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UNITED GENE HIGH-TECH GROUP LIMITED

聯合基因科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 399)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement (the “**Announcement**”) of United Gene High-Tech Group Limited (the “**Company**”) dated 25 June 2012 in relation to the proposed rights issue by the Company. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

In response to the Announcement made by the Company, on 26 June 2012, Best Champion notified the Company of its disposal of Shares of the Company on 21 June 2012, reducing its shareholding in the Company to an aggregate of 5,437,980,000 Shares. After further enquiries made by the Board on 27 June 2012, Best Champion notified the Company that, as at 25 June 2012, Best Champion beneficially owned, in aggregate 5,361,680,000 Shares, representing approximately 44.08% of the issued share capital of the Company.

Accordingly, the Company would like to make clarifications to the Announcement, as follows:

1. The first paragraph under the section headed “Irrevocable Undertaking of the Undertaking Shareholder” on page 2 of the Announcement and the second and third paragraphs under the section headed “Background of the Undertaking Shareholder” on page 11 of the Announcement should be amended as follows:

“As at 20 June 2012, being the date of signing of the Irrevocable Undertaking, Best Champion beneficially owned, in aggregate 5,591,020,000 Shares, representing approximately 45.96% of the issued share capital of the Company. Accordingly, the Undertaking Shareholder and its associates would be provisionally allotted 1,677,306,000 Right Shares pursuant to the Right Issue in respect of the Shares which are beneficially owned by it and its associates.

As at 25 June 2012, being the date of this announcement, Best Champion beneficially owned, in aggregate 5,361,680,000 Shares, representing approximately 44.08% of the issued share capital of the Company. Accordingly, the Undertaking Shareholder and its

associates will be provisionally allotted 1,608,504,000 Right Shares pursuant to the Right Issue in respect of the Shares which are beneficially owned by it and its associates.”

2. The section headed “Effect of the Rights Issue on the shareholding structure of the Company” on pages 12 to 13 of the Announcement should be deleted in its entirety and replaced by the following:

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The changes in the shareholding structure of the Company arising from the Rights Issue are as follows (for illustration purpose only):

	As at 25 June 2012, being the date of this announcement		Immediately after completion of the Rights Issue (assuming no Shareholders have taken up any of their entitlements under the Rights Issue, other than the Rights Shares undertaken by the Undertaking Shareholder) (Note ii)		Immediately after completion of the Rights Issue (assuming all Shareholders have taken up their entitlements under the Rights Issue)	
	No. of Shares	Approximate %	No. of Shares	Approximate %	No. of Shares	Approximate %
Best Champion (Note i)	5,361,680,000	44.08	6,361,680,000	40.23	6,970,184,000	44.08
Underwriter (Note iii)	—	—	2,649,352,418	16.75	—	—
Public	<u>6,802,828,062</u>	<u>55.92</u>	<u>6,802,828,062</u>	<u>43.02</u>	<u>8,843,676,480</u>	<u>55.92</u>
Total	<u>12,164,508,062</u>	<u>100.00</u>	<u>15,813,860,480</u>	<u>100.00</u>	<u>15,813,860,480</u>	<u>100.00</u>

Notes:

- (i) Best Champion, the Undertaking Shareholder, is the controlling shareholder of the Company. Best Champion is a non-wholly-owned subsidiary of United Gene Holdings, the entire issued share capital of which is wholly and beneficially owned by Dr. Mao. As such, Dr. Mao is deemed to be interested in 5,361,680,000 Shares held by Best Champion.
- (ii) Pursuant to the Underwriting Agreement, the Underwriter shall not subscribe, for its own account, for such number of Underwritten Shares which will result in the shareholding of it and parties acting in concert with it in the Company to exceed 9.9% of the voting rights of the Company upon the completion of the Rights Issue. The Underwriter shall use its best endeavours to ensure that the each of the subscribers of the Underwritten Shares procured by it or by the sub-agent(s) (a) shall be third party independent of, not parties acting in concert with and not connected with the Directors or chief executive of the Company or substantial shareholders of the Company or their respective associates and concert parties; and (b) any subscribers procured by the Underwriter or by the sub-agent(s) shall not, together with any parties acting in concert with it, hold 10.0% or more of the voting rights of the Company upon completion of the Rights Issue.
- (iii) Pursuant to its underwriting obligations under the Underwriting Agreement.

Save as disclosed above, all information in the Announcement remains unchanged.

By Order of the Board
United Gene High-Tech Group Limited
Lee Nga Yan
Executive Director

Hong Kong, 27 June 2012

As at the date of this announcement, the Board comprises Ms. Jiang Nian (chairman & non-executive Director), Ms. Lee Nga Yan (executive Director), Dr. Guo Yi (executive Director), Ms. Xiao Yan (non-executive Director), Ms. Wu Yanmin (non-executive Director), Ms. Chen Weijun (independent non-executive Director), Dr. Zhang Zhihong (independent non-executive Director) and Mr. Wang Rongliang (independent non-executive Director).