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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 your 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 UURG Corporation Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**UURG
Corporation Ltd.
環球集團控股有限公司***

(continued in Bermuda with limited liability)

(Stock Code: 8192)

**PROPOSED APPOINTMENT OF ADDITIONAL EXECUTIVE DIRECTOR
AND NON-EXECUTIVE DIRECTORS
AND
EMPLOYMENT CONTRACT WITH CHIEF EXECUTIVE OFFICER
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of UURG Corporation Limited (the "Company") to be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 5 March 2010 (the "SGM") is set out on pages 6 to 7 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend and vote at the SGM, please complete and return the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the SGM or any adjournment thereof should you so wish.

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

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 of Hong Kong Limited. 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 of Hong Kong Limited 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 circular, unless the context otherwise requires, the following terms shall have the meanings set out below:

“Board”	the board of Directors
“Company”	UURG Corporation Limited (Stock code: 8192), a company incorporation in the Cayman Islands and continued in Bermuda with limited liability, the issued shares of which are listed on GEM
“Directors”	the directors of the Company
“Employment Contract”	the conditional employment contract dated 5 February 2010 between the Company and Mr. Chan Wai Keung in respect of the employment of Mr. Chan Wai Keung as the chief executive officer of the Company, which will be subject to the approval by the Shareholders at the SGM
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 February 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Proposed Directors”	the proposed additional executive Director, namely Mr. Chan Wai Keung, and the proposed non-executive Directors, namely Mr. Wu Gao Yuan, Mr. Wen Wei Zhong and Mr. Qie Bing Bing
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened and held on at 11:00 a.m. on Friday, 5 March 2010 for the purpose of considering and, if thought fit, approving (i) the proposed appointment of the Proposed Directors; and (ii) the Employment Contract with Mr. Chan Wai Keung
“Share(s)”	ordinary share(s) of HK\$0.0005 each in the issued share capital of the Company
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



**UURG
Corporation Ltd.**
環球集團控股有限公司*

(continued in Bermuda with limited liability)

(Stock Code: 8192)

Executive Directors:

Ms. Li Xiao Mei
Mr. Zhang Shi Min

Independent Non-Executive Directors:

Mr. Leung Wah
Mr. Fung Hoi Wing, Henry
Mr. Cheung Chung Leung, Richard

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and principal place of business:

Unit 2803, 28th Floor,
Bank of America Tower
12 Harcourt Road, Central
Hong Kong

12 February 2010

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF ADDITIONAL EXECUTIVE DIRECTOR
AND NON-EXECUTIVE DIRECTORS
AND
EMPLOYMENT CONTRACT WITH CHIEF EXECUTIVE OFFICER
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 5 February 2010 regarding, among other things, the proposed appointment of additional executive Director and non-executive Directors, and the Employment Contract with Mr. Chan Wai Keung.

The purpose of this circular is to provide the Shareholders with (i) further information on the proposed appointment of Proposed Directors; (ii) the Employment Contract with Mr. Chan Wai Keung; and (iii) the notice of the SGM.

* *for identification purposes only*

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF ADDITIONAL EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTORS

The Board proposes to the Shareholders to appoint (i) Mr. Chan Wai Keung as executive Director; and (ii) Mr. Wu Gao Yuan, Mr. Wen Wei Zhong and Mr. Qie Bing Bing as non-executive Directors.

As at the Latest Practicable Date, save as the Employment Contract in respect of the employment of Mr. Chan Wai Keung in the capacity as the chief executive officer of the Company, none of the Proposed Directors have entered into any service agreement with the Company. The remuneration packages of the Proposed Directors will be determined by the Board with reference to their respective duties, responsibilities and experience, and to prevailing market conditions.

Subject to the Shareholders' approval at the SGM, the appointment of the proposed executive Director will be without fixed term of service, and the appointment of each of the proposed non-executive Directors will be for a term of one year. All of the Proposed Directors, if appointed, will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the bye-laws of the Company.

The brief biographies of the Proposed Directors are set out below:

Executive Director

Mr. Chan Wai Keung (陳偉強)

Mr. Chan, aged 56, has over 30 years of experience in the operation and development of business, china trade, international trade and venture capital etc. Mr. Chan was a member of Hong Kong New Territory Lions Club International from 1986 to 2001, and was also the committee member of the People's Political Consultation Committee of Longguang, Shenzhen, the PRC.

