**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult a 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 Universe International Holdings Limited (the "Company") you should at once hand this circular, together with the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the same or transfer was effected for transmission to the purchaser or transferee.

This circular should be read in conjunction with the accompanying annual report of the Company for the year ended 30th June 2009.



universe
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)**

# PROPOSALS FOR RE-ELECTION OF THE RETIRING DIRECTORS CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting 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 30th November 2009, Monday at 12:00 noon or any adjournment thereof is set out on pages 14 to 17 of this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the principal place of business of the Company in Hong Kong situated at 18th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the annual general meeting of the Company or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting should you so wish and in such event the proxy form shall be deemed to be revoked.

30th October 2009

* *for identification purpose only*

# CONTENTS

# DEFINITIONS

*In this circular, the following words and expressions shall have the following meanings unless the context requires otherwise:*

| | |
|---|---|
| "AGM" | the annual general meeting 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 30th November 2009, Monday at 12:00 noon or any adjournment thereof; |
| "AGM Notice" | notice convening the AGM as set out on pages 14 to 17 of this circular; |
| "associates" | has the meaning ascribed thereto under the Listing Rules; |
| "Board" | board of Directors or a duly authorised committee thereof for the time being; |
| "Bye-Laws" | the existing bye-laws of the Company and "Bye-Law" shall be construed accordingly; |
| "Companies Ordinance" | the Companies Ordinance (Chapter 32 of the Laws of Hong Kong); |
| "Company" | Universe International Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares are listed on the main board of the Stock Exchange; |
| "Director(s)" | director(s) of the Company for the time being and from time to time; |
| "General Mandates" | the Share Issue Mandate and the Share Repurchase Mandate; |
| "Globalcrest" | Globalcrest Enterprises Limited, a company incorporated in the British Virgin Islands with limited liability and a substantial shareholder of the Company within the meaning of the Listing Rules; |
| "Group" | the Company and its subsidiaries from time to time; |
| "Hong Kong" | the Hong Kong Special Administrative Region of the People's Republic of China; |
| "Latest Practicable Date" | 22nd October 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein; |

| | |
|---|---|
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange; |
| "Ordinary Resolution(s)" | the proposed ordinary resolution(s) as referred to in the AGM Notice; |
| "SFO" | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |
| "Shares" | shares of HK$0.02 each in the capital of the Company and "Share" shall be construed accordingly; |
| "Share Issue Mandate" | the proposed general mandate to be granted to the Directors to permit the allotment and issue of new Shares equal in aggregate up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate; |
| "Share Repurchase Mandate" | the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate; |
| "Shareholder(s)" | holder(s) of Shares; |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited; |
| "subsidiary" | a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance) of the Company and "subsidiaries" shall be construed accordingly; |
| "Takeovers Code" | the Hong Kong Code on Takeovers and Mergers; |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong; and |
| "%" | per cent. |

# UNIVERSE INTERNATIONAL HOLDINGS LIMITED
# 寰宇國際控股有限公司*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1046)**

*Executive Directors:*
Mr Lam Shiu Ming, Daneil *(Chairman)*
Ms Chiu Suet Ying
Mr Yeung Kim Piu

*Independent non-executive Directors:*
Mr Ng Kwok Tung
Dr Leung Shiu Ki, Albert
Mr Ma Chun Fung, Horace

*Registered office:*
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of business in Hong Kong:*
18th Floor
Wyler Centre Phase II
192-200 Tai Lin Pai Road
Kwai Chung
New Territories
Hong Kong

30th October 2009

*To the Shareholders*

Dear Sir/Madam,

## PROPOSALS FOR RE-ELECTION OF THE RETIRING DIRECTORS CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED FOR MORE THAN NINE YEARS GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

## 1. INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and the information regarding the Ordinary Resolutions that will be proposed at the AGM for the Shareholders to consider and, if thought fit, to (a) re-elect the retiring Directors; (b) approve and confirm the continuous appointment of an independent non-executive Director who has served the Company for more than nine years; and (c) grant the General Mandates and the extension of the Share Issue Mandate to the Directors.

* *for identification purpose only*

## 2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS AND CONTINUOUS APPOINTMENT OF MR NG KWOK TUNG

The Board currently consists of six Directors, namely Mr Lam Shiu Ming, Daneil, Ms Chiu Suet Ying, Mr Yeung Kim Piu, Mr Ng Kwok Tung, Dr Leung Shiu Ki, Albert and Mr Ma Chun Fung, Horace.

According to Bye-Law 87(1) and Bye-Law 87(2), at each annual general meeting, not less than one third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The retiring Director(s) shall be eligible for re-election.

Pursuant to Bye-Law 87(1) and Bye-Law 87(2), Messrs Yeung Kim Piu and Ng Kwok Tung will retire at the AGM. Mr Yeung and Mr Ng are all eligible and will offer themselves for re-election at the AGM.

Further pursuant to Appendix 14 to the Listing Rules, it is recommended that serving for more than nine years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves for more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders.

Mr Ng Kwok Tung has been appointed as independent non-executive Director for more than nine years. Nonetheless, the Company has received from him a confirmation of independence pursuant to Rule 3.13 of the Listing Rules and Mr Ng has not engaged in any executive management of the Group. Taking into consideration of his independent scope of work in the past years, the Directors consider Mr Ng to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years.

It was further noted that as Dr Leung Shiu Ki, Albert and Mr Ma Chun Fung, Horace were appointed as independent non-executive Directors to fill the casual vacancies created by the retirements of Messrs Ma Ting Hung and Chiu Shin Koi on 28th November 2008, Dr Leung and Mr Ma would retire at the AGM in accordance with Bye-Law 86(2). Dr Leung and Mr Ma were all eligible and would offer themselves for re-election at the AGM.

Bye-Law 88 provides that no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless a notice in writing signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election as a Director and also a notice in writing by that person of his willingness to be elected shall be lodged at the principal place of business of the Company in Hong Kong or the Company's share registrar in Hong Kong, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong provided that the minimum length of the period, during which such notice(s) are given, shall be at least 7 days and that (if the notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.

Brief biographical details of the retiring Directors who offer themselves for re-election are set out in Appendix I to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue an announcement and/or a supplementary circular to inform Shareholders of the details of the additional candidate proposed.

## 3. PROPOSED GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 28th November 2008, resolutions were passed granting the Directors a general mandate to allot, issue or deal with additional Shares up to a maximum of 20% of the aggregate nominal amount of the issued Shares at the date of such meeting and a general mandate to repurchase on the Stock Exchange up to 10% of the aggregate nominal amount of the issued Shares at the date of such meeting. The general mandate to allot, issue and deal with Shares was extended by an amount representing the aggregate nominal amount of the Shares so repurchased. Such mandates will expire at the conclusion of the AGM. It is therefore proposed that the Company will seek the approval of the Shareholders of the relevant resolutions proposed at the AGM in respect of the renewal of the respective general mandates to issue, allot and deal with Shares and to repurchase Shares.

At the AGM, Ordinary Resolutions will be proposed that the Directors be given the General Mandates. In addition, an Ordinary Resolution will also be proposed at the AGM providing that any Shares repurchased under the Share Repurchase Mandate (up to a maximum of 10% of the aggregate nominal amount of the issued Shares as at the date of the grant of the Share Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

Each of the General Mandates will continue in force until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of Bermuda or the Bye-Laws to be held; or

(c) the date on which any such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Listing Rules to be given to the Shareholders is set out in Appendix II to this circular. The information in the explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant the Directors the Share Repurchase Mandate.

## 4. AGM

At the AGM, resolutions will be proposed to, inter alia:

(a) re-elect Mr Yeung Kim Piu as executive Director;

(b) re-elect, approve and confirm the continuous appointment of Mr Ng Kwok Tung who has served the Company for more than nine years as independent non-executive Director;

(c) re-elect Dr Leung Shiu Ki, Albert and Mr Ma Chun Fung, Horace as independent non-executive Directors;

(d) grant the Share Issue Mandate to the Directors;

(e) grant the Share Repurchase Mandate to the Directors; and

(f) extend the Share Issue Mandate by adding to it the number of Shares repurchased under the Share Repurchase Mandate.

In accordance with Rule 13.39(4) of the Listing Rules, all the resolutions proposed at the AGM will be voted on by way of poll. The chairman of the AGM will at the meeting demand, pursuant to Bye-Law 66(a), voting by the way of poll on the Ordinary Resolutions. On a poll, subject to any special rights or restrictions as to voting for the time being attached to any Shares by or in accordance with the Bye-Laws, every Shareholder present in person (or being a corporation, is present by a representative duly authorised), or by proxy shall have one vote for every fully paid Share of which he/she is the holder.

After closure of the AGM, the Company will publish an announcement in respect of the poll results on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.uih.com.hk) respectively.

A form of proxy is enclosed for your use at the AGM. You are requested to complete and return the form of proxy to the principal place of business of the Company in Hong Kong situated 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 later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of a 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 the form of proxy shall be deemed to be revoked.

## 5. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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, there are no other facts the omission of which would make any statement contained in this circular misleading.

