



*United Envirotech Ltd*

**UNITED ENVIROTECH LTD**

(Incorporated in Singapore on 9 July 2003)

(Company Registration No. 200306466G)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “EGM”) of United Envirotech Ltd (the “Company”) will be held on 12 February 2014 at 5.00 p.m. at Amara Hotel, Connection 2, Level 3, 165 Tanjong Pagar Road, Singapore 088539 for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions:

**ORDINARY RESOLUTIONS:**

**(1) PROPOSED ACQUISITION OF THE BUSINESS, ASSETS AND PRINCIPAL SUBSIDIARIES OF MEMSTAR TECHNOLOGY LTD (“MTL”) BY THE COMPANY (THE “TRANSACTION”)**

That, contingent upon the passing of Ordinary Resolution 2, approval be and is hereby given for the (i) the proposed acquisition of 100% of the existing issued and paid-up share capital of MTL’s principal and wholly-owned subsidiary, Memstar Pte. Ltd, comprising 1,670,383 issued ordinary shares, and (ii) the proposed transfer and/or novation of MTL’s Sale Assets to the Company or the Target Company, as the case may be, on the terms and subject to the conditions of the S&P Agreement, for an aggregate consideration of S\$293,414,807.

**(2) THE PROPOSED ALLOTMENT AND ISSUE OF UP TO 200,055,550 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE ISSUE PRICE OF S\$1.10 PER SHARE TO MEMSTAR TECHNOLOGY LTD TO BE CREDITED AS FULLY PAID-UP AS PART PAYMENT OF THE PURCHASE CONSIDERATION FOR THE TRANSACTION.**

That, contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given for the allotment and issue of up to 200,055,550 new Shares to the Vendor at an issue price of S\$1.10 per Share, credited as fully paid up (the “**Consideration Shares**”), as part payment of the Purchase Consideration for the Transaction, and the Directors be and are hereby authorised to do any and all such acts and things as they may, in their absolute discretion deem fit, expedient or necessary to give effect to this Resolution.

All capitalised terms used which are not defined herein shall have the same meaning as defined in the Circular to Shareholders dated 20 January 2014.

**BY ORDER OF THE BOARD**

**DR. LIN YUCHENG**  
**CHAIRMAN AND CHIEF EXECUTIVE OFFICER**  
**UNITED ENVIROTECH LTD**

20 January 2014

**Notes:**

1. A member of the Company entitled to attend and vote at EGM is entitled to appoint not more than two proxies to attend and vote in his/her behalf. A proxy need not be a member of the Company.
2. If the appointor is a corporation, the Proxy Form must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
3. The instrument appointing a proxy must be lodged at the Company’s registered office at 80 Robinson Road, #02-00, Singapore 068898, not less than 48 hours before the time appointed for the EGM. The completion and return of the proxy form by a member will not prevent him from attending and voting in person at the EGM if he so wishes. In such event, the relevant proxy form will be deemed to be revoked.