
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Universal Technologies Holdings Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.



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
ADOPTION OF THE AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice convening the extraordinary general meeting of Universal Technologies Holdings Limited to be held at Units 231-233, Building 2, Phase 1, No. 1 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Friday, 16 April 2010 at 3:00 p.m., is set out on pages 4 to 12 of this circular.

A form of proxy for the extraordinary general meeting is enclosed herewith. Whether or not you are able to attend the extraordinary ordinary meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

This circular 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.

24 March 2010

* *For identification purposes only*

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a high 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.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
NOTICE OF EXTRAORDINARY GENERAL MEETING	4

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Amended and Restated Articles”	the amended and restated Articles, consolidating all of the proposed amendments to the existing Articles referred to in Resolution (i) of the notice of EGM, proposed to be adopted as the amended and restated Articles in substitution for and to the exclusion of all existing Articles
“Articles” or “Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Universal Technologies Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares are listed and traded on the GEM
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Units 231-233, Building 2, Phase 1, No. 1 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Friday, 16 April 2010 at 3:00 p.m.
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM of the Stock Exchange
“HK\$” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Share(s)”	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
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Lau Yeung Sang (*Chairman*)

Mr. Liu Ruisheng

Madam Luan Yumin

Madam Ren Lili

Registered Office:

Cricket Square

Hutchins Drive P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Director:

Mr. Chow Cheuk Lap

Head Office and Principal Place of

Business:

Units 231-233 Building 2 Phase 1

No. 1 Science Park West Avenue

Hong Kong Science Park

Shatin

New Territories

Hong Kong

Independent non-executive Directors:

Mr. Meng Lihui

Mr. Wan Xieqiu

Mr. Fong Heung Sang

Mr. Liu Ji

24 March 2010

To the Shareholders

Dear Sir or Madam,

INTRODUCTION

The purpose of this circular is to provide you with information regarding the special resolutions to be proposed at the EGM relating to proposed amendments to the Articles and the adoption of the Amended and Restated Articles.

PROPOSED AMENDMENTS TO ARTICLES AND ADOPTION OF THE AMENDED AND RESTATED ARTICLES

The Stock Exchange has amended the 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.

* *for identification purposes only*

LETTER FROM THE BOARD

Accordingly, the Directors propose to seek the approval of the Shareholders by way of passing special resolutions to be proposed at the EGM for the proposed amendments to the Articles to ensure compliance with the several amended provisions of the GEM Listing Rules and the adoption of the Amended and Restated Articles of Association of the Company for the main purpose of incorporating such proposed amendments.

The full text of the special resolution containing such proposed amendments is set out in the notice of EGM on pages 4 to 12 of this circular.

EXTRAORDINARY GENERAL MEETING

The notice of the EGM is set out on pages 4 to 12 of this circular. A form of proxy for the EGM is enclosed herewith. Whether or not you are able to attend the EGM in person, please complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting (as the case may be) should you so wish. Pursuant to the amended GEM Listing Rules, voting by poll is required for any resolution put to vote at the EGM.

RECOMMENDATIONS

The Directors consider that the proposed amendments to the Articles and the adoption of the Amended and Restated Articles are in the best interests of the Company and the Shareholders and so recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Universal Technologies Holdings Limited (the “Company”) will be held at Units 231-233, Building 2, Phase 1, No. 1 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Friday, 16 April 2010 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

- (i) **“THAT** the existing Articles of Association of the Company be and are hereby amended in the following manner:

(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.”
--------------	---

* *for identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

(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.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

(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).

NOTICE OF EXTRAORDINARY GENERAL MEETING

(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”.

NOTICE OF EXTRAORDINARY GENERAL MEETING

(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.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

(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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.””

- (ii) “**THAT** the amended and restated Articles of Association of the Company, consolidating all of the proposed amendments referred to in Resolution (i), produced to this meeting and for the purpose of identification signed by the Chairman be and are hereby approved and adopted as the amended and restated Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.”

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

Hong Kong, 24 March 2010

Head Office and Principal Place of Business in Hong Kong:
Units 231-233 Building 2 Phase 1
No. 1 Science Park West Avenue
Hong Kong Science Park
Shatin
New Territories
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) Any shareholder 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 were solely entitled thereto; but if more than one of such joint holders is present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register 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, Hong Kong Registrars Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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.
- (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 so wish, and in such event, the form of proxy shall be deemed to be revoked.