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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)**

### **RESULTS OF EXTRAORDINARY GENERAL MEETING**

#### **Financial adviser to the Company**



博大資本國際有限公司

Partners Capital International Limited

The Board announces that, at the EGM held on 8 October 2007, the resolutions relating to the approval of the Environmental Acquisitions, the Dyeing Acquisition and the Disposal and the transactions contemplated thereunder were duly passed by the Independent Shareholders by way of poll.

Reference is made to the announcement of the Company dated 31 August 2007 (the “Announcement”) and the circular of the Company dated 21 September 2007 (the “Circular”) despatched by the Company. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Announcement and the Circular.

#### **RESULTS OF EGM**

The Board announces that, at the EGM held on 8 October 2007, the resolutions relating to the approval of the Environmental Acquisitions, the Dyeing Acquisition and the Disposal and the transactions contemplated thereunder were duly passed by the Independent Shareholders by way of poll. The voting results of the poll taken at the EGM in respect of the resolutions are set out in the following table:

Ordinary resolution (Notes)	Number of Shares represented by votes cast and percentage of total number of Shares represented by votes cast		Total number of votes cast
	For	Against	
1. Resolution No. 1(a): To ratify, confirm and approve the Environment S&P Agreement A dated 23 August 2007 entered into among New Universe Environmental Protection Group Limited as vendor, the Company as purchaser and Mr. XI Yu as guarantor of vendor, and to authorize the Directors of the Company to take such necessary actions to effect the transactions as contemplated thereunder	120,721,616 (100%)	Nil (0%)	120,721,616 (100%)
2. Resolution No. 1(b): To approve the issue and allotment of 265,568,421 shares of the Company in partial satisfaction of the consideration payable under the Environmental S&P Agreement A	120,721,616 (100%)	Nil (0%)	120,721,616 (100%)
3. Resolution No. 2(a): To ratify, confirm and approve the Environment S&P Agreement B dated 23 August 2007 entered into between Mr. SUN Jia Qing as vendor, the Company as purchaser, and to authorize the Directors of the Company to take such necessary actions to effect the transactions as contemplated thereunder	120,721,616 (100%)	Nil (0%)	120,721,616 (100%)
4. Resolution No. 2(b): To approve the issue and allotment of 35,331,578 shares of the Company in satisfaction of the consideration payable under the Environmental S&P Agreement B	120,721,616 (100%)	Nil (0%)	120,721,616 (100%)
5. Resolution No. 3(a): To ratify, confirm and approve the Environment S&P Agreement C dated 23 August 2007 entered into between Mr. YIN Yong Xiang as vendor, the Company as purchaser, and to authorize the Directors of the Company to take such necessary actions to effect the transactions as contemplated thereunder	120,721,616 (100%)	Nil (0%)	120,721,616 (100%)
6. Resolution No. 3(b): To approve the issue and allotment of 35,331,578 shares of the Company in satisfaction of the consideration payable under the Environmental S&P Agreement C	120,721,616 (100%)	Nil (0%)	120,721,616 (100%)

Ordinary resolution (Notes)	Number of Shares represented by votes cast and percentage of total number of Shares represented by votes cast		Total number of votes cast
	For	Against	
7. Resolution No. 4(a): To ratify, confirm and approve the Environment S&P Agreement D dated 23 August 2007 entered into between Mr. LIU Lai Gen as vendor, the Company as purchaser, and to authorize the Directors of the Company to take such necessary actions to effect the transactions as contemplated thereunder	120,721,616 (100%)	Nil (0%)	120,721,616 (100%)
8. Resolution No. 4(b): To approve the issue and allotment of 30,284,210 shares of the Company in satisfaction of the consideration payable under the Environmental S&P Agreement D	120,721,616 (100%)	Nil (0%)	120,721,616 (100%)
9. Resolution No. 5(a): To ratify, confirm and approve the Dyeing S&P Agreement dated 23 August 2007 entered into among New Universe Enterprises Limited as vendor, the Company as purchaser and Mr. XI Yu as guarantor of vendor in relation to (i) the sale and purchase of the entire issued share capital of New Universe (China) Investment Limited; and (ii) the acquisition of a loan due by New Universe (China) Investment Limited to New Universe Enterprises Limited in the amount of HK\$51,216,430, and to authorize the Directors of the Company to take such necessary actions to effect the transactions as contemplated thereunder	120,721,616 (100%)	Nil (0%)	120,721,616 (100%)
10. Resolution No. 5(b): To approve the issue and allotment of 267,695,894 shares of the Company in partial satisfaction of the consideration payable under the Dyeing S&P Agreement	120,721,616 (100%)	Nil (0%)	120,721,616 (100%)
11. Resolution No. 6: To ratify, confirm and approve the Disposal Agreement dated 23 August 2007 entered into between Smartech Manufacturing Limited as the vendor and Sky Sight International Limited as the purchaser in relation to the transfer of the entire equity interest in Dongguan Smartech and to authorize the Directors of the Company to take such necessary actions to effect the transactions as contemplated thereunder	120,721,616 (100%)	Nil (0%)	120,721,616 (100%)

Notes:

1. The full text of the ordinary resolutions proposed at the EGM was set out in the notice of the EGM dated 21 September 2007, a copy of which is set out in the Circular.
2. As at the date of this announcement, the Company has an aggregate of 1,191,680,000 Shares in issue. Shareholders who are interested or involved in the Environmental Acquisitions, the Dyeing Acquisition and the Disposal, being NUEL together with Mr. XI and their associates, interested in an aggregate of 816,384,800 Shares, representing approximately 68.51% of the existing issued share capital of the Company, have abstained from voting on the Resolutions No. 1 to No. 6.
3. The total number of issued Shares entitling the holders to attend and vote for or against the Resolutions No. 1 to No. 6 at the EGM was 375,295,200 Shares, representing approximately 31.49% of the existing issued share capital of the Company. There is no Share entitling the holder to attend and vote only against the resolutions at the EGM.
4. Tricor Tengis Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as the scrutineer at the EGM.
5. Application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the granting of the listing of and the permission to deal in the Consideration Shares as contemplated to be issued and allotted under Resolution Nos. 1(b), 2(b), 3(b), 4(b) and 5(b) duly passed in the EGM.

By Order of the Board  
**New Universe International Group Limited**  
**XI Yu**  
Chairman

Hong Kong, 8 October 2007

*As at the date of this announcement, the Board 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 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](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.*