
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 a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Universal Technologies Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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UNIVERSAL TECHNOLOGIES HOLDINGS LIMITED

環球實業科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1026)

**GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Universal Technologies Holdings Limited to be held at Units 601–608, 6/F, Harbour View Two, Phase Two, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong, at 11 a.m. on Friday, 30 May 2014 is set forth on pages 15 to 18 of this circular. Whether or not you are able to attend the AGM in person, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with Hong Kong Registrars Limited, the branch share registrar and transfer office of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

22 April 2014

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Units 601–608, 6/F, Harbour View Two, Phase Two, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong, at 11 a.m. on Friday, 30 May 2014
“Articles”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Universal Technologies Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares are listed and traded on the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the Director(s) of the Company
“HK\$” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	11 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Issue Mandate”	an ordinary resolution will be proposed in the AGM to grant the Directors a general mandate to allot, issue and deal with shares not exceeding 20% of the share capital of the Company in issue as at the date of passing the resolution of the New Issue Mandate
“Repurchase Mandate”	an ordinary resolution will be proposed in the AGM to grant the Directors a general mandate to repurchase issued shares of HK\$0.01 each in the capital of the Company, on the Stock Exchange or on any other stock exchange on which the Shares of the Company may be listed, up to a maximum of 10% of the share capital of the Company in issue as at the date of passing the resolution of the Repurchase Mandate
“Resolution No. 4”	ordinary resolution no. 4 as set out in the Notice of AGM
“Resolution No. 5”	ordinary resolution no. 5 as set out in the Notice of AGM

DEFINITIONS

“Resolution No. 6”	ordinary resolution no. 6 as set out in the Notice of AGM
“RMB”	Chinese Yuan, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchase
“%”	per cent



UNIVERSAL TECHNOLOGIES HOLDINGS LIMITED

環球實業科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1026)

Executive Directors:

Mr. Chen Jinyang (*Chairman*)
Mr. Chau Cheuk Wah (*Chief Executive Officer*)
Mr. Chen Runqiang
Mr. Chow Cheuk Lap
Mr. Zhou Jianhui

Registered Office:

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

Non-Executive Director:

Ms. Fan Man Yee Alice

Head Office and

Principal Place of Business:

Units 601–608, 6/F
Harbour View Two, Phase Two
Hong Kong Science Park
Pak Shek Kok
New Territories
Hong Kong

Independent Non-Executive Directors:

Dr. Cheung Wai Bun, Charles, *J.P.*
Mr. David Tsoi
Mr. Chan Chun Kau
Mr. Chao Pao Shu George

22 April 2014

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM for the year ended 31 December 2013 of the Company to be held at Units 601–608, 6/F, Harbour View Two, Phase Two, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong at 11 a.m. on Friday, 30 May 2014. This includes: (i) the ordinary resolutions granting the Directors general mandates to issue new Shares and to repurchase Shares; and (ii) the ordinary resolution for re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES

On 3 June 2013, ordinary resolutions were passed by the Shareholders giving general unconditional mandates to the Board to:

- (1) allot, issue and deal with additional Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution on 3 June 2013;
- (2) repurchase such number of Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution on 3 June 2013.

The above general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek for your approval of the ordinary resolutions to be proposed at the AGM to give fresh general mandates to the Board.

NEW ISSUE MANDATE

At the AGM, Resolution No. 4 will be proposed which, if passed, will give the Board the New Issue Mandate.

In addition, conditional upon the Resolution No. 4 and Resolution No. 5 being passed, the aggregate nominal amount of the share capital repurchased by the Company under the Resolution No. 5 shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Board pursuant to Resolution No. 4 in order to provide flexibility for issuing new shares when it is in the interests of the Company.

REPURCHASE MANDATE

At the AGM, Resolution No. 5 will be proposed to grant to the Directors the Repurchase Mandate. Under such mandate, the number of shares that the Company may repurchase shall not exceed 10% of the share capital of the Company in issue on the date of passing the resolution.

Details of Resolution No. 4 and Resolution No. 5, together with the extensions of the New Issue Mandate and the Repurchase Mandate as stated in Resolution No. 6, are set out in the notice of AGM.

EXPLANATORY STATEMENT

This circular contains the explanatory statement set out in Appendix I as required under the Listing Rules to give all the information reasonably necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of a mandate to the Directors to exercise the powers of the Company to repurchase its own Shares.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTOR

In accordance with Article 87 of the Articles of Association, Mr. Chow Cheuk Lap, Mr. Chen Runqiang, Mr. Zhou Jianhui and Dr. Cheung Wai Bun, Charles, *J.P.* shall retire as Directors by rotation, and being eligible, will offer themselves for re-election at the AGM.

