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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: 8091)

**PROPOSED AMENDMENTS TO
ARTICLES OF ASSOCIATION
AND
ADOPTION OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

The Board proposes to put forward to the Shareholders a proposal to amend the Articles in order to ensure compliance with the current provisions of the GEM Listing Rules and to adopt the Amended and Restated Articles for the main purpose of incorporating such proposed amendments. The proposed amendments to the Articles and the adoption of the Amended and Restated Articles are subject to approval of the Shareholders by way of passing special resolutions to be proposed at the EGM.

A circular dated 24 March 2010 in relation to, among other things, the proposed amendments to the Articles will be dispatched to the Shareholders today.

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION AND ADOPTION OF
AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) has amended the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (“**GEM Listing Rules**”) relating to, among other things, the use of websites for communication with shareholders and voting at general meetings. The amendments to the GEM Listing Rules came into effect on 1 January 2009.

Accordingly, the board (“**Board**”) of directors of Universal Technologies Holdings Limited (“**Company**”) proposes to amend its articles of association (“**Articles**”) to conform with the current provisions of the GEM Listing Rules and to adopt the amended and restated Articles (“**Amended and Restated Articles**”) for the main purpose of incorporating such proposed amendments. The Board intends to seek the approval of the shareholders of the Company (“**Shareholders**”) by way of special resolutions

* *For identification purposes only*

to be proposed at the extraordinary general meeting to be held on Friday, 16 April 2010 (“EGM”) for the following amendments to the Articles and the adoption of Amended and Restated Articles for the main purpose of incorporating such amendments:

(a) Article 2(1)

- (i) By adding the following new definition in the existing Article 2(1) after the definition of “Board” or “Directors”:

““business day” a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”

- (ii) By adding the following new definition in the existing Article 2(1) after the definition of “head office”:

““Hong Kong” Hong Kong Special Administrative Region of the People’s Republic of China.”

- (iii) By deleting the definition “ordinary resolution” in the existing Article 2(1) in its entirety and substituting therefor the following:

““ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given pursuant to Article 59.”

- (iv) By deleting the definition “special resolution” in the existing Article 2(1) in its entirety and substituting therefor the following:

““special resolution” a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given pursuant to Article 59.”

(b) Article 3(3)

By deleting the words “Except as allowed by the Law and subject” in the 1st line of the existing Article 3(3) and substituting therefor the word “Subject”; by inserting a comma after the words “regulatory authority” in the 2nd line of the existing Article 3(3) and by deleting the words “shall not” in the 3rd line of the existing Article 3(3) and substituting therefor the word “may”.

(c) Article 10

- (i) By adding the word “and” after the words “shall be a quorum;” in the last line of the existing Article 10(a).
- (ii) By deleting the words “on a poll” after the words “every holder of shares of the class shall be entitled” in the 1st line of the existing Article 10(b) and deleting “; and” after the words “such share held by him” in the last line of the existing Article 10(b) and inserting a full stop thereafter.
- (iii) By deleting the existing Article 10(c) in its entirety.

(d) Article 59(1)

By deleting the existing Article 59(1) in its entirety and substituting therefor the following:

- “59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:
- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

(e) Article 66

By deleting the existing Article 66 in its entirety and substituting therefor the following:

“66. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll.”

(f) Article 67

By deleting the existing Article 67 in its entirety and substituting therefor the following:

“67. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

(g) Article 68

By deleting the existing Article 68 in its entirety and substituting therefor the words “Intentionally left blank.”.

(h) Article 69

By deleting the existing Article 69 in its entirety and substituting therefor the words “Intentionally left blank.”.

(i) Article 70

By deleting the existing Article 70 in its entirety and substituting therefor the words “Intentionally left blank.”.

(j) Article 73

By deleting the words “whether on a show of hands or on a poll,” after the words “In the case of an equality of votes,” in the 3rd line of the existing Article 73.

(k) Article 75(1)

By deleting the words “whether on a show of hands or on a poll,” after the words “persons incapable of managing their own affairs may vote,” in the 4th line of the existing Article 75(1), by deleting the words “on a poll” after the words “or other person may” in the 6th line of the existing Article 75(1) and by deleting the words “or poll” after the words “not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting” in the 11th line of the existing Article 75(1).

(l) Article 80

By deleting the words “or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid” after the words “the person named in the instrument proposes to vote” in the 7th line of the existing Article 80 and by deleting the words “or on a poll demanded at a meeting” after the words “except at an adjourned meeting” in the 12th line of the existing Article 80.

(m) Article 81

By deleting the words “to demand or join in demanding a poll and” after the words “proxy shall be deemed to confer authority” in the 4th line of the existing Article 81.

(n) Article 82

By deleting the phrase “, or the taking of the poll,” after the words “before the commencement of the meeting or adjourned meeting” in the last line of the existing Article 82.

(o) Article 84(2)

By deleting the words “including the right to vote individually on a show of hands” after the words “held by the clearing house (or its nominee(s))” in the last line of the existing Article 84(2).

(p) Article 86(5)

By deleting the words “Subject to any provision to the contrary in these Articles the” in the 1st line of the existing Article 86(5) and substituting therefor the word “The” and by deleting the word “special” in the 2nd line of the existing Article 86(5) and substituting therefor the word “ordinary”.

(q) Article 87

By deleting the words “notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire each year” in the 4th line of the existing Article 87(1) and substituting therefor the words “every Director shall be subject to retirement at an annual general meeting at least once every three years” and by adding the words “and shall continue to act as a Director throughout the meeting at which he retires” immediately after the words “A retiring Director shall be eligible for re-election” in the 1st line of the existing Article 87(2).

(r) Article 152

By deleting the word “A” in the 1st line of the existing Article 152 and substituting therefor the words “Subject to Article 152A, a”.

(s) Article 152A

By adding the following new Article 152A immediately after the existing Article 152:

“152A. Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 152 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial statement derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.”

(t) Article 152B

By adding the following new Article 152B immediately after the newly added Article 152A:

“152B. The requirement to send to a person referred to in Article 152 the documents referred to in that article or a summary financial report in accordance with Article 152A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article 152A, on the

Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents."

(u) Article 159

By deleting the existing Article 159 in its entirety and substituting therefor the following:

"159. Any Notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above provided that such means are permitted by the rules of the Designated Stock Exchange. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders."

(v) Article 160

By deleting the last word "and" in the existing Article 160(a); by deleting the full stop in the existing Article 160(b) and substituting therefor a semi-colon; and by adding the following immediately after the existing Article 160(b):

"(c) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member; and

- (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”

A notice of the EGM containing the aforesaid special resolutions has been attached to a circular dated 24 March 2010, which will be dispatched to the Shareholders today.

By Order of the Board of
UNIVERSAL TECHNOLOGIES HOLDINGS LIMITED
Lau Yeung Sang
Chairman

Hong Kong, 24 March 2010

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. Lau Yeung Sang
Mr. Liu Ruisheng
Madam Luan Yumin
Madam Ren Lili

Non-executive Director:

Mr. Chow Cheuk Lap

Independent Non-Executive Directors:

Mr. Meng Lihui
Mr. Wan Xieqiu
Mr. Fong Heung Sang
Mr. Liu Ji

This announcement, for which the directors of the Company (the “Directors”) 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 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 remain at www.hkgem.com on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting and on the Company’s website at www.uth.com.hk.