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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 proxy form 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.

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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 GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES REFRESHMENT OF THE 10 PER CENT LIMIT UNDER THE SHARE OPTION SCHEME AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held at 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on 17th November 2014, Monday at 11:00 a.m. or in the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on that day, at the same time and place on the second Business Day after 17th November 2014 or any adjournment thereof, at which the proposed resolutions as stated in the aforesaid notice will be considered, is set out on pages 19 to 24 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.

16th October 2014

* for identification purpose only

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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 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on 17th November 2014, Monday at 11:00 a.m. or in the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on that day, at the same time and place on the second Business Day after 17th November 2014 or any adjournment thereof
“AGM Notice”	notice convening the AGM as set out on pages 19 to 24 of this circular
“associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	board of Directors or a duly authorized committee thereof for the time being
“Business Day”	any day (excluding Saturday) on which no black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on that day and on which banks in Hong Kong are generally open for business
“Bye-Laws”	the existing bye-laws of the Company and “Bye-Law” shall be construed accordingly
“Companies Ordinance”	the Companies Ordinance (Chapter 622 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

DEFINITIONS

“Globalcrest”	Globalcrest Enterprises Limited, a company incorporated in the British Virgin Islands with limited liability
“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
“Invested Entity”	any entity in which the Group holds any equity interests
“Latest Practicable Date”	13th October 2014, 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
“Old Scheme”	the share option scheme of the Company approved and adopted by the Company on 26th November 2003 and expired on 26th November 2013
“Options”	option(s) granted or to be granted to the Participant(s) to subscribe for Share(s) under the Old Scheme or the Share Option Scheme, as the case may be
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“Outstanding Options”	has the meaning ascribed thereto under the paragraph headed “Proposed Refreshment of the 10% Scheme Limit” in the section headed “Letter from the Board” of this circular

DEFINITIONS

“Participant”	any person being an employee (including any executive director), officer (including any non-executive director and independent non-executive director), substantial shareholder, consultant, agent, professional adviser, customer, business partner, joint venture partner, strategic partner, landlord or tenant of, or any supplier or provider of goods or services to, the Company or any Subsidiary or any Invested Entity, or any trustee(s) of a discretionary trust of which one or more beneficiaries belong to any of the abovementioned category(ies) of persons, or any other person who satisfies the criteria set out in the rules of the Share Option Scheme
“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 Option Scheme”	the share option scheme currently in force and approved and adopted by the Company on 2nd December 2013
“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

DEFINITIONS

“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
“10% Scheme Limit”	the maximum number of Shares which may be issued upon the exercise of all options granted or to be granted under the Share Option Scheme and all other share option scheme(s) of the Company, being 10% of the total number of Shares in issue as at 2nd December 2013 (i.e. the date of approval and adoption of the Share Option Scheme), which may be refreshed subject to the terms of the Share Option Scheme
“%”	per cent.

LETTER FROM THE BOARD



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*)
Mr. Hung Cho Sing
Mr. Yeung Kim Piu
Mr. Lam Kit Sun

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Mr. Lam Chi Keung
Mr. Choi Wing Koon
Mr. Lam Wing Tai

*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

16th October 2014

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF THE RETIRING DIRECTORS
GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES
REFRESHMENT OF THE 10 PER CENT LIMIT
UNDER THE SHARE OPTION SCHEME
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) grant the General Mandates and the extension of the Share Issue Mandate to the Directors; and (c) refresh the 10% Scheme Limit.

* for identification purpose only

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of seven Directors, namely Mr. Lam Shiu Ming, Daneil, Mr. Hung Cho Sing, Mr. Yeung Kim Piu, Mr. Lam Kit Sun, Mr. Lam Chi Keung, Mr. Choi Wing Koon and Mr. Lam Wing Tai.

According to Bye-Laws 87(1) and 87(2), at each annual general meeting of the Company, 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-Laws 87(1) and 87 (2), Mr. Yeung Kim Piu, Mr. Hung Cho Sing and Mr. Lam Wing Tai, shall retire from office by rotation at the AGM. Mr. Yeung Kim Piu, Mr. Hung Cho Sing and Mr. Lam Wing Tai, being eligible, will 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.

