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New Universe International Group Limited

新宇國際實業(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8068)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of New Universe International Group Limited (the “Company”) will be held at Rooms 2110-2112, Telford House, 16 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 8 October 2007 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the sale and purchase agreement dated 23 August 2007 entered into among New Universe Environmental Protection Group Limited (“NUEPGL”) as vendor, the Company as purchaser and Mr. XI Yu as guarantor of NUEPGL in relation to the sale and purchase of 4,000,000 shares of US\$1.00 each in the capital of New Universe Environmental Protection Investment Limited for a consideration of HK\$59,458,000 to be satisfied by the issue and allotment of 265,568,421 shares of HK\$0.01 each in the capital of the Company and HK\$9,000,000 cash (the “Environment S&P Agreement A”) (a copy of which is marked “A” and produced to the meeting and signed by the Chairman for identification purpose) be and is hereby ratified, confirmed and approved and the directors of the Company be and are hereby authorised to take such actions as are necessary to give effect to the transactions contemplated under the Environmental S&P Agreement A; and
- (b) the issue and allotment of 265,568,421 shares of HK\$0.01 each in the capital of the Company credited as fully paid at HK\$0.19 each share in partial satisfaction of the consideration payable under the Environmental S&P Agreement A be and is hereby approved.”

2. **“THAT:**

- (a) the sale and purchase agreement dated 23 August 2007 entered into between Mr. SUN Jia Qing as vendor, the Company as purchaser in relation to the sale and purchase of 700,000 shares of HK\$1.00 each in the capital of New Universe Environmental Technologies (Jiang Su) Limited for a consideration of HK\$6,713,000

to be satisfied by the issue and allotment of 35,331,578 shares of HK\$0.01 each in the capital of the Company (the “Environment S&P Agreement B”) (a copy of which is marked “B” and produced to the meeting and signed by the Chairman for identification purpose) be and is hereby ratified, confirmed and approved and the directors of the Company be and are hereby authorised to take such actions as are necessary to give effect to the transactions contemplated under the Environmental S&P Agreement B; and

- (b) the issue and allotment of 35,331,578 shares of HK\$0.01 each in the capital of the Company credited as fully paid at HK\$0.19 each share in satisfaction of the consideration payable under the Environmental S&P Agreement B be and is hereby approved.”

3. **“THAT:**

- (a) the sale and purchase agreement dated 23 August 2007 entered into between Mr. YIN Yong Xiang as vendor, the Company as purchaser in relation to the sale and purchase of 700,000 shares of HK\$1.00 each in the capital of New Universe Environmental Technologies (Jiang Su) Limited for a consideration of HK\$6,713,000 to be satisfied by the issue and allotment of 35,331,578 shares of HK\$0.01 each in the capital of the Company (the “Environment S&P Agreement C”) (a copy of which is marked “C” and produced to the meeting and signed by the Chairman for identification purpose) be and is hereby ratified, confirmed and approved and the directors of the Company be and are hereby authorised to take such actions as are necessary to give effect to the transactions contemplated under the Environmental S&P Agreement C; and
- (b) the issue and allotment of 35,331,578 shares of HK\$0.01 each in the capital of the Company credited as fully paid at HK\$0.19 each share in satisfaction of the consideration payable under the Environmental S&P Agreement C be and is hereby approved.”

4. **“THAT:**

- (a) the sale and purchase agreement dated 23 August 2007 entered into between Mr. LIU Lai Gen as vendor, the Company as purchaser in relation to the sale and purchase of 600,000 shares of HK\$1.00 each in the capital of New Universe Environmental Technologies (Jiang Su) Limited for a consideration of HK\$5,754,000 to be satisfied by the issue and allotment of 30,284,210 shares of HK\$0.01 each in the capital of the Company (the “Environment S&P Agreement D”) (a copy of which is marked “D” and produced to the meeting and signed by the Chairman for identification purpose) be and is hereby ratified, confirmed and approved and the directors of the Company be and are hereby authorised to take such actions as are necessary to give effect to the transactions contemplated under the Environmental S&P Agreement D; and
- (b) the issue and allotment of 30,284,210 shares of HK\$0.01 each in the capital of the Company credited as fully paid at HK\$0.19 each share in partial satisfaction of the consideration payable under the Environmental S&P Agreement D be and is hereby approved.”