Mr. Chan is non-executive director of Birmingham International Holdings Limited (stock code 2309). Mr. Chan was the chairman, chief executive officer and executive director of China Energy Development Holdings Limited (stock code 228). Mr. Chan was also the President of Global Resources Recovery (Canada) Inc., GRR Conception Recycling Inc. and the Chief Executive Officer of True Product ID Technology Limited, China Fishery and Agriculture Bioenvironmental Technology (Hong Kong) Ltd.

On 15 March 1994, a winding-up order against Cheer Empire Investments Limited ("Cheer Empire") involving the claimed amount of HK\$3 million was filed with the Companies Register of Hong Kong at the time when Mr. Chan was a director of Cheer Empire. Cheer Empire was dissolved subsequently by compulsory winding-up on 23 February 1997. On 8 May 1996, a winding-up order against Kongo International Limited ("Kongo International") involving the claimed amount of HK\$7 million was filed with the Companies Register of Hong Kong at the time when Mr. Chan was a director of Kongo International. Kongo International was dissolved subsequently on 15 November 2000. Mr. Chan confirms that he has no liabilities to the above two companies.

Non-Executive Directors

Mr. Wu Gao Yuan (吳高原)

Mr. Wu, aged 40, has extensive experience in management and investment of food and beverage, aqua-farming and mineral resources business. Mr. Wu graduated from 瀋陽體育學院 (Shenyang Sport University[#]). Mr. Wu is the general manager of 瀋陽恒煒物業管理有限公司 (Shenyang Heng Wei Property Management Co., Ltd.[#]), 綏中電廠三益水產有限公司 (Sui Zhong Electric Fty San Yi Fisheries Co., Ltd.[#]) 南海漁港餐飲有限公司 (Nanhai Yu Gang Beverage Co., Ltd.[#]) and 遼寧益恒投資有限公司 (Liaoning Yi Heng Investment Co. Ltd.[#]).

LETTER FROM THE BOARD

Mr. Wen Wei Zhong (溫偉重)

Mr. Wen, aged 39, has extensive experience in property development, construction and mineral resources management. Mr. Wen graduated from Beijing University with a master of 高層經理工商管理 (Business Administration for Senior Manager[#]) of 光華管理學院 (Guang Hua Management Business School[#]). Mr. Wen is the general manager of the 濟寧建威安裝工程有限公司 (Jining Jian Wei Installation Co. Ltd.[#]). Mr. Wen was a member of the 10th Shandong Provincial People's Political Consultative Conference, the Corporate Supervisor of 山東聖泰農村合作銀行 Shandong Sheng Tai Rural Cooperative Bank[#]) and Vice Chairman of the 濟寧市伊斯蘭教協會 (Jining Islamic Association[#]).

Mr. Qie Bing Bing (鄒兵兵)

Mr. Qie, aged 25, has a few years of experience in the enterprise management, capital operation and mineral resources development. Mr. Qie graduated from the 中央廣播電視大學 (China Central Radio and TV University[#]) with 工商管理結業證書 (certificate in Business Administration[#]). Mr. Qie was a sales director of 博世力士樂電子傳動與控制 (深圳) 有限公司 (Bosch Rexroth Electric Drives and Controls (Shenzhen) Co., Ltd.[#]). Mr. Qie is an investment director of 深圳市康沃資本創業投資有限公司 (Shenzhen Careall Capital Investment Co., Ltd.[#]). Mr. Qie Bing Bing is nephew of Li Xiao Mei, the Chairman of the Company.

As at the Latest Practicable Date, save as disclosed above, each of the Proposed Directors confirms that (i) he does not have any relationship with any of the Directors and the other Proposed Directors, senior management, management shareholders, substantial shareholders, or controlling shareholder of the Company; (ii) he does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO; (iii) he does not hold other position with the Company and other members of the Group; (iv) he did not hold any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (v) he does not have any other matters that need to be brought to the attention of the Shareholders nor does he have any other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

EMPLOYMENT CONTRACT WITH CHIEF EXECUTIVE OFFICER

The Company entered into the Employment Contract with Mr. Chan Wai Keung on 5 February 2010. Pursuant to the Employment Contract, the emolument of Mr. Chan is HK\$125,000 per month comprising salary of HK\$92,000 and housing allowance of HK\$33,000. In addition, Mr. Chan is entitled to bonus and share options of the Company which will be at the discretion of the Company based upon the performance, diligence and loyalty of Mr. Chan, and the Company's business result, financial standing, market conditions and/or other factors as the Company may consider relevant at its discretion. The emolument of Mr. Chan is determined by the Board with reference to his duties and responsibilities.