LETTER FROM THE BOARD

3. PROPOSED GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 2nd December 2013, 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 (representing 343,209,959 Shares) 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 the Shares and to repurchase the Shares.

At the AGM, the 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 the Shares which may be allotted and issued under the Share Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,072,088,070 Shares. Subject to the passing of the resolution granting the Share Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to issue a maximum of 414,417,614 Shares.

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.

LETTER FROM THE BOARD

4. PROPOSED REFRESHMENT OF THE 10% SCHEME LIMIT

By an ordinary resolution passed at the annual general meeting of the Shareholders held on 2nd December 2013, the Company approved and adopted the Share Option Scheme.

Pursuant to the Share Option Scheme, the maximum number of Shares which may be issued upon the exercise of all options granted or to be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed the 10% Scheme Limit. The Company may refresh the 10% Scheme Limit by an ordinary resolution of the Shareholders at general meeting provided that the 10% Scheme Limit so refreshed shall not exceed 10% of the total number of issued Shares as at the date of Shareholders' approval of the refreshment of the 10% Scheme Limit. Options previously granted under the Share Option Scheme or any other share option scheme(s) of the Company (including options outstanding, cancelled, or lapsed or exercised in accordance with the relevant scheme rules) shall not be counted for the purpose of calculating the limit as refreshed. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force as at the Latest Practicable Date.

Notwithstanding the foregoing, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time. As at 2nd December 2013 (being the date of the adoption of the Share Option Scheme), the 10% Scheme Limit was 171,604,979 Shares.

During the term of the Old Scheme, a total of 177,695,940 Options were granted thereunder to subscribe for an aggregate of 177,695,940 Shares, out of which 17,117,700 Options were exercised, no Option had lapsed, 143,460,537 Options had been cancelled, and 17,117,703 Options remain unexercised and outstanding. According to the provisions of the Old Scheme, Options granted during the term of the Old Scheme and remain unexercised immediately prior to the end thereof shall continue to be exercisable in accordance with their terms of grant notwithstanding the expiry of the Old Scheme. No further Options could be granted upon the expiry of the Old Scheme on 26th November 2013.

On 21st July 2014, the Company granted a total of 171,604,000 Options under the Share Option Scheme to subscribe for an aggregate of 171,604,000 Shares representing 99.9994% of the 10% Scheme Limit. As at the Latest Practicable Date, all 171,604,000 Options remained outstanding and none of such Options were cancelled, lapsed or exercised. As such, unless the 10% Scheme Limit is refreshed, the Company may only grant Options to subscribe for up to 979 Shares, representing 0.0006% of the 10% Scheme Limit. Hence, at the AGM, an Ordinary Resolution will be proposed to refresh the 10% Scheme Limit and to seek the Shareholders' approval in relation thereto.

LETTER FROM THE BOARD

On the basis of 2,072,088,070 Shares in issue as at the Latest Practicable Date, and assuming there is no further issue or repurchase of Shares prior to the AGM; and the refreshment of the 10% Scheme Limit is approved by the Shareholders at the AGM; and taking into account (a) the outstanding 17,117,703 Options previously granted under the Old Scheme to subscribe for up to a total of 17,117,703 Shares, and (b) the outstanding 171,604,000 Options granted under the Share Option Scheme to subscribe for up to a total of 171,604,000 Shares (collectively, the “Outstanding Options”), the Company may grant Options to Participants entitling them to subscribe for a total of up to 207,208,807 Shares which, when aggregated with 188,721,703 Shares that may be issued under the Outstanding Options (amounting to 395,930,510 Shares which represents approximately 19.11% of the total number of Shares in issue as at the Latest Practicable Date), is within the said limit of 30% of the total number of Shares in issue from time to time as required under the Share Option Scheme.

The Company believes the proposed refreshment of the 10% Scheme Limit at the AGM would allow the Company to achieve the purpose of the Share Option Scheme which is to provide incentives and/or rewards to Participants for their contributions to the Group and/or any Invested Entity (if applicable). The Directors consider that the proposed refreshment of the 10% Scheme Limit is in the interests of the Company and the Shareholders as a whole as it provides the Company with more flexibility in providing incentives to those Participants by way of granting of Options.

