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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 the special general meeting (the “SGM”) 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, 17 September 2018 at 12:00 noon for the purposes of considering and, if thought fit, passing the following resolutions as special resolutions of the Company with or without amendments:

1. “**THAT:**

- (a) conditional on compliance with section 46(2) of the Companies Act 1981 of the laws of Bermuda, as amended or revised from time to time (the “**Companies Act**”), the reduction of the amount standing to the credit of the share premium account of the Company by HK\$893,345,000 (the “**Share Premium Reduction**”) be and is hereby approved;
- (b) the transfer of the credit arising from the Share Premium Reduction to the contributed surplus account of the Company (the “**Contributed Surplus Account**”) be and is hereby approved;
- (c) conditional on compliance with section 54(1) of the Companies Act, the distribution of the special dividend of HK\$0.30 per share up to HK\$271,989,682.80 (the “**Distribution**”) of the amount standing to the credit of the Contributed Surplus Account be made pro rata to the shareholders of the Company as of 26 September 2018 (or such other date to be fixed by the Company) (the “**Record Date**”) (which shall take place contemporaneously with completion of the sale and purchase agreement dated 26 July 2018 and entered into among Pioneer Entertainment Group Limited, Mr. Chan Wai Sing Vincent and Mr. Lam Shiu Ming, Daneil in relation to the sale and purchase of 251,745,000 shares of the Company), being the special dividend referred to in the announcement dated 31 July 2018 and jointly issued by the Company and Pioneer Entertainment Group Limited, be and is hereby approved; and

(d) the directors of the Company be and are hereby authorised generally to carry out all acts and things which they may consider appropriate, necessary or desirable to give effect to or to implement the foregoing and the transactions contemplated under this resolution including, without limitation, the determination of the exact amount to be distributed out of the Contributed Surplus Account under this resolution, fixing, re-fixing or making any variations to the Record Date in accordance with the bye-laws of the Company and other aspects of the Distribution and the execution, amendment, supplement, delivery and implementation of any documents, agreements and deeds as they may deem fit in compliance with the legal and regulatory requirements and in the interests of the Company.”

2. “**THAT** subject to any necessary approval of the Registrar of Companies in Bermuda in relation to the proposed change of the name of the Company being obtained, the change of name of the Company from “Universe International Financial Holdings Limited” to “Universe Entertainment and Culture Group Company Limited”, and the adoption of “寰宇娛樂文化集團有限公司” as the secondary name in Chinese of the Company to replace its existing secondary name in Chinese “寰宇國際金融控股有限公司” (the “**Change of the Company Name**”) with effect from the date of entry of the new primary name and secondary name on the register maintained by the Registrar of Companies in Bermuda, and any one director or officer of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he may consider necessary or expedient to give effect to the Change of the Company Name and the transactions contemplated thereunder.”

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

Hong Kong, 24 August 2018

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
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 of the Company entitled to attend and vote at the SGM convened by the above notice shall be 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 needs not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (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 notarially certified copy of that power or authority, at the branch share registrar and transfer office of the Company in Hong Kong, 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 Saturday, 15 September 2018 at 12:00 noon.
- (3) Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the SGM or any adjournment thereof should he/she/it so wish, and in such case, the instrument appointing a proxy previously submitted shall be deemed to be revoked.
- (4) The above resolutions put to vote at the SGM will be decided by way of poll as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (5) Record date (being the last date for registration of any share transfer) for determining the entitlement of the shareholders of the Company to attend and vote at the proposed SGM will be 12 September 2018. In order to qualify for the proposed SGM, all transfers, accompanied by the relevant share certificates, have to be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on 12 September 2018.

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, Mr. Tang Yiu Wing, Mr. Chong Ki Ming and Mr. Wong Cheuk Wai Jason.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.