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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 THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of New Universe International Group Limited (the “Company”) will be held at Room 2109, Telford House, 16 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 12 November 2012, at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the deed dated 28 September 2012 (the “**Deed of Capitalisation**”) entered into between the Company, New Sinotech Investments Limited (“**New Sinotech**”), a 98% owned subsidiary of the Company and New Universe Enterprises Limited (“**NUEL**”) in relation to the capitalisation up to the maximum amount of HK\$44,261,616.90, comprising of (i) HK\$26,080,000 owed by the Company to NUEL pursuant to a loan agreement dated 6 May 2011 entered into between the Company and NUEL in relation to an interest free loan in the amount of HK\$26,080,000; and (ii) up to HK\$18,181,616.90 owed by New Sinotech to NUEL under the deed of loan dated 17 February 2011 entered into between NUEL, New Sinotech, Smartech International Group Limited, CHAN Son Neng and Fair Time International Limited in relation to an interest free loan in the amount of approximately HK\$36,083,920.17, copy of the Deed of Capitalisation is marked “A” and produced to the meeting and signed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and

- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Deed of Capitalisation and the transactions contemplated thereunder.”

By order of the Board  
**HON Wa Fai**  
*Company Secretary*

Hong Kong, 26 October 2012

*Head Office and Principal Place  
of Business in Hong Kong:*  
Rooms 2110-2112  
Telford House  
16 Wang Hoi Road  
Kowloon Bay  
Kowloon  
Hong Kong

*Registered Office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if the member is a holder of two or more shares) to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he/she 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 must be duly lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting. Delivery of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the meeting or at any adjourned meeting.
4. Completion and return of a form of proxy will not preclude a shareholder from attending in person and voting at the above meeting or any adjournment thereof, should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. The resolution set out in this notice shall be voted by way of poll of the shareholders of the Company at the meeting.

*As at the date of this announcement, the board of directors of the Company comprises four executive directors: Mr. XI Yu (Chairman), Mr. SONG Yuqing (Chief Executive Officer and Vice-Chairman), Ms. CHEUNG Siu Ling and Mr. HON Wa Fai; one non-executive director: Mr. SUEN Ki; and three independent non-executive directors: Dr. CHAN Yan Cheong, Mr. YUEN Kim Hung, Michael and Mr. HO Yau Hong, Alfred.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.*

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