Biographical details of each of the retiring Directors who offer himself for re-election are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The AGM Notice convening the AGM is set out in pages 15 to 18 of this circular and a form of proxy for use at the AGM is herein enclosed.

Any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, pursuant to Rule 13.39(4) of the Listing Rules. Therefore, all the resolutions put to vote at the AGM shall be taken by poll.

An announcement will be made by the Company following the conclusion of the AGM to inform you of the poll results.

The Notice and a form of proxy for use at the AGM are enclosed with the 2013 Annual Report. To be valid, the form of proxy for use at the AGM must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at Hong Kong Registrars Limited, the branch share registrar and transfer office of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof. Completion of the form of proxy and returning it to the Company will not preclude you from attending and voting in person at the AGM or at any adjourned thereof should you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Company collectively and individually accept 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:

- (1) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (2) there are no other matters the omission of which would make any statement in this circular misleading; and

LETTER FROM THE BOARD

- (3) 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.

RECOMMENDATION AND DOCUMENTS FOR INSPECTION

The Directors consider that all resolutions as set out in the Notice are in the interests of the Company and its shareholders and so recommend you to vote in favour of the relevant resolutions at the AGM.

Yours faithfully
By Order of the Board
UNIVERSAL TECHNOLOGIES HOLDINGS LIMITED
Chen Jinyang
Chairman

This is an explanatory statement given to all shareholders of the Company, as required by the Listing Rules, to provide requisite information of the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules contain provisions regulating the repurchase by companies whose primary listings are on the Stock Exchange of their securities on the Stock Exchange, the following is a summary of certain provisions of the Listing Rules relating to repurchase of securities.

(a) Shareholders' approval

All proposed repurchase of securities on the Stock Exchange by a company with primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by special approval of a particular transaction.

(b) Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprises 2,070,448,858 shares of HK\$0.01 each. Subject to the passing of the Resolution No. 5 set out in the notice of AGM and on the basis that no further Shares are issued nor repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 207,044,885 shares (being 10% of the Shares in issue as at the Latest Practicable Date) during the period from the date of passing of the Resolution No. 5 as set out in the notice up to (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 any applicable law to be held; or (iii) the revocation or variation or renewal of the Repurchase Mandate by ordinary resolution of the shareholders of the Company in general meeting, whichever occurs first.

(c) Reasons for repurchases

The Directors have no present intention to repurchase any Shares but they consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase and is beneficial to the Company when appropriate. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings and/or its dividend per Share. There might be a material adverse impact on the working capital or gearing position of the Company (as compared to the position disclosed in the audited accounts for the year ended 31 December 2013) in the event that the proposed repurchases pursuant to the Repurchase Mandate are to be carried out in full at any time during the proposed repurchase period. However, the Directors will not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(d) Source of Funds

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Memorandum and Articles of the Company and the applicable laws of the Cayman Islands.

The Company is empowered by its Memorandum and Articles to repurchase its Shares. The laws of the Cayman Islands state that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of Shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium of the Company. Under the laws of the Cayman Islands, the repurchased Shares will remain being part of the authorised but unissued share capital.

(e) Undertaking

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) has any present intention, in the event that the proposed Repurchase Mandate is approved by the Company's shareholders, to sell any Shares to the Company. At the Latest Practicable Date, no connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Repurchase Mandate is approved by the Company's Shareholders.

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

(f) Effects of the Takeovers Code and minimum public float

If as a result of a repurchase of Shares, 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 Rule 32 of the Takeovers Code. As a result, a shareholder, or a group of shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Ever City Industrial Development Limited, Mr. Yang Zhimao, Madam Zhu Fenglian, Eastcorp International Limited, Mr. Chau Cheuk Wah, Mr. Chen Zhihao, Mr. Chow Cheuk Lap and Top Nation International Limited, being the parties acting in concert (the “Parties”), were interested in a total of 463,540,000 Shares representing approximately 22.39% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held by the Parties and there is no other change to the issued share capital of the Company, the shareholdings of the Parties in the Company will be increased to approximately 24.88%. Such increase would not give rise to a mandatory offer obligation under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Ms. Li Yuan, Mr. Song Tie Ming, World One Investments Limited and Mr. Chai Ming, being the parties acting in concert (the “Parties”), were interested in a total of 424,380,000 Shares representing approximately 20.50% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the number of Shares held by the Parties and there is no other change to the issued share capital of the Company, the shareholdings of the Parties in the Company will be increased to approximately 22.77%. Such increase would not give rise to a mandatory offer obligation under Rule 26 of the Takeovers Code.