The proposed refreshment of the 10% Scheme Limit is conditional upon:

- (a) the passing of the relevant Ordinary Resolution by the Shareholders at the AGM to approve the proposed refreshment of the 10% Scheme Limit; and
- (b) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, on the Stock Exchange, the Shares (representing 10% of the total number of Shares in issue as at the date of the AGM approving the proposed refreshment of the 10% Scheme Limit) which fall to be issued by the Company pursuant to the exercise of Options that may be granted under the Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares representing 10% of the total number of Shares in issue as at the date of the AGM approving the proposed refreshment of the 10% Scheme Limit, being 207,208,807 Shares, which fall to be issued pursuant to the exercise of Options that may be granted under the proposed refreshed 10% Scheme Limit.

LETTER FROM THE BOARD

5. AGM

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

- (a) re-elect Mr. Yeung Kim Pui as executive Director;
- (b) re-elect Mr. Hung Cho Sing as executive Director;
- (c) re-elect Mr. Lam Wing Tai as independent non-executive executive Director;
- (d) grant the Share Issue Mandate to the Directors;
- (e) grant the Share Repurchase Mandate to the Directors;
- (f) extend the Share Issue Mandate by adding to it the number of the Shares repurchased under the Share Repurchase Mandate; and
- (g) refresh the 10% Scheme Limit.

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 except where the chairman of the AGM, in good faith, decide to allow a resolution which relates purely to procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will at the meeting demand, pursuant to Bye-Law 66(a), voting by 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 authorized), 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 proxy form is enclosed for your use at the AGM. You are requested to complete and return the proxy form 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 proxy form 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 proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

7. RECOMMENDATIONS

The Directors believe that the proposed re-election of the retiring Directors; granting of the General Mandates; extension of the Share Issue Mandate; and refreshment of the 10% Scheme Limit, are all in the interests of the Company and the Shareholders as a whole, 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.

8. GENERAL

Your attention is also drawn to the Appendix I to this circular which set out the biographical details of the retiring Directors to be re-elected at the AGM and Appendix II which provides an explanatory statement on the proposed Share Repurchase Mandate in accordance with the Listing Rules.

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 Kim Piu, aged 53, is mainly responsible for overseeing the operation of artiste management division. Mr. Yeung joined the Group in 1993 and has over 17 years of experience in the film distribution industry in Hong Kong.

As at the Latest Practicable Date, Mr. Yeung was personally interested in 20,720,000 Options granted under the Share Option Scheme with a right to subscribe for 20,720,000 Shares. As at the Latest Practicable Date, save as disclosed above, Mr. Yeung (1) had not previously held any position with the Company or any of its Subsidiaries save that (a) he was a director of each of Films Station Production Limited, Universe Films Acquisition Limited and Elite Master Holdings Limited, all of which are wholly-owned Subsidiaries and he resigned from such positions on 11th April 2011; and (b) he is a general manager of Mutual Faith Investment Limited, a wholly-owned Subsidiary; (2) had not previously held any other major appointment and qualifications or directorship in other listed company in the last three years; (3) was not connected with any Directors, senior management or substantial shareholder (having the meaning ascribed to it under the Listing Rules) or controlling shareholder (having the meaning ascribed to it under the Listing Rules) of the Company; and (4) did 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 annual aggregate remuneration payable under the service agreement is HK\$708,000 which was determined by reference to his duties and responsibilities to the Company. Mr. Yeung is entitled to a housing allowance of HK\$14,500 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 16th October 2014 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) of the Listing Rules.

