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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Universe International Holdings Limited (the "Company") will be held at 18th Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on 29th November 2011, Tuesday at 12:00 noon 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 10:00 a.m. on that day, at the same time and place on the second Business Day (as defined in Note (a) below) after 29th November 2011 or any adjournment (the "AGM") for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company, the report 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 2011.
2. To re-elect the retiring Director, namely Mr. Lam Shiu Ming, Daneil as executive Director and to re-elect, approve and confirm the retiring Director, namely Mr. Ng Kwok Tung as independent non-executive Director who has served the Company for more than nine years as an 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.
4. To consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

### **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;

\* for identification purpose only

- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorisations given to the Directors and shall authorise 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
- (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 of rights to acquire Shares.”

- (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.”
- (c) **“THAT** conditional upon resolution 4(a) and resolution 4(b) as set out in this notice of the AGM dated 31st October 2011 (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 Shares in issue as at the date of passing of this resolution (the “Refreshed Scheme Mandate Limit”)) which fall to be issued pursuant to the exercise of options that may be granted under the Company’s share option scheme adopted on 26th November 2003 (the “Share Option Scheme”), the refreshment of the existing 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 Scheme Mandate Limit and the Directors be and are hereby authorised to grant options under the Share Option Scheme up to the Refreshed Scheme Mandate Limit, to exercise all powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options 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, 31st October 2011

*Notes:*

- (a) 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 10:00 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 10:00 a.m. on 29th November 2011, 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 29th November 2011 or any adjournment thereof.
- (b) 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.
- (c) 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.
- (d) 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.
- (e) 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 31st October 2011 to the Shareholders of which this notice forms part.
- (f) 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.
- (g) As at the date hereof, the Board comprises Mr. Lam Shiu Ming, Daneil and Mr. Yeung Kim Piu as executive Directors and Mr. Ng Kwok Tung, Dr. Leung Shiu Ki, Albert and Mr. Ma Chun Fung, Horace as independent non-executive Directors.