The Directors will not exercise the Repurchase Mandate (whether in whole or in part) to the extent which will result in the number of Shares being held by the public falling below the relevant minimum prescribed percentage of the Company as required by the Stock Exchange, which is currently 25% of the entire issued share capital of the Company.

2. SHARE REPURCHASE

The Company had not repurchased any of Shares during the previous six months immediately preceding the Latest Practicable Date.

3. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
March	0.560	0.500
April	0.650	0.540
May	0.710	0.570
June	0.750	0.590
July	0.630	0.570
August	0.600	0.560
September	0.610	0.560
October	0.570	0.415
November	0.500	0.410
December	0.500	0.420
2014		
January	0.485	0.430
February	0.600	0.425
March	0.590	0.500
April (Up to Latest Practicable Date)	0.530	0.480

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles:

BIOGRAPHICAL INFORMATION

Executive Directors

Mr. Chow Cheuk Lap

Mr. Chow, aged 62, was formerly a Non-Executive Director of the Company until 16 September 2013 when he was re-designated as an Executive Director of the Company. He has also been appointed as the Compliance Officer of the Company since 10 September 2012. Mr. Chow graduated from University of London with a Bachelor Science Degree in Economics and qualified as a Solicitor in Hong Kong. Mr. Chow has more than 20 years experience in civil litigation and commercial matters.

Mr. Chow has beneficial interest in 87,540,000 Shares in the Company (representing share options to subscribe for 20,000,000 Shares and 50% beneficial interests in Top Nation International Limited (“Top Nation”) which as at the Latest Practicable Date, owns 67,540,000 shares, representing approximately 3.26% of the issued share capital of the Company) within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Chow Cheuk Lap is a partner of Messrs. C.L. Chow and Macksion Chan, Solicitors which is the employer of Ms. Fan Man Yee Alice, a Non-Executive Director of the Company, and the legal adviser of Ever City Industrial Development Limited (“Ever City”) and Eastcorp International Limited (“Eastcorp”), the substantial shareholders of the Company. Mr. Chow is a brother of Mr. Chau Cheuk Wah, who is an Executive Director and the Chief Executive Officer of the Company, and a director of and has 25% beneficially interest in Eastcorp.

Save as disclosed above, Mr. Chow did not hold any other directorship in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas. Mr. Chow does not hold any other position with the Company or any of its subsidiaries. Mr. Chow does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Chow is entitled to monthly Director’s remuneration of HK\$5,000 and monthly salary of HK\$120,000 and a discretionary bonus which was determined on arm’s length negotiation between the parties with reference to prevailing market conditions. Mr. Chow is re-designated as an Executive Director commencing from 16 September 2013 and shall continue thereafter subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

Save as disclosed above, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that ought to be brought to the attention of the Shareholders.

Mr. Chen Runqiang

Mr. Chen, aged 47, is an Executive Director and authorised representative of the Company. He served as the Chairman of the Board from 10 September 2012 to 16 September 2013. He is a businessman with plenty of experiences in the PRC and he engages in property development and leasing in the PRC.

Mr. Chen is interested in 6,000,000 shares and share options to subscribe for 20,000,000 Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Chen did not hold any other directorship in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas. Mr. Chen does not hold any other position with the Company or any of its subsidiaries. Mr. Chen does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Chen is entitled to monthly director's remuneration of HK\$5,000 and monthly salary of HK\$120,000 and a discretionary bonus which was determined on arm's length negotiation between the parties with reference to prevailing market conditions. Mr. Chen is appointed for a term of 2 years commencing from 8 June 2012 and shall continue thereafter subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

Save as disclosed above, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that ought to be brought to the attention of the Shareholders.

Mr. Zhou Jianhui

Mr. Zhou, aged 49, is an Executive Director and the Vice President of the Company. He was previously a senior advisor of the Group. He has substantial experience and knowledge of financial management and investment business in the PRC.

Mr. Zhou is interested in 6,000,000 shares and share options to subscribe for 20,000,000 Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, Mr. Zhou did not hold any other directorship in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas. Mr. Zhou does not hold any other position with the Company or any of its subsidiaries. Mr. Zhou does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Zhou is entitled to monthly director's remuneration of HK\$5,000 and monthly salary of HK\$120,000 and a discretionary bonus which were determined on arm's length negotiation between the parties with reference to prevailing market conditions. Mr. Zhou is

appointed for a term of 2 years commencing from 18 December 2012 and shall continue thereafter subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

Save as disclosed above, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that ought to be brought to the attention of the Shareholder.

Independent Non-Executive Directors

Dr. Cheung Wai Bun, Charles, J.P.