5. **“THAT:**

- (a) the sale and purchase agreement dated 23 August 2007 entered into among New Universe Enterprises Limited (“NUEL”) as vendor, the Company as purchaser and Mr. XI Yu as guarantor of NUEL in relation to (i) the sale and purchase of 1,800,000 shares of US\$1.00 each in the capital of New Universe (China) Investment Limited for a consideration of HK\$56,862,220 to be satisfied by the issue and allotment of 267,695,894 shares of HK\$0.01 each in the capital of the Company and HK\$6,000,000 cash; and (ii) the acquisition of a loan in the amount of HK\$51,216,430 for a consideration of HK\$1.00 (the “Dyeing S&P Agreement”) (a copy of which is marked “E” and produced to the meeting and signed by the Chairman for identification purpose) be and is hereby ratified, confirmed and approved and the directors of the Company be and are hereby authorised to take such actions as are necessary to give effect to the transactions contemplated under the Dyeing S&P Agreement; and
- (b) the issue and allotment of 267,695,894 shares of HK\$0.01 each in the capital of the Company credited as fully paid at HK\$0.19 each share in partial satisfaction of the consideration payable under the Dyeing S&P Agreement be and is hereby approved.”

6. **“THAT** the equity interest transfer agreement dated 23 August 2007 entered into between Smartech Manufacturing Limited (“SML”) as the vendor and Sky Sight International Limited as the purchaser in relation to the transfer of the entire equity interest in Dongguan Smartech Tooling & Plastics Limited (“Dongguan Smartech”) for a consideration of equivalent to the unaudited net asset value of Dongguan Smartech as at 30 June 2007 of HK\$32,426,853 less the trade receivables due to Dongguan Smartech from SML of HK\$8,265,250 (the “Purchase Price”) adjusted by the difference between (i) the Purchase Price; and (ii) the unaudited net asset value of Dongguan Smartech as at the end of the month immediately before the month during with the extraordinary general meeting of the Company to be convened pursuant to this notice is held (the “Reference Date”) less trade receivables due from SML to Dongguan Smartech as at the Reference Date, provided that adjustment on a dollar to dollar basis (whether it is upward or downward) shall not exceed 10% of the Purchase Price (a copy of which is marked “F” and produced to the meeting and signed by the Chairman for identification purpose) be and is hereby ratified, confirmed and approved and the directors of the Company be and are hereby authorised to take such actions as are necessary to give effect to the transactions contemplated under the Disposal Agreement.”

By order of the Board
HON Wa Fai, Kenneth
Company Secretary

Hong Kong, 21 September 2007

Registered office:

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

Head office and principal place of business in Hong Kong:

Rooms 2110-2112
Telford House
16 Wang Hoi Road
Kowloon Bay
Kowloon
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxies to attend and to vote on a poll in his stead. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a shareholder of the Company.
2. Where there are 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.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company's branch registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchi, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish.
5. Pursuant to article 66 of the Articles of Association of the Company, a poll may be declared in relation to any resolution put to the vote of the meeting before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll:
 - (a) by the chairman of the meeting; or
 - (b) by at least three shareholders present in person or in the case of a shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or

- (c) by a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a shareholder or shareholders present in person or in the case of a shareholder being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or
- (e) if required by the rules of the Stock Exchange, by any director or directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at the meeting.

6. All resolutions in the above meeting will be conducted by way of poll.

As at the date of this announcement, the board of the Company comprises Mr. XI Yu, Ms. CHEUNG Siu Ling and Mr. HON Wa Fai as executive directors; Mr. SUEN Ki as non-executive director; and Dr. CHAN Yan Cheong, Mr. YUEN Kim Hung, Michael and Mr. HO Yau Hong, Alfred as independent non-executive directors.

This announcement, for which the directors of the Company (“Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading; and*
- (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

This announcement will appear and remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting.