



寰宇

UNIVERSE INTERNATIONAL HOLDINGS LIMITED

寰宇國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1046)

Proxy Form for the Annual General Meeting to be Convened on 25th November 2005 ("AGM")
(or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.02 each (the "Share") in the capital of Universe International Holdings Limited (the "Company"), hereby **appoint** ^(Note 3) **the Chairman of the AGM** or _____
of _____
as my/our proxy to act for me/us at the AGM of the Company to be held at 18th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on 25th November 2005 at 12:00 noon for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at the AGM, and at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve and consider the audited consolidated financial statements and reports of the directors of the Company (the "Directors") and the auditors of the Company (the "Auditors") for the year ended 30th June 2005.		
2.	(a) To re-elect Mr. Yeung Kim Piu as executive Director and Messrs. Ng Kwok Tung and Chiu Shin Koi as independent non-executive Directors.		
	(b) To authorise the board of Directors to fix the Directors' remuneration.		
3.	To re-appoint Auditors and to authorise the board of Directors to fix their remuneration.		
4.	(a) To grant an unconditional general mandate to the Directors to allot and issue securities ^(Note 5) ;		
	(b) to grant an unconditional general mandate to the Directors to repurchase Shares ^(Note 5) ; and		
	(c) to extend the general mandate granted to the Directors to issue securities by the nominal amount of the Shares repurchased ^(Note 5) .		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
5.	As special business, to approve the proposed amendments to the bye-laws of the Company ^(Note 5) .		

Signed this _____ day of _____ 2005.

Shareholder's(s') signature(s) ^(Notes 6 & 7) : _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all such Shares registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be initialled by the person who signs it.** If no name is inserted, the duly appointed Chairman of the AGM will set as your proxy.
- IMPORTANT: If You wish to vote for or against the resolution, please place a "✓" in the box marked "FOR" or the box marked "AGAINST" as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the AGM other than that referred to in the notice convening the AGM.**
- The full text of this resolution appear in the notice convening the AGM dated 28th October 2005.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
- Where there are joint registered holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- A proxy need not be a member of the Company.
- In order to be valid, this form of proxy and 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 principal place of business in Hong Kong at 18th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, this form of proxy shall be deemed to be revoked.

* for identification purposes only