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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult 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**

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A notice convening an annual general meeting of Universal Technologies Holdings Limited to be held at Room A & B2, 11th Floor, Guangdong Investment Tower, No. 148 Connaught Road Central, Sheung Wan, Hong Kong, at 11:00 a.m. on Friday, 23 June 2017 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 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 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.

28 April 2017

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## DEFINITIONS

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*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 Room A & B2, 11th Floor, Guangdong Investment Tower, No.148 Connaught Road Central, Sheung Wan, Hong Kong, at 11:00 a.m. on Friday, 23 June 2017
“AGM Notice”	the notice of the AGM as set out on pages 15 to 18 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“close associate(s)”	having the meaning ascribed to it under the Listing Rules
“Company”	Universal Technologies Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed and traded on the Stock Exchange
“core connected person(s)”	having the meaning ascribed to it under the Listing Rules
“Director(s)”	the Director(s) of the Company
“Extended Issue Mandate”	as defined in the section headed “GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES” of the letter from the Board of this circular
“HK\$” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	as defined in the section headed “GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES” of the letter from the Board of this circular
“Latest Practicable Date”	21 April 2017, 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

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## DEFINITIONS

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“PRC”	The People’s Republic of China
“Repurchase Mandate”	as defined in the section headed “GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES” of the letter from the Board of this circular
“Resolution No. 4”	ordinary resolution no. 4 as set out in the AGM Notice
“Resolution No. 5”	ordinary resolution no. 5 as set out in the AGM Notice
“Resolution No. 6”	ordinary resolution no. 6 as set out in the AGM Notice
“RMB”	Renminbi, 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”	Hong Kong Code on Takeovers and Mergers
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Chen Jinyang (*Chairman*)  
Mr. Chau Cheuk Wah (*Chief Executive Officer*)  
Mr. Zhou Jianhui  
Ms. Zhu Fenglian

*Non-Executive Director:*

Ms. Zhang Haimei

*Independent Non-Executive Directors:*

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

*Registered Office:*

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

*Head Office and*

*Principal Place of Business:*  
Room A & B2, 11th Floor  
Guangdong Investment Tower  
No.148 Connaught Road Central  
Sheung Wan  
Hong Kong

28 April 2017

*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**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to be held at Room A & B2, 11th Floor, Guangdong Investment Tower, No. 148 Connaught Road Central, Sheung Wan, Hong Kong at 11:00 a.m. on Friday, 23 June 2017. 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.

**GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES**

At the last annual general meeting of the Company held on 30 June 2016, ordinary resolutions were passed granting to the Directors general mandates to repurchase Shares not exceeding 10% and to issue and allot new Shares not exceeding 20% of the issued share capital of the Company as at that date. These general mandates, to the extent not yet exercised; will both expire upon the conclusion of the AGM.

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## LETTER FROM THE BOARD

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The Directors consider that granting of general mandates for the Directors to issue new Shares and repurchase Shares will increase the flexibility of the Board in managing the Company's financial affairs and capital base and is in the interest of the Shareholders. Therefore, ordinary resolutions will be proposed at the AGM to refresh the general mandates as follows:

- (i) to grant to the Directors a general and unconditional mandate to issue and allot new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant ordinary resolution ("Issue Mandate");
- (ii) to grant to the Directors a general and unconditional mandate to repurchase issued Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant ordinary resolution ("Repurchase Mandate"); and
- (iii) conditional upon the passing of the ordinary resolutions to grant the Repurchase Mandate and the Issue Mandate, to extend the Share Issue Mandate by the addition thereto the number of Shares repurchased by the Company pursuant to the Repurchase Mandate (the "Extended Issue Mandate").

Full text of each of the relevant ordinary resolutions in relation to the general mandates described in (i), (ii) and (iii) above is set out as Resolutions Nos. 4, 5, and 6 respectively in the AGM Notice appearing on pages 15 to 18 of this circular.