## 6. RECOMMENDATION

The Directors believe that the proposed re-election of the retiring Directors; continuous appointment of Mr Ng Kwok Tung; grant of the General Mandates; and extension of the Share Issue Mandate, are all in the best interests of the Company and the Shareholders, and recommend you to vote in favour of the Ordinary Resolutions at the AGM. The Directors will exercise their voting rights in respect of all of their shareholdings (if any) in favour of the Ordinary Resolutions.

## 7. GENERAL

Your attention is also drawn to the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
**Lam Shiu Ming, Daneil**
*Chairman*

The biographical details of the retiring Directors eligible for re-election at the AGM are set out below:

**Mr Yeung Kim Piu, executive Director**

Mr Yeung, aged 48, is mainly responsible for overseeing the operation of artiste management division. Mr Yeung joined the Group in 1993 and has over 12 years of experience in the film distribution industry in Hong Kong. As at the Latest Practicable Date, Mr Yeung was a director of Films Station Production Limited and Elite Master Holdings Limited, all of which are wholly-owned subsidiaries of the Company. Save as disclosed above, (a) Mr Yeung has not previously held any position with the Company or any of its subsidiaries; (b) he has not had any directorships in any listed public companies in the last three years. Mr Yeung is not connected with any Directors, senior management or substantial or controlling shareholders of the Company, and as at the Latest Practicable Date he does not have any interest in the Shares within the meaning of Part XV of the SFO.

Pursuant to a service agreement dated 27th September 2004 between the Company and Mr Yeung, Mr Yeung was appointed as an executive Director with effect from 27th September 2004 and shall continue until terminated by either party giving to the other not less than one month's notice in writing. The aggregate annual remuneration payable under the service agreement is HK$482,400 which was determined by reference to his duties and responsibilities to the Company. Mr Yeung is entitled to a housing allowance of HK$10,200 per month and subject to the absolute discretion of the Board, Mr Yeung is also entitled to an annual discretionary bonus having regard to his performance and the operating results of the Group in the relevant financial year.

Save as disclosed above and in the circular of the Company to the Shareholders dated 30th October 2009 of which this appendix forms part, the Directors are not aware of any other matters regarding the proposed re-election of Mr Yeung that need to be brought to the attention of the Shareholders, and there is no information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr Ng Kwok Tung, independent non-executive Director**

Mr Ng, aged 59, is a practising accountant. He holds a Bachelor of Commerce degree and a licentiate in accountancy from McGill University, Canada and a diploma in Chinese law from the University of East Asia, Macau. He is a member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants of British Columbia, the Order of Chartered Accountants of Quebec, the Canadian Institute of Chartered Accountants and the Taxation Institute of Hong Kong. He joined the Group in 1999. He is also an independent non-executive director of Fountain Set (Holdings) Limited and a non-executive director of Wah Ha Realty Company Limited, all of which are publicly listed companies in Hong Kong. He was also an independent non-executive director of Timeless Software Limited, which is a publicly listed company in Hong Kong, between the period from 16th January 2003 to 26th September 2008. Save as disclosed above, (a) Mr Ng has not previously held any position with the Company or any of its subsidiaries; and (b) he has not had any other directorships in any listed public companies in the last three years. Mr Ng is not connected with any Directors, senior management or substantial or controlling shareholders of the Company and as at the Latest Practicable Date he does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no service agreement between the Company and Mr Ng. The appointment of Mr Ng is for a specified term of 3 years with effect from 25th November 2008 or until terminated by either party giving to the other not less than 3 months' notice in writing. Mr Ng's appointment is also subject to retirement by rotation and re-election pursuant to the Bye-Laws. The emolument of Mr Ng is HK$100,000 per annum which was determined by reference to his duties and responsibilities to the Company.

Save as disclosed above and in the circular of the Company to the Shareholders dated 30th October 2009 of which this appendix forms part, the Directors are not aware of any other matters regarding the proposed re-election of Mr Ng that need to be brought to the attention of the Shareholders, and there is no information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

**Dr Leung Shiu Ki, Albert, independent non-executive Director**

Dr Leung, aged 60, is currently the Financial and Business Development Consultant of Beauchamp International Development Limited, which is a private company incorporated in Hong Kong and responsible for providing financial and business development service to various companies. Dr Leung has 10 years of experience in accounting and auditing in accounting firms in England from 1977 to 1987. From 1987 to 1992, he joined Citicorp International Limited as Assistant Vice President with a major responsibility in corporate finance matters in Hong Kong. He holds a Doctor degree of Philosophy in Economics from Shanghai University of Finance and Economics, the People's Republic of China, a Master degree of Business Administration from Brunel University, England and a Diploma in Management Studies from The Polytechnic of Central London, England. Dr Leung has also passed the final qualifying examinations of the Association of Chartered Certified Accountants, the Chartered Institute of Management Accountants and the Institute of Chartered Secretaries and Administrators, all in the United Kingdom. He joined the Group on 28th November 2008. Save as disclosed above, (a) Dr Leung has not previously held any position with the Company or any of its subsidiaries; and (b) he has not had any other directorships in any listed public companies in the last three years. Dr Leung is not connected with any Directors, senior management or substantial or controlling shareholders of the Company and as at the Latest Practicable Date he does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no service agreement between the Company and Dr Leung. The appointment of Dr Leung is for a specified term of 3 years with effect from 28th November 2008 or until terminated by either party giving to the other not less than 3 months' notice in writing. Dr Leung's appointment is also subject to retirement by rotation and re-election pursuant to the Bye-Laws. The emolument of Dr Leung is HK$100,000 per annum which was determined by reference to his duties and responsibilities to the Company.

Save as disclosed above and in the circular of the Company to the Shareholders dated 30th October 2009 of which this appendix forms part, the Directors are not aware of any other matters regarding the proposed re-election of Dr Leung that need to be brought to the attention of the Shareholders, and there is no information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr Ma Chun Fung, Horace, independent non-executive Director**

Mr Ma, aged 39, specializes in internal audit and business risk consulting. Mr Ma was a director and head of the Hong Kong operations of an international independent risk consulting firm from March 2004 to March 2007. The said firm provides business consultation services in numerous fields including business operations and management, information technology, financial management and internal auditing and risk consulting and investigative services. He is a Certified Public Accountant (Practicing) registered with the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, a Certified Internal Auditor registered with the Institute of Internal Auditors and holder of Certification in Control Self-Assessment of the Institute of Internal Auditors. He also holds various degrees including Master of Science and Bachelor of Business Administration conferred by the Chinese University of Hong Kong and Bachelor of Laws conferred by the University of London, England. He is currently a committee member of, and co-chairing the Professional Development Sub-committee of, the Association of Chartered Certified Accountants, Hong Kong Branch. He is also an independent non-executive director of Ming Fai International Holdings Limited, a publicly listed company in Hong Kong. He joined the Group on 28th November 2008. Save as disclosed above, (a) Mr Ma has not previously held any position with the Company or any of its subsidiaries; and (b) he has not had any other directorships in any listed public companies in the last three years. Mr Ma is not connected with any Directors, senior management or substantial or controlling shareholders of the Company and as at the Latest Practicable Date he does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no service agreement between the Company and Mr Ma. The appointment of Mr Ma is for a specified term of 3 years with effect from 28th November 2008 or until terminated by either party giving to the other not less than 3 months' notice in writing. Mr Ma's appointment is also subject to retirement by rotation and re-election pursuant to the Bye-Laws. The emolument of Mr Ma is HK$100,000 per annum which was determined by reference to his duties and responsibilities to the Company.

Save as disclosed above and in the circular of the Company to the Shareholders dated 30th October 2009 of which this appendix forms part, the Directors are not aware of any other matters regarding the proposed re-election of Mr Ma that need to be brought to the attention of the Shareholders, and there is no information to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Share Repurchase Mandate.

## 1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 1,624,605,370 Shares in issue.

Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 162,460,537 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of Bermuda or the Bye-Laws to be held or when revoked or varied by an ordinary resolution of the Shareholders in general meeting.

## 2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek the Share Repurchase Mandate from the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

## 3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Share Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Bye-Laws and the applicable laws and regulations of Bermuda.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 30th June 2009) in the event that the Share Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date:

| Month | Per Share<br>Highest trading price<br>*HK$* | Per Share<br>Lowest trading price<br>*HK$* |
|---|---|---|
| **2008** | | |
| October | 0.059 | 0.028 |
| November | 0.048 | 0.034 |
| December | 0.080 | 0.039 |
| **2009** | | |
| January | 0.065 | 0.041 |
| February | 0.077 | 0.043 |
| March | 0.059 | 0.046 |
| April | 0.067 | 0.052 |
| May | 0.088 | 0.058 |
| June | 0.134 | 0.084 |
| July | 0.110 | 0.090 |
| August | 0.102 | 0.078 |
| September | 0.091 | 0.075 |
| October (up to and including the Latest Practicable Date) | 0.081 | 0.075 |

## 5. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company, if the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of Hong Kong and Bermuda and the Company's memorandum of association and the Bye-Laws.

The Company has not been notified by any connected person (as defined in the Listing Rules) that such a person has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Share Repurchase Mandate is approved by the Shareholders.

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the following Shareholders are interested in 5% or more of the issued Shares as recorded in the register of interests in shares and short positions of the Company under Section 336(1) of Part XV of the SFO:

*Long positions in Shares*

| **Name** | **Number of Shares held** | **Approximate percentage of shareholding** |
|---|---|---|
| Globalcrest *(Note)* | 872,406,705 | 53.7% |
| Central Core Resources Limited *(Note)* | 872,406,705 | 53.7% |

*Note: The entire issued share capital of Globalcrest is held by Central Core Resources Limited, the trustee of a discretionary trust under which certain immediate family members of Mr Lam Shiu Ming, Daneil and Ms Chiu Suet Ying are discretionary objects.*

In the event that the Directors exercise the power under the Share Repurchase Mandate in full, the percentage of shareholding of Globalcrest and Central Core Resources Limited would each be increased to 59.67%. The Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made under the Share Repurchase Mandate.

Currently, the Directors have no intention to exercise the Share Repurchase Mandate to the extent that it will trigger the obligation under Rules 26 and 32 of the Takeovers Code to make a mandatory offer nor to such extent as to reduce the amount of Shares held by the public to less than 25%.

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the date of this circular.

# UNIVERSE INTERNATIONAL HOLDINGS LIMITED
# 寰 宇 國 際 控 股 有 限 公 司 *

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1046)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Universe International Holdings Limited (the "Company") will be held at 18th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on 30th November 2009, Monday at 12:00 noon (the "AGM") for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 30th June 2009.

2. To re-elect the retiring directors of the Company (individually, a "Director" and collectively, the "Directors"); to approve and confirm the continuous appointment of Mr Ng Kwok Tung who has served the Company for more than nine years as an independent non-executive Director; and to authorize the board of Directors (the "Board") to fix the remuneration of the Directors.

3. To re-appoint auditors and to authorize the Board to fix their remuneration.

4. To consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

## ORDINARY RESOLUTIONS

(a) "**THAT**

(i) subject to paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (iv)(aa) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares of HK$0.02 each in the capital of the Company (the "Share") or securities convertible into Shares, or option, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

* *for identification purpose only*

(iii) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (aa) a Rights Issue (as defined in paragraph (iv)(bb) of this resolution); or (bb) an exercise of any option granted under any Share Option Scheme (as defined in paragraph (iv)(cc) of this resolution); or (cc) any scrip dividend or other similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (the "Bye-Laws"); or (dd) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

(aa) "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(A) the conclusion of the next annual general meeting of the Company;

(B) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law of Bermuda to be held; or

(C) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company (the "Shareholders") in general meeting.

(bb) "Rights Issue" means an offer of Shares or other equity securities of the Company open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People's Republic of China applicable to the Company).

(cc) "Share Option Scheme" means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of rights to acquire Shares."

(b) "**THAT**

(i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (iii) of this resolution) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws and regulations of Hong Kong and Bermuda, the memorandum of association of the Company, the Bye-Laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(ii) the aggregate nominal amount of the share capital of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and

(iii) for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(aa) the conclusion of the next annual general meeting of the Company;

(bb) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law of Bermuda to be held; or

(cc) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the Shareholders in a general meeting."

(c) "**THAT** conditional upon resolution 4(a) and resolution 4(b) as set out in this notice of the AGM dated 30th October 2009 (the "AGM Notice") being passed, the aggregate nominal amount of the share capital of the Company which are repurchased by Company under the authority granted pursuant to resolution 4(b) as set out in the AGM Notice (up to a maximum of 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of resolution 4(b) as set out in the AGM Notice) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution 4(a) as set out in the AGM Notice."

By order of the Board
**Lam Shiu Ming, Daneil**
*Chairman*

Hong Kong, 30th October 2009

*Notes:*

(a) A member entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her behalf. A proxy needs not be a member of the Company.

(b) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, 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, must be deposited at the principal place of business of the Company in Hong Kong situated at 18th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof should you so wish.

(c) In the case of joint 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 Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting 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.

(d) An explanatory statement regarding the general mandate for the purchase of Shares sought in resolution 4(b) (as set out in the AGM Notice) is set out in appendix II to a circular of the Company dated 30th October 2009 to the Shareholders of which this notice forms part.

(e) Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM should you so wish and in such event the proxy form shall be deemed to be revoked.

(f) As at the date hereof, the Board comprises Mr Lam Shiu Ming, Daneil, Ms Chiu Suet Ying and Mr Yeung Kim Piu as executive Directors and Mr Ng Kwok Tung, Dr Leung Shiu Ki, Albert and Mr Ma Chun Fung, Horace as independent non-executive Directors.