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UNIVERSE INTERNATIONAL FINANCIAL HOLDINGS LIMITED
寰宇國際金融控股有限公司

(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 Financial Holdings Limited (the “**Company**”) will be held at 18/F, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Monday, 29 August 2016 at 12:00 noon for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon: (i) The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, all the Rights Shares (as defined below) (in their nil-paid and fully-paid forms) by no later than the Prospectus Posting Date (as defined in the circular (“**Circular**”) of the Company dated 12 August 2016); (ii) the filing and registration of all relevant documents with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date; and (iii) the Underwriting Agreement (as defined in the Circular) not being terminated by the Underwriter (as defined in the Circular) pursuant to the terms thereof on or before the Latest Time of Termination (as defined in the Circular):

- (a) the issue by way of rights (“**Rights Issue**”) of not less than 355,548,184 ordinary shares of HK\$0.01 each of the Company (“**Rights Shares**”) and not more than 367,399,760 Rights Shares to the shareholders (“**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company at the close of business on Thursday, 8 September 2016 (“**Record Date**”) (or such other date as may be agreed in writing between the Company and the Underwriter) other than those shareholders of the Company whose registered addresses as shown on the register of members of the Company are in any place outside Hong Kong and whom the directors of the Company (“**Directors**”), based on the enquiry made by the Company, consider it is necessary or expedient not to offer the Rights Shares to such shareholders (“**Excluded Shareholders**”) on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in those place(s), in the proportion of two (2) Rights Shares for every one (1) existing share of the Company then held on the Record Date at the subscription price of HK\$0.60 per Rights Share and otherwise on the terms and conditions set out in the Circular be and is hereby approved;

- (b) the board of Directors (“**Board**”) or a committee thereof be and is hereby authorised to allot and issue the Rights Shares (in both nil-paid form and fully-paid form) pursuant to or in connection with the Rights Issue provided that in the case of Excluded Shareholders, the Rights Shares shall not be allotted and issued to the Excluded Shareholders but shall be aggregated and issued to a nominee to be named by the Company and such Rights Shares shall be dealt with on terms set out in the Circular;
- (c) the Board or a committee thereof be and is hereby authorised to make such other exclusions or other arrangements in relation to the Excluded Shareholders as it may deem necessary or expedient and generally to do such things or make such arrangements as it may think fit to effect the Rights Issue; and
- (d) any one Director be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as he/she may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Rights Issue and the Underwriting Agreement or any transactions contemplated thereunder.”

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

Hong Kong, 12 August 2016

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 Shiu Ming, Daneil (*Chairman*)

Ms. Cheng Hei Yu

Mr. Hung Cho Sing

Mr. Lam Kit Sun

Non-executive Director:

Mr. Chan Shiu Kwong, Stephen

Independent non-executive Directors:

Mr. Lam Chi Keung

Mr. Choi Wing Koon

Mr. Lam Wing Tai