With respect to the proposed Share Issue Mandate, on the assumption that there is no variation to the issued share capital of the Company during the period from the Latest Practicable Date up to and including the date of the passing of Resolution No. 4 approving the Share Issue Mandate at the AGM, the maximum number of Shares which may be issued and allotted by the Company pursuant to the Share Issue Mandate is 424,089,771 Shares, based on 2,120,448,858 Shares in issue as at the Latest Practicable Date and not taking into account any additional new Shares which may be issued and allotted pursuant to the extension of the Share Issue Mandate referred to in Resolution No. 6 set out in the AGM Notice.

With respect to the proposed Repurchase Mandate, the Directors wish to state that they have no immediate plans to repurchase any Shares. An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against Resolution No. 5 approving the Repurchase Mandate at the AGM is set out in Appendix I to this circular.

### **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.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

Under Article 87 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Mr. Chen Jinyang, Mr. Chau Cheuk Wah, Dr. Cheung Wai Bun, Charles *J.P.* and Mr. David Tsoi 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. All the resolutions as set out in the AGM Notice 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 AGM Notice and a form of proxy for use at the AGM are enclosed with this circular. 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 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 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;

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## LETTER FROM THE BOARD

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- (2) there are no other matters the omission of which would make any statement in this circular misleading; and
- (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 the Issue Mandate, the Repurchase Mandate, the Extended Issue Mandate and the re-election of Directors are in the interests of the Company and its shareholders. The Directors 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*



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## **APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

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*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 2,120,448,858 shares of HK\$0.01 each. Subject to the passing of 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 212,044,885 shares (being 10% of the Shares in issue) during the period from the date of passing of Resolution No. 5 as set out in the AGM Notice up to and until the earliest of (i) the conclusion of the next annual general meeting of the Company unless the mandate is renewed either conditionally or unconditionally at such meeting; and (ii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

#### **(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 its audited financial statements for the year ended 31 December 2016) 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 or gearing ratio of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

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## **APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

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### **(d) Source of Funds**

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Memorandum of Association of the Company (the “Memorandum”) and the Articles 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 redeemed 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 close associates (as defined in the Listing Rules) has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company. As at the Latest Practicable Date, no core 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 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 Association 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.

According to the register of interests required to be kept under Section 336 of the SFO, as at the Latest Practicable Date, the Directors are not aware of any such consequences which would arise under the Takeovers Code as a result of any exercise of the Repurchase Mandate. In the event that any exercise of the Repurchase Mandate

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## APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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would, to the knowledge of the Directors, result in any mandatory offer obligation on any shareholder or group of shareholders, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would trigger such obligation for anyone.

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:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2016</b>		
April	0.430	0.385
May	0.425	0.365
June	0.385	0.350
July	0.385	0.330
August	0.365	0.265
September	0.315	0.290
October	0.335	0.285
November	0.430	0.285
December	0.380	0.315
<b>2017</b>		
January	0.400	0.320
February	0.340	0.305
March	0.345	0.260
April (Up to Latest Practicable Date)	0.300	0.270

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## APPENDIX II    DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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*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 Director**

##### ***Mr. Chen Jinyang***

Mr. Chen, aged 46, is an Executive Director, the Chairman of the Board and an authorised representative of the Company. He has substantial experience and knowledge of banking industry and investment business in the PRC.

Mr. Chen is interested in share options 20,000,000 to subscribe for Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Chen is the director of the subsidiaries of the Company, including Universal Cyberworks International Ltd., LEADING INTERNATIONAL GROUP INC., Billion Champ Corporation Limited, International Payment Solutions (Hong Kong) Limited, Ease2Pay Limited, Universal Technologies (Hong Kong) Limited, Universal Technologies Investment Limited, Universal Property Holdings Limited, Universal Technologies Capital Holdings Limited, Universal Technologies Credit Limited. Mr. Chen is also the director and legal representative of Shenzhen Huanye Universal Technologies Limited and the Chairman of the Board, the director and legal representative of Qinghui Properties Limited, Dongguan Xinhongcheng Enterprise Management Company Limited and Ruijin Equity Investment Fund Management (Shenzhen) Company Limited.

