
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the New Universe International Group Limited, you should at once hand this supplemental circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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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)

SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 31 MARCH 2016
IN RESPECT OF MATTERS RELATING TO THE PROPOSALS FOR
RE-ELECTION OF DIRECTORS
AT THE ANNUAL GENERAL MEETING

This supplemental circular should be read together with the Circular to Shareholders issued by New Universe International Group Limited dated 31 March 2016 and the notice convening the Annual General Meeting of New Universe International Group Limited to be held at Room 2109, Telford House, 16 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 6 May 2016 at 11:00 a.m. is set out in Appendix III of the Circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying new form of proxy (the “Revised Form of Proxy”) in accordance with the instructions printed thereon to the branch share registrar of New Universe International Group Limited in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding of the Annual General Meeting, or any adjournment thereof. Completion and return of the Revised Form of Proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

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

* for identification purposes only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this supplemental circular, unless the context otherwise requires, the following expressions have the meanings set out below:

“Annual General Meeting”	the annual general meeting of the Company to be held on Friday, 6 May 2016 at 11:00 a.m. at Room 2109, 21/F., Telford House, 16 Wang Hoi Road, Kowloon Bay, Hong Kong or any adjournment thereof, the notice of which is set out in the Appendix III to the Circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Circular”	the circular to Shareholders dated 31 March 2016 in relation to the resolutions to be proposed at the Annual General Meeting for the re-election of Directors, the re-appointment of the auditors of the Company and the grant of the Share Issue Mandate and the Share Repurchase Mandate to the Directors
“Company”	New Universe International Group Limited 新宇國際實業(集團)有限公司, a company incorporated in the Cayman Islands with limited liability, and the issued Shares of which are listed on the GEM
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 April 2016, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained herein
“Mr. XI”	Mr. XI Yu
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting as set out in Appendix III to the Circular
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of approving the resolution as referred to the Ordinary Resolution Number 5 and as extended by Resolution Number 7 as set in the Notice of Annual General Meeting
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of approving the resolution as referred to the pursuant to Ordinary Resolution Number 6 as set out in the Notice of Annual General Meeting
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Xi Yu (*Chairman*)

Mr. SONG Yu Qing (*Chief Executive Officer*)

Ms. CHEUNG Siu Ling

Mr. LIAO Feng

Mr. LIU Yu Jie

Mr. HON Wa Fai

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Dr. CHAN Yan Cheong

Mr. YUEN Kim Hung, Michael

Mr. HO Yau Hong, Alfred

*Head office and principal place
of business:*

Rooms 2110-12, 21st Floor

Telford House

16 Wang Hoi Road

Kowloon Bay

Kowloon

Hong Kong

13 April 2016

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 31 MARCH 2016
IN RESPECT OF MATTERS RELATING TO THE PROPOSALS FOR
RE-ELECTION OF DIRECTORS
AT THE ANNUAL GENERAL MEETING**

INTRODUCTION

Reference is made to the circular of the Company dated 31 March 2016 in relation to the resolutions to be proposed at the Annual General Meeting for the re-election of Directors, the re-appointment of the auditors of the Company, who are due to retire at the Annual General Meeting, and the grant of the Share Issue Mandate and the Share Repurchase Mandate to the Directors.

* for identification purposes only

LETTER FROM THE BOARD

This supplemental circular is supplemental to the Circular and should be read together with the Circular and the Notice of Annual General Meeting. The Notice of Annual General Meeting set out in Appendix III of the Circular which has been despatched to the Shareholders on 31 March 2016. The purpose of this supplemental circular is to give you further information relating to the re-election of Directors at the Annual General Meeting

RE-ELECTION OF DIRECTORS

On 11 April 2016, the Company announced that Mr. XI has been appointed as an executive Director and Chairman of the Board.

In accordance with Article 83 of Articles of Association, Mr. XI shall retire at the forthcoming annual general meeting but, being eligible, offer himself for re-election.

