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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)

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the adjourned annual general meeting (the “**Adjourned AGM**”) of Universal Technologies Holdings Limited (the “**Company**”) will be held at Room A & B2, 11th Floor, Guangdong Investment Tower, No. 148 Connaught Road Central, Sheung Wan, Hong Kong on Thursday, 30 June 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions:

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 2015;
2. (a) To re-elect the following Directors:
 - (i) Mr. Zhou Jianhui
 - (ii) Ms. Zhang Haimei
 - (iii) Mr. Chao Pao Shu George
 - (iv) Ms. Zhu Fenglian
- (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;

- (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 unless this authority is renewed either conditionally or unconditionally at such meeting; 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.

“**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).”

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, 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 unless this authority is renewed either conditionally or unconditionally at such meeting; 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 Nos. 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 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 Directors pursuant to Resolution No. 4 above.”

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

Hong Kong, 30 May 2016

Notes:

- (1) The register of members of the Company will be closed from Monday, 27 June 2016 to Thursday, 30 June 2016 (both days inclusive) to facilitate the processing of proxy voting. To be entitled to attend and vote at the Adjourned AGM, 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, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 24 June 2016.
- (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) Capitalised terms in this notice shall have the same meanings as defined in the circular in respect of the Adjourned AGM to be dispatched to Shareholders together with this notice.
- (4) Since the Original Form of Proxy does not contain the Additional Resolution (i.e. Resolution 2(a)(iv) of this notice), the Revised Form of Proxy is enclosed with the circular of which this notice forms part.
- (5) A shareholder who has not yet lodged the Original Form of Proxy with the Company’s Hong Kong share registrar, Hong Kong Registrars Limited, is requested to lodge the Revised Form of Proxy if he or she wishes to appoint proxy(ies) to attend the Adjourned AGM on his or her behalf. In this case, the Original Form of Proxy should not be lodged with the Company’s Hong Kong share registrar.
- (6) A shareholder who has already lodged the Original Form of Proxy with the Company’s Hong Kong share registrar shall note that:
 - (i) If no Revised Form of Proxy is lodged with the Company’s Hong Kong share registrar, the Original Form of Proxy will be treated as a valid form of proxy lodged by the relevant shareholder if correctly completed. The proxy so appointed by the relevant shareholder will be entitled to vote at his or her

discretion or to abstain from voting on any resolution(s) properly put to the Adjourned AGM other than those referred to in the Original Notice of AGM and the Original Form of Proxy including the Additional Resolution.

- (ii) If the Revised Form of Proxy is lodged with the Company's Hong Kong share registrar not later than 48 hours before the time appointed for holding of the Adjourned AGM or any adjournment thereof (as the case may be) (the "**Latest Time for Lodging**"), the Revised Form of Proxy will revoke and supersede the Original Form of Proxy previously lodged by the relevant shareholder. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the relevant shareholder if correctly completed.
 - (iii) If the Revised Form of Proxy is lodged with the Company's Hong Kong share registrar after the Latest Time for Lodging, the Revised Form of Proxy will be deemed invalid. However, it will revoke the Original Form of Proxy previously lodged by the relevant shareholder. Shareholders are advised not to lodge the Revised Form of Proxy after the Latest Time for Lodging.
- (7) In order to be valid, Revised 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 Hong Kong branch share registrar and transfer office, 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.
 - (8) Completion and return of the Original Form of Proxy and/or the Revised Form of Proxy will not preclude members from attending and voting in person at the Adjourned AGM or any adjournment thereof (as the case may be) and in such event, the instrument appointing a proxy shall be deemed to be revoked.
 - (9) 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.
 - (10) As at the date hereof, the executive Directors are Mr. Chen Jinyang (Chairman), Mr. Chau Cheuk Wah (Chief Executive Officer), Mr. Zhou Jianhui and Ms. Zhu Fenglian; the non-executive Director is Ms. Zhang Haimei; and the independent non-executive Directors are Dr. Cheung Wai Bun, Charles, *J.P.*, Mr. David Tsoi and Mr. Chao Pao Shu George.