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. Save as disclosed above, Mr. Chen does not hold any other position with the Company or any of its subsidiaries and Mr. Chen does not hold any other 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 as Executive Director and Chairman of the Board of the Company for a term of 2 years commencing from 18 December 2012 and 16 September 2013 respectively, subject to renewal by agreement for one or more consecutive terms of two years. His term of office is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. Chen is also appointed as an authorised representative of the Company commencing from 29 October 2015 and provided that he shall remain as an Executive Director of the Company throughout the term.

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 attention of the shareholders.

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## APPENDIX II    DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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### *Mr. Chau Cheuk Wah*

Mr. Chau, aged 62, is an Executive Director and the Chief Executive Officer of the Company. Mr. Chau has 38 years of experience in banking and finance in Hong Kong and China with various global financial institutes. Mr. Chau was graduated from The Chinese University of Hong Kong with a bachelor degree in Business Administration.

Mr. Chau is interested in share options to subscribe for 20,000,000 Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Chau is a brother of Mr. Chow Cheuk Lap, a former Executive Director and the former Compliance Officer of the Company.

In 1999, Mr. Chau, in his capacity of Independent Non-Executive Director of Wing Lee International Holdings Limited (stock code 899, now known as Asia Resources Holdings Limited), among other directors, was criticized by The Stock Exchange of Hong Kong Limited in relation to the failure to provide timely profit warning when knowingly the company could not meet the profit forecast report in the prospectus on the year after listing. The criticism did not involve fraud or dishonesty and there was no further action against Mr. Chau in relation to such subject matter.

Mr. Chau is the director and company secretary of the subsidiaries of the Company, including Universal Cyberworks International Ltd., LEADING INTERNATIONAL GROUP INC., Billion Champ Corporation Limited, International Payment Solutions (Hong Kong) Limited, Ease2Pay Limited, Universal Technologies (Hong Kong) Limited, Universal Technologies Investment Limited and Universal Property Holdings Limited, Universal Technologies Capital Holdings Limited, Universal Technologies Credit Limited. Mr. Chau is also the director of Qinghui Properties Limited, Dongguan Xinhongcheng Enterprise Management Company Limited and Ruijin Equity Investment Fund Management (Shenzhen) Company Limited.

Save as disclosed above, Mr. Chau 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. Save as disclosed above, Mr. Chau does not hold any other position with the Company or any of its subsidiaries and Mr. Chau does not hold any other relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Chau is entitled to a monthly director's remuneration of HK\$5,000 and a fixed salary of HK\$165,000 per month which was reviewed and approved by the Remuneration Committee taking into account the existing salary scale within the Company and prevailing market averages. Mr. Chau is appointed as Chief Executive Officer and Executive Director for a term of two years from 3 June 2013 and 16 September 2013 respectively, subject to renewal by agreement for one or more consecutive terms of two years. His term of office is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

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## APPENDIX II    DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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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 attention of the shareholders.