Dr. Cheung, aged 77, is an Independent Non-Executive Director, Chairman of Remuneration Committee and the member of Audit Committee and Nomination Committee of the Company. Dr. Cheung was awarded with Honorary Doctorate Degree in Business Administration by John Dewey University in the United States in 1984. He obtained a master degree in Business Administration and a Bachelor of Science degree in Accounts and Finance from New York University in the United States in 1962 and 1960, respectively.

Dr. Cheung is a Director and Vice Chairman of Executive Committee of Metropolitan Bank (China) Ltd., and the Independent Non-Executive Director and Director of Audit Committee of China Resources Bank of Zhuhai Co., Ltd. He is also a senior adviser to the Metropolitan Bank & Trust Company, Philippines. Dr. Cheung is an Independent Non-Executive Director and Chairman of respective Audit Committees of Shanghai Electric Group Company Limited (stock code: 2727), Pioneer Global Group Limited (stock code: 224) and China Financial International Investments Limited (stock code: 721), all of which are companies listed on the Main Board of the Stock Exchange. He is the Chairman of the Board, an Independent Non-Executive Director, Chairman of Nomination Committee and Remuneration Committee of Grand T.G Gold Holding Limited (stock code: 8299), a company listed on the GEM of the Stock Exchange. In addition, Dr. Cheung is an Executive Chairman of Lightscape Technologies Inc.. He is also a Council Member of the Hong Kong Institute of Directors. He is a former visiting professor of School of Business of Nanjing University, China. He is also the special advisor to the president of the University of Victoria, B.C., Canada. He is a member of Hospital Governing Committee of both Kowloon Hospital and Hong Kong Eye Hospital. He was a former director and advisor of the Tung Wah Group of Hospitals. Dr. Cheung was formerly Chief Executive & Executive Deputy Chairman of Mission Hills Group.

Dr. Cheung was awarded the Directors of the Year Awards 2002 of “Listed Company Non-Executive Director”. He was elected Outstanding Director Award by the Chartered Association of Directors, Outstanding Management Award by Chartered Management Association, and Outstanding CEO Award by the Asia Pacific CEO Association in December 2010.

Save as disclosed above, Dr. Cheung did not hold any other directorship in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas. Dr. Cheung does not hold any other position with the Company or any of its

subsidiaries. Dr. Cheung does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Dr. Cheung has no interests in the securities of the Company within the meaning of the Part XV of the SFO.

Dr. Cheung was appointed as an Independent Non-Executive Director by way of a director's service agreement for an initial term of two years and shall continue thereafter subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Dr. Cheung is entitled to monthly Director's remuneration of HK\$30,000 which was determined on arm's length negotiation between the parties with reference to prevailing market conditions.

Save as disclosed above, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that ought to be brought to the attention of the Shareholders.



UNIVERSAL TECHNOLOGIES HOLDINGS LIMITED

環球實業科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1026)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Universal Technologies Holdings Limited (the “Company”) will be held at Units 601–608, 6/F, Harbour View Two, Phase Two, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on Friday, 30 May 2014 at 11 a.m.

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2013;
2. (a) To re-elect the following Directors:
 - (i) Mr. Chow Cheuk Lap
 - (ii) Mr. Chen Runqiang
 - (iii) Mr. Zhou Jianhui
 - (iv) Dr. Cheung Wai Bun, Charles, *J.P.*
- (b) To authorise the Board of Directors of the Company to fix the directors’ remuneration;
3. To re-appoint auditors and to authorise the Board to fix their remuneration;

As special business, to consider and if thought fit, pass the following:

4. **“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 deal with the new additional shares in the capital of the Company, and to make or grant offers, agreements and options which would or might require the exercise of such powers, 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 or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and its subsidiaries and/or other eligible persons of shares or rights to acquire shares of the Company or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date 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 earliest 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 any applicable law to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Company or by the Directors of the Company to the holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company 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 outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT**
- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;
 - (b) the aggregate nominal amount of the shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest 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 any applicable law to be held; and
 - (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. **“THAT** conditional upon Resolutions 4 and 5 being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution 5 shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution 4 above.”

By Order of the Board
Universal Technologies Holdings Limited
Chen Jinyang
Chairman

Hong Kong, 22 April 2014

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) The register of members of the Company will be closed from Tuesday, 27 May 2014 to Friday, 30 May 2014 (both days inclusive) to facilitate the processing of proxy voting. To be entitled to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Hong Kong Registrars Limited at Shop 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Monday, 26 May 2014.
- (2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- (3) In order to be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company’s branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183, Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (4) In case of joint registered holders of any share, 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 personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.