Details of Mr. XI are set out in the Appendix to this supplemental circular.

ANNUAL GENERAL MEETING

As mentioned in the Circular, at the Annual General Meeting, resolutions will be proposed to the Shareholders to approve, among others, the re-election of retiring Directors, the nomination of independent non-executive Directors for re-election, the granting of the Share Issue Mandate and the Share Repurchase Mandate and the extension of the Share Issue Mandate. The Notice of Annual General Meeting is set out in Appendix III of the Circular which has been despatched to Shareholders on 31 March 2016.

Due to the new appointment of Mr. XI, the Shareholders are advised to disregard the form of proxy already despatched to them on 31 March 2016 which makes no reference to the resolutions for the re-election of Mr. XI as an executive Director. A Revised Form of Proxy for use at the Annual General Meeting which, among others, includes the resolution for re-election of Mr. XI as Director is enclosed with this supplemental circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the Revised Form of Proxy and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and returning of the Revised Form of Proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll, and the issuer must announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules. Therefore all resolutions proposed at the Annual General Meeting shall be voted by poll, and the results of which will be announced accordingly.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This supplemental circular, 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:

- (i) the information contained in this supplemental circular is accurate and complete in all material respects and not misleading;
- (ii) there are no other matters the omission of which would make any statement in this supplemental circular misleading; and
- (iii) all opinions expressed in this supplemental circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

RECOMMENDATION

The Board considers that the proposed resolution as referred to in this supplemental circular is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
New Universe International Group Limited
SONG Yu Qing
(Chief Executive Officer and Executive Director)

Hong Kong, 13 April 2016

APPENDIX DETAILS OF A NEWLY APPOINTED DIRECTOR PROPOSED TO BE RE-ELECTED AT THE AGM

Mr. XI Yu, aged 58, was appointed as executive Director and Chairman of the Board on 11 April 2016. Mr. XI graduated from the Chemistry Department of the University of Beijing in 1980.

Mr. XI was an executive Director from 7 June 2002 to 18 August 2014, and was the Chairman of the Board, compliance officer and authorised representative of the Company from 9 December 2004 to 18 August 2014. During his tenure as Director and Chairman of the Board, Mr. XI was instrumental to the strategic planning and long-term development of the Group. Since 22 August 2014, the Company has engaged Mr. XI as a consultant to the Group for successive terms of three months each for providing the following services to the Group upon request of the Chairman of the Board and/or the Board:

- (i) providing recommendations to the Group on the objectives of the Group's future strategic development, strategies and paths to achieve such objectives;
- (ii) providing recommendations on other important matters of the Group as a whole;
- (iii) providing recommendations and advice to the Board on matters relating to the operation of the businesses of the Group; and
- (iv) attend meetings.

The engagement has not been renewed and expired on 31 March 2016.

Save as disclosed herein and as at the Latest Practicable Date, Mr. XI does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. He has also not held any directorship in other listed companies in Hong Kong or overseas or other major appointments and qualifications in the past three years.

Mr. XI is the director and shareholder holding 83.66% equity interests in New Universe Enterprises Limited, which in turn holds 1,071,823,656 shares in the capital of the Company, representing approximately 36.26% of the issued share capital of the Company as at the Latest Practicable Date. Save as disclosed herein, Mr. XI does not have any other interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The Company has entered into a letter of appointment with Mr. XI. The appointment of Mr. XI is for an initial term of two years commenced from 11 April 2016 which is subject to retirement and re-election at the next Annual General Meeting (thereafter retirement by rotation) pursuant to the Articles of Association. Pursuant to the terms of the letter of appointment, Mr. XI shall receive a remuneration of HK\$125,000 per month for his service as an executive Director and Chairman of the Board, which is determined with reference to the duties and responsibilities of executive Directors as reviewed by the remuneration committee of the Company and the prevailing market condition.

Save as disclosed herein, there is no information of Mr. XI to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders.