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.

The Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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 ADJOURNED ANNUAL GENERAL MEETING

A notice convening the Adjourned AGM 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 Thursday, 30 June 2016 is set forth on pages 17 to 21 of this circular. Whether or not you are able to attend the Adjourned AGM in person, please complete and return the accompanying Revised 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 Adjourned AGM or any adjournment thereof.

Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the Adjourned AGM or any adjournment thereof should you so wish.

30 May 2016

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

"Additional Resolution"	ordinary resolution numbered 2(a)(iv) newly added to the Adjourned AGM Notice (which was not included in the Original AGM Notice) and the Revised Form of Proxy (which was not included in the Original Form of Proxy) regarding the re-election of Ms. Zhu Fenglian at the Adjourned AGM
"Adjourned AGM"	the adjourned 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 Thursday, 30 June 2016
"Adjourned AGM Circular" or "this circular"	this circular in respect of the Issue Mandate, the Repurchase Mandate, the Extended Issue Mandate and the re-election of the retiring Directors to be proposed at the Adjourned AGM
"Adjourned AGM Notice"	the notice of the Adjourned AGM as set out on pages 17 to 21 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"	to extend the Issue Mandate by the addition thereto the number of Shares repurchased by the Company pursuant to the Repurchase Mandate, as proposed under Resolution No. 6 at the Adjourned AGM and 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"	the general mandate proposed to be granted to the Directors 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 passing of Resolution No. 4 at the Adjourned AGM, 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"	24 May 2016, 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
"Ms. Zhu"	Ms. Zhu Fenglian, an executive Director appointed by the Board on 19 May 2016 subsequent to the publication of the Original AGM Notice and the dispatch of the Original AGM Circular and the Original Form of Proxy
"Original AGM"	the annual general meeting of the Company which was originally scheduled to be held on Friday, 27 May 2016 at 11:00 a.m. but was postponed as disclosed in the Postponement Announcement
"Original AGM Circular"	the circular of the Company dated 22 April 2016 in relation to, among other things, the Original AGM of the Company
"Original AGM Notice"	the notice convening the Original AGM which was set out on pages 13 to 16 of the Original AGM Circular
"Original Form of Proxy"	the form of proxy enclosed in the Original AGM Circular
"Postponement Announcement"	the announcement of the Company dated 24 May 2016 in relation to the postponement of the Original AGM
"PRC"	The People's Republic of China
"Repurchase Mandate"	the general mandate proposed to be granted to the Directors 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 passing of Resolution No. 5 at the Adjourned AGM, 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 numbered 4 as set out in the Adjourned AGM Notice regarding the Issue Mandate

"Resolution No. 5"	ordinary resolution numbered 5 as set out in the Adjourned AGM Notice regarding the Repurchase Mandate
"Resolution No. 6"	ordinary resolution numbered 6 as set out in the Adjourned AGM Notice regarding the Extended Issue Mandate
"Revised Form of Proxy"	the form of proxy for use at the Adjourned AGM enclosed in this circular
"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

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

30 May 2016

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

Reference is made to the Original AGM Notice and the Original AGM Circular both dated 22 April 2016.

The Original AGM was originally scheduled to be held at Room A & B2, 11th Floor, Guangdong Investment Tower, No. 148 Connaught Road Central, Sheung Wan, Hong Kong on Friday, 27 May 2016 at 11:00 a.m..

As disclosed in the Postponement Announcement, subsequent to the publication of the Original AGM Notice and the dispatch of the Original AGM Circular and the Original Form of Proxy, on 19 May 2016, the Board appointed Ms. Zhu as an executive Director with immediate effect on 19 May 2016. Pursuant to Article 86(3) of the Articles, Ms. Zhu shall hold office only until the upcoming annual general meeting of the Company and shall then be eligible for re-election.

As the agenda of the Original AGM did not include any resolution regarding Ms. Zhu's re-election, as a matter of good corporate governance practice, the Board considers that it is desirable for the Company to postpone the Original AGM and to convene the Adjourned AGM at the same venue on Thursday, 30 June 2016 at the same time (i.e. 11:00 a.m.) to enable the inclusion of the Additional Resolution regarding Ms. Zhu's re-election.

