES MADE BY THE COMPANY

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

6. UNDERTAKING

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.

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 Shares 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 to exercise the power of the Company to repurchase 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 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 54.63% 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 60.70% 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).

APPENDIX II BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting to be held on 3 November 2010.

MS. JIANG DI

Ms. Jiang, aged 32, is an independent non-executive Director and a member of the audit committee (the “Audit Committee”) and the remuneration committee of the Company (the “Remuneration Committee”). She graduated from Aston University with a Degree of Master of Science in international business. She has served as a sub-Manager of International Sales Department of Zak Designs (Shanghai), Ltd. since February 2006, and she has extensive experience in product development, sales and marketing.

Save as disclosed above, Ms. Jiang 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. Jiang 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.

Ms. Jiang 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. Jiang and her appointment is not appointed for a 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. Subject to review by the Board after the recommendation given by the Remuneration Committee from time to time, Ms. Jiang 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.

Ms. Jiang 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. Jiang that need to be brought to the attention of the Shareholders.

APPENDIX II BIOGRAPHIES OF DIRECTORS PROPOSED FOR RE-ELECTION

MR. JIANG JIAN

Mr. Jiang, aged 50, is an executive Director. Mr. Jiang graduated from 湖南省政法學院 (Politics and Law College of Hunan Province) with major in law. He has been involved in the judicial system in the PRC for over 20 years and ranked Police Supervisor, Class I. He worked for 3 years in a state-owned enterprise, Xinyuan Business Development Company Limited in Loudi City, acting as deputy general manager. He is knowledgeable in the legal and political environment in the PRC.

Save as disclosed above, Mr. Jiang 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, Mr. Jiang 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. Jiang 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. Jiang 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. Jiang is 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 review of the Remuneration Committee from time to time with reference to his duties and responsibilities in the Company and its subsidiaries and market benchmarks.

Mr. Jiang 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. Jiang that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 Wednesday, 3 November 2010 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 “Directors”) and of the auditors (the “Auditors”) of the Company for the year ended 30 June 2010.
2. (i) To re-elect Ms. Jiang Di as director of the Company (the “Director”);
(ii) To re-elect Mr. Jiang Jian as Director; and
(iii) To authorise the board of Directors (the “Board”) to fix the Directors’ remunerations.
3. To appoint ANDA CPA Limited, as the auditors of the Company and to authorize 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 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 Shares, or options, or warrants or similar rights to subscribe for any Shares or such convertible securities, and to make, grant, sign or execute offers, agreements, 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, 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

 - (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

NOTICE OF ANNUAL GENERAL MEETING

- (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;

“**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 share capital of the Company or securities convertible into 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 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; 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

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(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 share 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 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** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares as representing 10% of the ordinary shares of the Company in issue as at the date of the passing of this resolution, which may fall to be issued pursuant to the exercise of options granted under the Company’s share option scheme adopted on 6 November, 2009 (the “**Share Option Scheme**”) and any other share option scheme(s) of the Company:

- (i) approval be and is hereby granted for refreshing the 10% scheme mandate under the Share Option Scheme (the “**Refreshed Scheme Mandate**”) such that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company under the limit as refreshed hereby shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution (options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option scheme(s) of the Company shall not be counted for the purpose of calculating the Refreshed Scheme Mandate)); and

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- (ii) the Directors be and are hereby authorised, in their absolute discretion (a) to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme and any other share option scheme(s) of the Company; and (b) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme and any other share option scheme(s) of the Company within the Refreshed Scheme Mandate.”

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

Hong Kong, 30 September 2010

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. Zhang Huiming, Ms. Chen Weijun and Ms. Jiang Di.