### **Independent Non-Executive Director**

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

Dr. Cheung, aged 80, is an Independent Non-Executive Director, the Chairman of Remuneration Committee and a member of Audit Committee and Nomination Committee of the Company. He 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. He was formerly Independent Non-Executive Director and the Chairman of Audit Committees of Shanghai Electric Group Company Limited (stock code: 2727) and was formerly an Independent Non- Executive Director, the Chairman and subsequently the Joint Chairman of the Board of Grand T G Gold Holdings Limited (stock code: 8299). Dr. Cheung was also formerly Independent Non-Executive Director and the Director General of Audit Committee of China Resources Bank of Zhuhai Co. Ltd. Dr. Cheung is currently (i) an Independent Non-Executive Director and the Chairman of Audit Committee of Pioneer Global Group Limited (stock code: 224) and Modern Dental Group Limited (stock code: 3600); (ii) an Independent Non-Executive Director, and the Chairman of Nomination Committee and Audit Committee of China Financial International Investments Limited (stock code: 721); (iii) an Non-Executive Director of Galaxy Entertainment Group Limited (stock code: 027); and (iv) an independent Non-Executive Director and Chairman of Remuneration Committee of Jiayuan International Group Limited (stock code: 2768), all of which are companies listed on the Main Board of the Stock Exchange. Dr. Cheung is an Independent Non-Executive Director and the Chairman of Nomination Committee of Yin He Holdings Limited (formerly named “Zebra Strategic Holdings Limited”) (stock code: 8260) listed on GEM board. He is also a Council Member of the Hong Kong Institute of Directors. He was a former visiting professor of School of Business of Nanjing University, China. He is a member of Hospital Governing Committee of both Kowloon Hospital and Hong Kong Eye Hospital and a member of Regional Advisory Committee of Hospital Authority. He was a former director and advisor of the Tung Wah Group of Hospitals. Dr. Cheung was formerly a 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. Save as disclosed above, Dr. Cheung does not hold any other position with the

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## APPENDIX II    DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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Company or any of its subsidiaries and 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, subject to renewal by agreement for one or more consecutive terms of two years. His term of office is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. 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.

### ***Mr. David Tsoi***

Mr. Tsoi, aged 69, is an Independent Non-Executive Director, Chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company. Mr. Tsoi is the managing director of Allcott, Tsoi CPA Limited. Mr. Tsoi obtained a master's degree in business administration from the University of East Asia, Macau (currently known as University of Macau) in 1986. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Taxation Institute of Hong Kong, the Institute of Chartered Accountants of England and Wales, the Society of Chinese Accountants and Auditors and the CPA Australia, respectively, and a member of the Chartered Professional Accountants of British Columbia, Canada.

Mr. Tsoi was formerly an Independent Non-Executive Director of CRRC Corporation Limited (formerly known as CSR Corporation Limited) (stock code: 1766). Mr. Tsoi is currently (i) an Independent Non-Executive Director, Chairman of Audit Committee and Remuneration Committee of MelcoLot Limited (stock code: 8198);(ii) an Independent Non-Executive Director and Chairman of Audit Committee of Enviro Energy International Holdings Limited (stock code: 1102); (iii) an Independent Non-Executive Director of Guru Online (Holdings) Limited (stock code: 8121); (iv) an Independent Non-Executive Director and Chairman of Audit Committee of VPower Group International Holdings Limited (stock code: 1608); and (v) an Independent Non-Executive Director and the Chairman of Audit Committee, Nomination Committee and Corporate Governance Committee of Anxin-China Holdings Limited (stock code: 1149), respectively, the shares of which are all listed on the Hong Kong Stock Exchange.

Save as disclosed above, Mr. Tsoi 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. Save as disclosed above, Mr. Tsoi does not hold any other position with the Company or any of its subsidiaries and Mr. Tsoi does not have any relationship with any

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## **APPENDIX II    DETAILS OF THE DIRECTORS TO BE RE-ELECTED**

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other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Tsoi has no interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Tsoi is entitled to a monthly Director's remuneration of HK\$20,000 and a discretionary bonus which was determined on arm's length negotiation between the parties with reference to prevailing market conditions. Mr. Tsoi was appointed for an initial term of 2 years on 3 June 2013, and subsequently extended for consecutive two-year periods, and shall continue thereafter subject to renewal and retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

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.



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NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting 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 Friday, 23 June 2017 at 11:00 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 2016;
2. (a) To re-elect the following Directors:
  - (i) Mr. Chen Jinyang
  - (ii) Mr. Chau Cheuk Wah
  - (iii) Dr. Cheung Wai Bun, Charles. *J.P.*
  - (iv) Mr. David Tsoi
- (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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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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, 28 April 2017

*Notes:*

- (1) The register of members of the Company will be closed from Tuesday, 20 June 2017 to Friday, 23 June 2017 (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, Wan Chai, Hong Kong not later than 4: 30 p.m. on Monday, 19 June 2017.
- (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.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 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.
- (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.