Pursuant to the Employment Contract, during the first 2 years from the effective date of the employment (the "Initial Term"), either party may terminate the employment under the Employment Contract by serving the other party a written notice specifying the termination date and the party elects to terminate the employment shall pay to the other party an amount equivalent to the basic salary and allowances of the employee for the rest of the Initial Term as compensation. After completion of the Initial Term, either party may terminate the employment by serving the other party not less than three months' written notice or payment of an amount equivalent to 3 months of the basic salary and allowances in lieu of notice.

The remuneration committee of the Board has reviewed the Employment Contract and is of the view that the terms and conditions of the Employment Contract are fair and reasonable.

LETTER FROM THE BOARD

The Employment Contract has been approved by the Board, subject to the approval by the Shareholders by way of ordinary resolution at the SGM.

SPECIAL GENERAL MEETING

The Company will convene and hold the SGM whereat ordinary resolutions will be proposed for the Shareholders to consider and, if thought fit, approve (i) the proposed appointment of the Proposed Directors, and (ii) the Employment Contract with Mr. Chan Wai Keung.

A notice convening the SGM is set out on pages 6 to 7 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend and vote at the SGM, please complete and return the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the SGM or any adjournment thereof should you so wish.

PROCEDURE FOR VOTING

Pursuant to the requirement of Rule 17.47(4) of the GEM Listing Rules, the ordinary resolutions proposed at the SGM will be taken by way of poll.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries 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 facts the omission of which would make any statement herein 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.

RECOMMENDATION

The Board considers that the proposed resolutions for (i) the appointment of Proposed Directors; and (ii) the Employment Contract with Mr. Chan Wai Keung are fair and reasonable and are in the best interest of the Company and the Shareholders as a whole and accordingly, recommend the Shareholders to vote in favour of the relevant resolutions at the SGM.

On behalf of the Board
UURG Corporation Limited
Li Xiao Mei
Chairman

[#] *the English transliteration of the Chinese name(s) in this circular, where indicated, is included for information only, and should not be regarded as the official English name(s) of such Chinese name(s).*



**UURG
Corporation Ltd.**
環球集團控股有限公司*

(continued in Bermuda with limited liability)

(Stock Code: 8192)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of UURG Corporation Limited (the “Company”) will be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 5 March 2010 for the purpose of considering, and if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**
 - (a) the appointment of Mr. Chan Wai Keung as executive director of the Company be and is hereby approved;
 - (b) the appointment of Mr. Wu Gao Yuan as non-executive director of the Company be and is hereby approved;
 - (c) the appointment of Mr. Wen Wei Zhong as non-executive director of the Company be and is hereby approved;
 - (d) the appointment of Mr. Qie Bing Bing as non-executive director of the Company be and is hereby approved; and
 - (e) the board of directors of the Company be and is hereby authorised to determine the remuneration of the directors of the Company.”

2. **“THAT** the conditional employment contract dated 5 February 2010 entered into between the Company and Mr. Chan Wai Keung (a copy of which is marked “A” is produced to the meeting and for the purposes of identification initialed by the chairman of the meeting) be and is hereby approved, confirmed and ratified and the directors of the Company be and are hereby

* *for identification purposes only*

NOTICE OF SGM

authorised to do all such acts as may be necessary or expedient in order to give effect to the said contract.”

By order of the board of directors of
UURG Corporation Limited
Li Xiao Mei
Chairman

Hong Kong, 12 February 2010

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and principal place of business:
Unit 2803, 28th Floor
Bank of America Tower
12 Harcourt Road, Central
Hong Kong

Notes:

1. Any shareholder entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or more than one proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong at Tricor Tengis Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment(s) thereof.
3. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the name stands first on the register of members of the Company in respect of the joint holding.
5. All the resolutions shall be voted by way of poll.
6. Further details are contained in the circular.
7. As at the date of this notice, the board of directors of the Company comprises the following directors:

Executive Directors:
Ms. Li Xiao Mei
Mr. Zhang Shi Min

Independent Non-Executive Directors:
Mr. Leung Wah
Mr. Fung Hoi Wing, Henry
Mr. Cheung Chung Leung, Richard