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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Universe International Holdings Limited (the “**Company**”) will be held at 18/F, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, N.T., Hong Kong on Wednesday, 15 July 2015 at 12:00 noon for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (A) the acquisition as contemplated under sale and purchase agreement dated 7 May 2015 and entered into between Fragrant River Entertainment Culture (Holdings) Limited (a wholly-owned subsidiary of the Company) as purchaser, Victor Meg Limited, Ng Tang and Most Profitable Investment Ltd. as vendors and Ng Tang and Lo Lai Kuen as guarantors for the vendors in relation to the Acquisition (as defined in the circular of the Company dated 26 June 2015 (“**Circular**”), a copy of which is marked “**A**” and signed by the chairman of this meeting for identification purpose, and has been tabled at this meeting) (“**SP Agreement**”) (a copy of the SP Agreement marked “**B**” and signed by the chairman of this meeting for identification purpose has been tabled at this meeting) be and is hereby approved, confirmed and ratified;
- (B) subject to completion of the Acquisition and subject also to the grant of the listing of, and permission to deal in, the Conversion Shares (as defined below) by The Stock Exchange of Hong Kong Limited, the creation and issue of the Convertible Notes (as defined and described in the Circular) on and subject to the terms and conditions of the SP Agreement be and are hereby approved and the Directors be and are hereby specifically authorised to allot and issue, credited as fully paid, such number of shares of the Company (each, a “**Conversion Share**”) in accordance with the instrument constituting the Convertible Notes (“**Instrument**”, a draft of which marked “**C**” and signed by the chairman of this meeting for identification purpose has been tabled at this meeting) upon the exercise of the conversion rights attaching to the Convertible Notes in accordance with the terms and conditions of the Instrument; and

* for identification purposes only

- (C) all other transactions contemplated under the SP Agreement be and are hereby approved and the Directors or a duly authorised committee of the board of Directors be and are/is authorised to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the SP Agreement, the creation and issue of the Convertible Notes and the allotment and issue of the Conversion Shares upon the exercise of the conversion rights attaching to the Convertible Notes in accordance with terms and conditions of the Instrument, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided for in the SP Agreement) as are, in the opinion of the Directors or a duly authorised committee, in the interest of the Company and its shareholders as a whole.”

On behalf of the Board
Universe International Holdings Limited
Lam Shiu Ming, Daneil
Chairman and Executive Director

Hong Kong, 26 June 2015

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

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's Hong Kong branch share registrar and transfer office, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish and in such event, the form of proxy shall be deemed to be revoked.
3. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.

As at the date of this notice, the Directors are as follows:

Executive Directors:

Mr Lam Siu Ming, Daneil (*Chairman*)

Mr Hung Cho Sing

Mr Yeung Kim Piu

Mr Lam Kit Sun

Non-Executive Director:

Mr Chan Shiu Kwong Stephen

Independent Non-executive Directors:

Mr Lam Wing Tai

Mr Lam Chi Keung

Mr Choi Wing Koon