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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this 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 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)

### **PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM 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 11:30 a.m. (or, if later, immediately following the conclusion of the Annual General Meeting (as defined in this circular)) is set out on page 6 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying 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 EGM, or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days and on the Company's website at [www.nuigl.com](http://www.nuigl.com) from the date of its posting.

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## CHARACTERISTICS OF GEM

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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

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*In this 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 at Room 2109, 21st Floor, Telford House, 16 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “New Universe International Group Limited” to “New Universe Environmental Group Limited” and the adoption of the dual foreign name in Chinese “新宇環保集團有限公司” to replace the existing Chinese name “新宇國際實業(集團)有限公司”
“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
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of approving the Change of Company Name
“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
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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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)

*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

Hong Kong, 13 April 2016

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 12 April 2016 in relation to, among other things, the Change of Company Name.

The purpose of this circular is to provide you with, among other matters, further information relating to the Change of Company Name and the notice of EGM.

\* for identification purposes only

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “New Universe International Group Limited” to “New Universe Environmental Group Limited” and to adopt the dual foreign name in Chinese “新宇環保集團有限公司” to replace the existing Chinese name “新宇國際實業（集團）有限公司” which was adopted for identification purposes only. The stock short name of the Company will be changed consequently.

### CONDITIONS OF THE CHANGE OF COMPANY NAME

The proposed Change of Company Name will be subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (2) the issuance of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new English name and the dual foreign name in Chinese on the Register of Companies maintained by the Registrar of Companies in the Cayman Islands. The Registrar of Companies in the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong. The stock short name of the Company will also be changed accordingly.

### REASONS FOR THE CHANGE OF COMPANY NAME

The Group is principally engaged in (i) the environmental treatment of industrial and medical wastes; (ii) the environmental sewage treatment and facility rental services in an eco-plating specialised zone; and (iii) the investments in plastic materials dyeing operations, in China. The Board considers that the proposed Change of Company Name will better reflect the strategic business plan and future business development of the Group and believes that the proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

### EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the holders of securities of the Company or the Company’s daily business operations and its financial position. The existing certificates of securities in issue bearing the present name of the Company will, after the proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing certificates of securities will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Should the Change of Company Name become effective, any new certificates of securities will be issued only in the new name and new secondary name of the Company.

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## LETTER FROM THE BOARD

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### EGM

The notice of the EGM is set out on page 6 of this circular. A special resolution will be proposed at the EGM to approve, among other things, the Change of Company Name. A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the GEM website ([www.hkgem.com](http://www.hkgem.com)) and the Company's website ([www.nuigl.com](http://www.nuigl.com)). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at 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, together with a power of attorney or other authority, if any, under which it is signed or certified copy of that power or authority, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the EGM, or any adjournment thereof, should the Shareholder 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 EGM shall be voted by poll, and the results of which will be announced accordingly.

### RESPONSIBILITY STATEMENT

This 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 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 circular misleading; and
- (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board considers that the proposed resolution 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 EGM.

Yours faithfully  
By order of the Board  
**New Universe International Group Limited**  
**XI Yu**  
*Chairman*



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## NOTICE OF EGM

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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 IS HEREBY GIVEN THAT** the extraordinary general meeting (the “EGM”) of the members of New Universe International Group Limited (the “**Company**”) will be held on Friday, 6 May 2016 at 11:30 a.m. (or, if later, immediately following the conclusion of the annual general meeting of the Company to be held at 11:00 a.m. at the same location and on the same date as the EGM) at Room 2109, 21st Floor, Telford House, 16 Wang Hoi Road, Kowloon Bay, Kowloon, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolution as special resolution:

#### SPECIAL RESOLUTION

“**THAT**

- (a) subject to the issuance of a certificate of incorporation on change of name by of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “New Universe International Group Limited” to “New Universe Environmental Group Limited” and the Chinese name “新宇環保集團有限公司” be adopted as the dual foreign name in Chinese of the Company to replace the existing Chinese name of the Company “新宇國際實業（集團）有限公司”, which was adopted for identification purposes only, and the directors (the “**Directors**”) of the Company be and are hereby authorized to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, consider necessary or expedient in connection with the implementation of or giving effect to any of the foregoing and the transactions contemplated thereunder; and
- (b) any one of the Directors or the company secretary of the Company be and is hereby authorized to do all such acts and things and execute all documents that they consider necessary or expedient to give effect to the change of the English name of the Company and the adoption of the dual foreign name in Chinese to replace the existing Chinese name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board  
**New Universe International Group Limited**  
**HON Wa Fai**  
*Company Secretary*

\* for identification purposes only

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## NOTICE OF EGM

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Hong Kong, 13 April 2016

*Registered Office:*

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

*Head office and principal place of business:*

Rooms 2110-12, 21st Floor  
Telford House  
16 Wang Hoi Road  
Kowloon Bay  
Kowloon  
Hong Kong

*Notes:*

- (1) A form of proxy for use of the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish and in such event, the form of proxy shall be deemed to be revoked.
- (2) In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.
- (3) A member entitled to attend and vote at the EGM is entitled to appoint one or, if he is a holder of more than one share, more proxies to attend and, subject to the provisions of the memorandum and articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
- (4) In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM 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.
- (5) The register of members of the Company will not be closed for the purpose of ascertaining the right of shareholders of the Company to attend and vote at the forthcoming EGM to be held on Friday, 6 May 2016. However, in order to qualify for attending and voting at the forthcoming EGM, all transfers documents accompanied by the relevant share certificates must be deposited with 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 for registration not later than 4:30 p.m. on Thursday, 5 May 2016.
- (6) Pursuant to rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the EGM, the chairman of the EGM will exercise his power under article 66(1) of the Articles of Association of the Company to put each of the resolutions set out in the notice of EGM to be voted by way of poll. On a poll, every shareholder present in person (or in the case of a corporation by its duly authorised representative) or by proxy shall have one vote for each share of which he/she is the holder.
- (7) As at the date of the notice of EGM, the Board comprises six executive Directors: Mr. XI Yu (Chairman), Mr. SONG Yu Qing (Chief Executive Officer), Ms. CHEUNG Siu Ling, Mr. LIAO Feng, Ms. LIU Yu Jie and Mr. HON Wa Fai; and three independent non-executive Directors: Dr. CHAN Yan Cheong, Mr. YUEN Kim Hung, Michael and Mr. HO Yau Hong, Alfred.