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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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 30 NOVEMBER 2016;**
(2) RETIREMENT OF NON-EXECUTIVE DIRECTOR;
(3) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(4) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(5) CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

POLL RESULTS OF THE AGM

Reference is made to the circular (“**Circular**”) and the notice of annual general meeting (“**AGM**”) of Universe International Financial Holdings Limited (“**Company**”) both dated 31 October 2016. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

Full text of the resolutions is set out in the notice of the AGM (“**AGM Notice**”) dated 31 October 2016. The poll results in respect of the resolutions proposed at the AGM held on 30 November 2016 are as follows:

No.	Ordinary Resolutions	Number of votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 30 June 2016.	298,916,757 (100%)	0 (0%)

No.	Ordinary Resolutions		Number of votes (%)	
			For	Against
2.	(A)	(i) To re-elect Mr. Lam Shiu Ming, Daneil as an executive Director.	298,916,757 (100%)	0 (0%)
	(A)	(ii) To appoint Ms. Cheng Lo Yee as an independent non-executive Director.	298,916,757 (100%)	0 (0%)
	(B)	To authorise the Board to fix the Directors' remuneration.	298,916,757 (100%)	0 (0%)
3.	To re-appoint Crowe Horwath (HK) CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration.		298,916,757 (100%)	0 (0%)
4.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the number of the issued Shares as described in resolution no. 4 of the AGM Notice.		298,916,757 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to allot, issue and deal with new shares not exceeding 20% of the number of the issued Shares as described in resolution no. 5 of the AGM Notice.		298,916,757 (100%)	0 (0%)
6.	To add the number of shares repurchased to the number of shares that may be issued pursuant to the general mandate granted to the Directors under resolution no. 5 above as described in resolution no. 6 of the AGM Notice.		298,916,757 (100%)	0 (0%)
7.	To approve the renewal of the 10% scheme limit of the Share Option Scheme as described in resolution no. 7 of the AGM Notice.		298,916,757 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions proposed at the AGM were duly passed by the Shareholders as ordinary resolutions of the Company.

As at the date of the AGM, there were a total of 533,322,276 Shares in issue. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder was required to abstain from voting on the resolutions proposed at the AGM. As such, there were a total of 533,322,276 Shares, representing 100% of the issued share capital of the Company as at the date of the AGM, entitling Shareholders to attend and vote on the resolutions proposed at the AGM. None of the Shareholders was entitled to attend and abstain from voting in favour of the resolutions proposed at the AGM accordingly to Rule 13.40 of the Listing Rules. None of the Shareholders has stated his/her/its intention in the Circular to vote against the resolutions proposed or to abstain from voting on the resolutions proposed at the AGM.

The Hong Kong branch share registrar of the Company, Tricor Abacus Limited, acted as the scrutineer for the vote-taking at the AGM.

RETIREMENT OF NON-EXECUTIVE DIRECTOR

At the AGM, Mr. Chan Shiu Kwong Stephen (“**Mr. Chan**”) retired and did not offer himself for re-election at the AGM and therefore his retirement of a non-executive Director took effect upon the conclusion of the AGM.

Mr. Chan has confirmed that there is no disagreement with the Board and there are no matters relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its gratitude to Mr. Chan for his valuable contributions to the Company during his tenure of office.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, Mr. Lam Wing Tai (“**Mr. Lam**”) retired and did not offer himself for re-election at the AGM and therefore his retirement of an independent non-executive Director took effect upon the conclusion of the AGM.

Mr. Lam has confirmed that there is no disagreement with the Board and there are no matters relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange. Following the retirement of Mr. Lam as an independent non-executive Director, he ceased to be the chairman of the audit committee of the Board (“**Audit Committee**”), a member of each of the remuneration committee of the Board (“**Remuneration Committee**”) and the nomination committee of the Board (“**Nomination Committee**”). Please refer to the paragraph headed “**Change of composition of the board committees**” below for the composition of the board committees after the retirement of Mr. Lam.

The Board would like to take this opportunity to express its gratitude to Mr. Lam for his valuable contributions to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Cheng Lo Yee (“**Ms. Cheng**”) has been appointed as an independent non-executive Director immediately after the conclusion of the AGM on 30 November 2016.

Ms. Cheng, aged 61, was employed by the Hong Kong Government as an Executive Officer from 1978 to 1992 and worked in various government departments including the Home Affairs Department, Social Welfare Department, Government Secretariat, and Office of Members of the Executive and Legislative Council (now called Legislative Council of the HKSAR). Her last rank was Senior Executive Officer. Ms. Cheng obtained a Bachelor of Arts in Business and Finance with Honours from the University of Portsmouth in England in 2003. Ms. Cheng is currently an independent non-executive director of China Demeter Investments Limited (stock code: 8120), the shares of which are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong.

Ms. Cheng was a director of Good Morning Limited (“**Good Morning**”), a private company incorporated in Hong Kong and was principally engaged in investment holding prior to its dissolution. Good Morning was dissolved by deregistration on 8 June 2007 pursuant to section 291AA of the then prevailing Companies Ordinance (Chapter 32 of the Laws of Hong Kong). To the best of the knowledge and belief of Ms. Cheng, Good Morning was solvent at the time when it was dissolved.

As at the date of this announcement, save as disclosed above, Ms. Cheng has not held any other major appointment and qualifications or directorship in other listed company in the last three years, nor does she have any relationship with any Director, senior management, substantial Shareholders or controlling Shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. Save as mentioned above, Ms. Cheng does not hold other positions with the Company or other members of the Group.

As at the date of this announcement, Ms. Cheng is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment made between Ms. Cheng and the Company, Ms. Cheng has been appointed as an independent non-executive Director upon the conclusion of the AGM on 30 November 2016 for a fixed term of three years. Ms. Cheng’s appointment is subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Bye-laws. The annual director’s fee of Ms. Cheng is HK\$130,000 with reference to Ms. Cheng’s responsibilities, the Company’s remuneration policy and the prevailing market conditions.

Save as disclosed above, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Ms. Cheng that need to be brought to the attention of the Shareholders.

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

Following the retirement of Mr. Lam as an independent non-executive Director, he ceased to be the chairman of the Audit Committee and the member of each of the Remuneration Committee and the Nomination Committee.

With effect from the conclusion of the AGM on 30 November 2016, Mr. Choi Wing Koon has been appointed as the chairman of the Audit Committee in replacement of Mr. Lam.

With effect from the conclusion of the AGM on 30 November 2016, Ms. Cheng will be appointed as the member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

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

Hong Kong, 30 November 2016

As at the date of this announcement, the executive Directors are Mr. Lam Shiu Ming, Daneil, Mr. Hung Cho Sing and Mr. Lam Kit Sun, and the independent non-executive Directors are Mr. Choi Wing Koon, Mr. Lam Chi Keung and Ms .Cheng Lo Yee.