As disclosed in the Postponement Announcement, the Board further proposed to issue a whole new set of the Adjourned AGM Notice, the Adjourned AGM Circular and the Revised Form of Proxy. The Board considers that the postponement of the Original AGM and the re-issue of a whole new set of the Adjourned AGM Notice, the Adjourned AGM Circular and the Revised Form of Proxy will (i) provide biographical details of Ms. Zhu to enable Shareholders to make an informed decision regarding the Additional Resolution; (ii) allow additional time for Shareholders to consider the Additional Resolution before the holding of the upcoming annual general meeting; and (iii) set out clear guidance to Shareholders as to the treatment of any Original Forms of Proxy already lodged and the lodging of the Revised Form of Proxy.

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Adjourned AGM including (i) the Issue Mandate, the Repurchase Mandate and the Extended Issue Mandate; and (ii) the re-election of Directors including Ms. Zhu.

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 30 June 2015, 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 Adjourned AGM.

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 Adjourned 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 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 Adjourned AGM Notice appearing on pages 17 to 21 of this circular.

With respect to the proposed 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 Issue Mandate at the Adjourned AGM, the maximum number of Shares which may be issued and allotted by the Company pursuant to the 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 Issue Mandate referred to in Resolution No. 6 set out in the Adjourned 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 Adjourned AGM is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

As stated in the Original AGM Circular, Ms. Zhang Haimei was appointed by the Board as a non-executive Director on 23 December 2015. Pursuant to Article 86(3) of the Articles, Ms. Zhang Haimei shall hold office until the conclusion of the Adjourned AGM and is eligible for re-election at the Adjourned AGM.

As explained above in this circular, subsequent to the publication of the Original AGM Notice and the dispatch of the Original AGM Circular and the Original Form of Proxy, on 19 May 2016, the Board appointed Ms. Zhu as an executive Director with immediate effect on 19 May 2016. Pursuant to Article 86(3) of the Articles, Ms. Zhu shall hold office only until the upcoming annual general meeting of the Company and shall then be eligible for re-election.

Article 87(1) of the Articles states that: *"Notwithstanding any other provisions in the Articles, 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 greater than one-third) shall retire from office by rotation provided that every Director shall be subject to*

retirement at an annual general meeting at least once every three years." Accordingly, Mr. Zhou Jianhui and Mr. Chao Pao Shu George shall retire as Directors by rotation, and being eligible, will offer themselves for re-election at the Adjourned AGM.

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

ADJOURNED AGM

The Adjourned AGM Notice convening the Adjourned AGM is set out in pages 17 to 21 of this circular.

Under Rule 13.39(4) of the Listing Rules, 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. Accordingly, all the resolutions as set out in the Adjourned 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.

In order to be valid, the Revised Form of Proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of authority, not less than 48 hours before the time appointed for holding the Adjourned AGM or any adjournment thereof (as the case may be). The completion and return of the Revised Form of Proxy will not preclude any Shareholder from attending and voting at the Adjourned AGM if so wished and in such event, the instrument appointing a proxy shall be deemed to be revoked.

IMPORTANT NOTICE TO SHAREHOLDERS WHO HAVE NOT YET LODGED THE ORIGINAL FORM OF PROXY:

The Revised Form of Proxy enclosed herewith shall supersede the Original Form of Proxy.

A Shareholder who has not yet lodged the Original Form of Proxy with 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 Hong Kong Registrars Limited.

IMPORTANT NOTICE TO SHAREHOLDERS WHO HAVE ALREADY LODGED THE ORIGINAL FORM OF PROXY BUT DO NOT SUBSEQUENTLY LODGE THE REVISED FORM OF PROXY:

A Shareholder who has already lodged the Original Form of Proxy with Hong Kong Registrars Limited shall note that if he or she does not subsequently lodge the Revised Form of Proxy with Hong Kong Registrars Limited, then:

(i) The Original Form of Proxy will be treated as a valid form of proxy lodged by the relevant Shareholder if correctly completed.

(ii) The proxy appointed by the relevant Shareholder under the Original Form of Proxy 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 AGM Notice and the Original Form of Proxy, including the Additional Resolution.

IMPORTANT NOTICE TO SHAREHOLDERS WHO HAVE ALREADY LODGED THE ORIGINAL FORM OF PROXY AND SUBSEQUENTLY LODGE THE REVISED FORM OF PROXY:

A Shareholder who has already lodged the Original Form of Proxy with Hong Kong Registrars Limited shall note that if he or she subsequently lodges the Revised Form of Proxy with Hong Kong Registrars Limited, then:

(i) If the Revised Form of Proxy is lodged with Hong Kong Registrars Limited 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.

(ii) If the Revised Form of Proxy is lodged with Hong Kong Registrars Limited 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.

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

(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 (including Ms. Zhu) are in the interests of the Company and its shareholders. The Directors recommend you to vote in favour of the relevant resolutions at the Adjourned 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 2,120,448,858 shares of HK$0.01 each. Subject to the passing of Resolution No. 5 set out in the notice of Adjourned AGM and on the basis that no further Shares are issued nor repurchased prior to the Adjourned 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 Adjourned 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 2015) 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.

(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

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:

	Highest	**Lowest**
	HK$	*HK$*
2015		
May	1.170	0.890
June	1.280	0.800
July	0.900	0.400
August	0.680	0.495
September	0.620	0.530
October	0.650	0.530
November	0.700	0.560
December	0.680	0.580
2016		
January	0.660	0.460
February	0.470	0.375
March	0.450	0.380
April	0.430	0.385
May (Up to the Latest Practicable Date)	0.425	0.370

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

BIOGRAPHICAL INFORMATION

Executive Director

Mr. Zhou Jianhui

Mr. Zhou, aged 51, is an Executive Director. He has substantial experience and knowledge of financial management and investment business in the PRC. He was previously a senior advisor of the Company and joined the Group as a Vice President.

As at the Latest Practicable Date, based on the Disclosure of Interest filings of Mr. Zhou, he is deemed in 26,000,000 shares and underlying shares within the meaning of Part XV of the SFO including (a) a personal interest in 6,000,000 Shares; and (b) share options to subscribe for 20,000,000 underlying shares of the Company. Save as disclosed above, Mr. Zhou has no interests in the securities of the Company within the meaning of the Part XV of the SFO.

Save as disclosed above, Mr. Zhou did not hold any other directorship in the last three years in any other public listed companies. He 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 to be determined by the Board, which were determined on arm's length negotiation between the parties with reference to prevailing market conditions. Mr. Zhou was appointed for a term of 2 years from 18 December 2012, 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.

Ms. Zhu Fenglian

Ms. Zhu, aged 52, is an Executive Director. She graduated from the Department of Chinese of, Sun Yat-Sen University, China in 1985 with a Bachelor's degree. She has extensive experience in corporate management. She was formerly the chairperson of Guangdong Boxin Investment Holdings Limited* (廣東博信投資控股股份有限公司) ("**Boxin**", the shares of which are listed on the Shanghai Stock Exchange with stock code: 600083) from March 2010 to April 2016. She is currently (i) a director of Guangdong Golden Dragon Development Inc.* (廣東錦龍發展股份有限公司) ("**GD**", the shares of which are listed on the Shenzhen Stock Exchange with stock code: 000712); (ii) the

chairperson of Dongguan New Century School* (東莞市新世紀英才學校); (iii) a director and the general manager of Qinghui Properties Limited* (東莞市擎珲置業有限公司) ("**Qinghui**"), a 49%-owned subsidiary of the Company; (iv) a director of Qingyuan Water Supply Development Company Limited* (清遠市供水拓展有限責任公司), a wholly-owned subsidiary of Qinghui; (v) a director of Dongguan Hongshun Shiye Development Company Limited (東莞市弘舜實業發展有限公司) which is a shareholder with 51% interest in Qinghui; and (vi) a director of the following companies, namely, Dongguan Jinshun Real Estate Investment Limited* (東莞市金舜房地產投資有限公司), Dongguan Jincheng Real Estate Investment Limited* (東莞市錦城房地產投資有限公司), Dongguan Yuhe Shiye Limited* (東莞市裕和實業有限公司), Dongguan Securities Limited* (東莞證券股份有限公司), Zhongshan Securities Co., Ltd.* (中山證券有限責任公司), Hooray Securities Limited, Hooray Capital Limited and Hooray Asset Management Limited.

Ms. Zhu and her spouse, Mr. Yang Zhimao ("**Mr. Yang**", and together with Ms. Zhu, collectively the "**Yangs**") are the substantial shareholders of the Company. Mr. Yang and Ever City Industrial Development Limited ("**Ever City**") are deemed to be interested in 520,380,000 shares of the Company, representing 24.54% of the total issued share capital of the Company, which comprises (a) 320,380,000 shares directly held by Ever City; and (b) 200,000,000 shares held by Eastcorp International Limited ("**Eastcorp**"). Ever City is beneficially owned as to 80% and 20% by Mr. Yang and Ms. Zhu, respectively. Therefore, Ever City is deemed to be a controlled corporation of Mr. Yang. Eastcorp is wholly and beneficially owned by Ever City. Therefore, Eastcorp is deemed to be a controlled corporation of Ever City and Mr. Yang.