Mr. Hung Cho Sing, Executive Director

Mr. HUNG Cho Sing, aged 73, is mainly responsible for the business development of the Group. He has over 30 years of experience in the film distribution industry. Mr. Hung was the founder of Delon International Film Corporation and has been its General Manager since June 2004. Mr. Hung was the Organizing Committee Chairman of the 11th and 12th Hong Kong Film Awards from 1991 to 1993 and from 1993 to 1995, Mr. Hung was the Chairman of the Board of Directors of Hong Kong Film Awards Association Limited. Mr. Hung is currently the Chairman of Hong Kong Motion Picture Industry Association. In recognition of his contribution to the Hong Kong film industry, Mr. Hung was awarded the Bronze Bauhinia Star (BBS) by the Hong Kong Government in 2005. From April 2007 to March 2013, Mr. Hung was appointed by the Hong Kong Government as a member of the Hong Kong Film Development Council. Mr. Hung is also a member of Hong Kong Election Committee and since January 2013, he has been appointed by the Hong Kong Government as a non-official member of the Working Group on Manufacturing Industries, Innovative Technology, and Cultural and Creative Industries under the Economic Development Commission. Mr. Hung was a non-executive director of Capital VC Limited (stock code: 2324) from 15th September 2011 to 30th January 2014. Currently, Mr. Hung is an independent non-executive director of China Star Entertainment Limited (stock code: 326), an independent non-executive director of Freeman Financial Corporation (stock code: 279) and an independent non-executive director of Mascotte Holdings Limited (stock code: 136). Mr. Hung joined the Group in October 2013.

As at the Latest Practicable Date, Mr. Hung was personally interested in 20,720,000 Options granted under the Share Option Scheme with a right to subscribe for 20,720,000 Shares. He is also a director of certain wholly-owned Subsidiaries, namely, Great Harbour Enterprises Limited, Gold Summit International Limited and Cheer Luck Investments Limited. As at the Latest Practicable Date, save as disclosed above, Mr. Hung (1) had not previously held any position with the Company or any of its Subsidiaries; (2) had not previously held any other major appointment and qualifications or directorship in other listed company in the last three years; (3) was not connected with any Directors, senior management or substantial shareholder (having the meaning ascribed to it under the Listing Rules) or controlling shareholder (having the meaning ascribed to it under the Listing Rules) of the Company; and (4) did not have any interest in the Shares within the meaning of Part XV of the SFO.

Pursuant to the appointment letter entered into between Mr. Hung and the Company, Mr. Hung was appointed for a fixed term for three years from 16th October 2013. His appointment is subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Bye-Laws. Mr. Hung is entitled to a monthly director's fee of HK\$10,000 and one extra payment equivalent to one month's salary payable before the Chinese New Year and such remuneration is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above and in the circular of the Company to the Shareholders dated 16th October 2014 of which this appendix forms part, the Directors are not aware of any other matters regarding the proposed re-election of Mr. Hung 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) of the Listing Rules.

Mr. Lam Wing Tai, Independent Non-Executive Director

Mr. Lam Wing Tai, aged 48, is currently the financial controller of Astrum Capital Management Limited. He studied accounting at the Australian National University and obtained a Bachelor of Commerce degree in 1991. Mr. WT Lam is a member of the CPA Australia and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. Mr. WT Lam has extensive experience in the accounting and auditing field. Mr. WT Lam was an executive director of Hong Kong Life Sciences and Technologies Group Limited (formerly known as ZMAY Holdings Limited)(Stock Code: 8085) from October 2009 to November 2012. Currently, Mr. WT Lam is an independent non-executive director of Jun Yang Solar Power Investments Limited (Stock Code: 397) and the company secretary of Gamma Logistics Corporation (Stock Code: 8310). Mr. WT Lam joined the Group in October 2013.

As at the Latest Practicable Date, save as disclosed above, Mr. WT Lam (1) had not previously held any position with the Company or any of its Subsidiaries; (2) had not previously held any other major appointment or directorship in other listed company in the last three years; (3) was not connected with any Director, senior management, substantial shareholder (having the meaning ascribed to it under the Listing Rules) or controlling shareholder (having the meaning ascribed to it under the Listing Rules) of the Company; and (4) did not have any interest in any Shares within the meaning of Part XV of the SFO.

Pursuant to the appointment letter entered into between Mr. WT Lam and the Company, Mr. WT Lam will be appointed for a fixed term for three years from 16th October 2013. His appointment is subject to retirement by rotation and re-election at general meetings of the Company in accordance with the Bye-Laws. Mr. WT Lam is entitled to an annual director's fee of HK\$130,000 which is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above and in the circular of the Company to the Shareholders dated 16th October 2014 of which this appendix forms part, the Directors are not aware of any other matters regarding the proposed re-election of Mr. WT Lam 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) 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 2,072,088,070 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 following the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to repurchase a maximum of 207,208,807 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 2014) 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	
	Highest	Lowest
	trading price <i>HK\$</i>	trading price <i>HK\$</i>
2013		
October	0.500	0.310
November	0.500	0.330
December	0.400	0.220
2014		
January	0.345	0.224
February	0.260	0.229
March	0.280	0.156
April	0.222	0.122
May	0.167	0.122
June	0.139	0.106
July	0.213	0.116
August	0.163	0.133
September	0.164	0.105
October (up to and including the Latest Practicable Date)	0.130	0.104

5. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close 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 core 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 Rule 26 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
Central Core Resources Limited (<i>Note a</i>)	189,131,705	9.13%
Globalcrest (<i>Note a</i>)	189,131,705	9.13%
Lam Shiu Ming, Daneil (<i>Note a</i>)	226,969,408	10.95%
China Mobile Games & Cultural Investment Limited (formerly known as Computech Holdings Limited) (stock code: 8081) (<i>Note b</i>)	170,000,000	8.20%
Ever Robust Holdings Limited (<i>Note b</i>)	170,000,000	8.20%

Note:

- (a) 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 are discretionary objects.
- (b) The entire issued share capital of Ever Robust Holdings Limited is held by China Mobile Games & Cultural Investment Limited.

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 Rule 26 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 Latest Practicable Date.

AGM NOTICE



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 5/F, Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on 17th November 2014, Monday at 11:00 a.m. or in the event that a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on that day, at the same time and place on the second Business Day (as defined in Note (1) below) after 17th November 2014 or any adjournment (the “AGM”) for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company, the reports of the directors of the Company (individually, a “Director” and collectively, the “Directors”) and the report of the independent auditor of the Company (the “Auditor”) for the year ended 30th June 2014.
2. To re-elect the retiring Directors, namely Mr. Yeung Kim Pui and Mr. Hung Cho Sing as executive Directors; and Mr. Lam Wing Tai as independent non-executive Director, and to authorize the board of Directors (the “Board”) to fix the remuneration of the Directors.
3. To re-appoint the Auditor and to authorize the Board to fix the remuneration of the Auditor.

* for identification purpose only

AGM NOTICE

SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without modification, the following resolutions as 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 authorizations given to the Directors and shall authorize 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;
- (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

AGM NOTICE

- (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 and/or other eligible persons of rights to acquire Shares.”

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(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.”

AGM NOTICE

- (c) “**THAT** conditional upon resolution 4(a) and resolution 4(b) as set out in this notice of the AGM dated 16th October 2014 (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.”
- (d) “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Shares representing 10 per cent of the total number of Shares in issue as at the date of passing of this resolution (the “Refreshed 10% Scheme Limit”) which fall to be issued pursuant to the exercise of options that may be granted under the Company’s share option scheme approved and adopted on 2nd December 2013 (the “Share Option Scheme”), the refreshment of the existing 10% scheme limit in respect of the grant of options to subscribe for Shares under the Share Option Scheme be and is hereby approved provided that the total number of Shares which may be allotted or issued pursuant to the grant or exercise of options under the Share Option Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed the Refreshed 10% Scheme Limit and the Directors be and are hereby authorized to grant options under the Share Option Scheme up to the Refreshed 10% Scheme Limit, to exercise all powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options granted under the Share Option Scheme up to the Refreshed 10% Scheme Limit and to do such acts and execute such documents for or incidental to such purpose.”

By order of the Board
Lam Shiu Ming, Daneil
Chairman

Hong Kong, 16th October 2014

AGM NOTICE

Notes:

1. Business Day means any day (excluding Saturday) on which no black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on that day and on which banks in Hong Kong are generally open for business. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on 17th November 2014, the AGM will not be held on that day but will be held at the same time and place on the second Business Day after 17th November 2014 or any adjournment thereof.
2. 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.
3. In order to be valid, the proxy form 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.
4. 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.
5. 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 the circular of the Company dated 16th October 2014 to the Shareholders of which this notice forms part.
6. 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.
7. As at the date hereof, the Board comprises Mr. Lam Shiu Ming, Daneil, Mr. Hung Cho Sing, Mr. Yeung Kim Piu and Mr. Lam Kit Sun as executive Directors and Mr. Lam Chi Keung, Mr. Choi Wing Koon and Mr. Lam Wing Tai as independent non-executive Directors.