Save as disclosed above, (1) Ms. Zhu did not hold any other directorship in any other public companies, the securities of which are listed in Hong Kong or overseas in the last three years; (2) Ms. Zhu does not hold any other position with the Company or any of its subsidiaries; (3) Ms. Zhu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (4) as at the Latest Practicable Date, Ms. Zhu has no interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

According to the service contract entered into between Ms. Zhu and the Company, Ms. Zhu is entitled to receive a director's fee of HK$5,000 and director's salary of HK$120,000 per month, and a discretionary bonus to be determined by the Board, which were determined after arm's length negotiation between the parties with reference to the prevailing market conditions. Ms. Zhu was appointed for a term of 2 years from 19 May 2016, 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.

Non-Executive Director

Ms. Zhang Haimei

Ms. Zhang, aged 48, is a Non-Executive Director. Ms. Zhang is experienced in financial management. Ms. Zhang obtained a diploma in accounting and possesses the qualification of junior level accounting in the PRC.

Ms. Zhang is currently (i) a director of Qingyuan Water Supply Development Co. Ltd., a subsidiary of the Company; (ii) a director and the financial controller of GD whose shares are listed on the Shenzhen Stock Exchange with stock code: 000712; and (iii) a member of the supervision committee of Dongguan Securities Limited, a 40% owned associate of GD. Ms. Zhang joined GD in 2003 and has served in various positions in GD including the assistant to Chief Executive Officer of GD and the former manager in the finance department of GD. The Yangs (substantial shareholders of the Company), through corporation(s) controlled by them, are the ultimate beneficial owners of a controlling equity interest in GD.

Save as disclosed above, Ms. Zhang did not hold any other directorship in the last three years in any other public listed companies. She does not hold any other position with the Company or any of its subsidiaries. Save as disclosed above, Ms. Zhang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Ms. Zhang has no interest in the securities of the Company within the meaning of Part XV of the SFO.

Ms. Zhang is entitled to monthly director's remuneration of HK$25,000, and a discretionary bonus to be determined by the Board, which were determined after arm's length negotiation between the parties with reference to the prevailing market conditions. Ms. Zhang was appointed for a term of 2 years commencing from 23 December 2015, 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 Rules 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.

Independent Non-Executive Director

Mr. Chao Pao Shu George

Mr. Chao, aged 69, was appointed as an Independent Non-Executive Director, a member of Audit Committee, Nomination Committee and Remuneration Committee of the Group on 16 September 2013, and further appointed as Chairman of Nomination Committee of the Group on 13 January 2016. Mr. Chao started his career as an air traffic controller in Civil Aviation Department and was graduated in the College of Air Traffic Control in UK. Having progressed in the job, he was promoted to the post of Air Traffic General Manager and was also awarded the honorary position of J.P. As a part time job, Mr. Chao joined the then Royal Hong Kong Auxiliary Air Force (which was known as

Hong Kong Government Flying Services after 1997). He became a pilot and air traffic controller in the force in the rank of the Squadron Leader and took charge of the whole auxiliary unit after 1997 until retirement.

His association with Civil Aviation Administration of China (CAAC) in China started as early as 1970's through bi-lateral meetings (being fluent in Mandarin) and the good working relationship was maintained throughout the years. Mr. Chao was recommended by CAAC to take a position of a Chairmanship in the Asia Pacific United Nation Aviation International Civil Aviation Organisation (ICAO) Meeting and his report still can be seen in the Google under his name. Prior to his retirement, CAAC offered Mr. Chao the job as a consultant of CAAC Peking and he took up the job until now. Presently Mr. Chao is also working as an Air Traffic Control Specialist in Middle South Region of CAAC. Other than the above, Mr. Chao had been the Executive Vice President Asia Pacific Region for the International Federation of Air Traffic Control Association for two terms. He had been the President of the Hong Kong Airport Managers Association for three years.

Save as disclosed above, Mr. Chao did not hold any other directorship in the last three years in any other public listed companies. He does not hold any other position with the Company or any of its subsidiaries. Mr. Chao does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Chao has no interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Chao is entitled to a monthly Director's remuneration of HK$20,000, and a discretionary bonus to be determined by the Board, which were determined on arm's length negotiation between the parties with reference to the prevailing market conditions. Mr. Chao was appointed for a term of 2 years from 16 September 2013, 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.

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.