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**UNIVERSE ENTERTAINMENT AND CULTURE
GROUP COMPANY LIMITED
寰宇娛樂文化集團有限公司**

(Incorporated in Bermuda with limited liability)

(Stock Code: 1046)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Universe Entertainment and Culture Group Company Limited (the “**Company**”) will be held at 12:00 noon on Monday, 15th April 2019 at 18th Floor, Wyler Centre Phase II, 192–200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong or in the event that a black rainstorm warning signal is in force or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on that day, at the same time and place on the second Business Day (as defined in Note (1) below) after 15th April 2019 or any adjournment (the “**SGM**”) for the following purpose:

ORDINARY RESOLUTION

“**THAT** the proposed special interim dividend of HK\$0.15 per share of the Company out of the contributed surplus account of the Company to the shareholders whose names appear on the Company’s register of members as at the close of business on Wednesday, 24th April 2019 (the “**Special Interim Dividend**”) be and is hereby approved and the board of directors of the Company be and is hereby authorised to effect the payment of the Special Interim Dividend and to do all acts and things and to take such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the payment of the Special Interim Dividend.”

On behalf of the Board of
**Universe Entertainment and Culture
Group Company Limited**
Lam Shiu Ming, Daneil
Chairman and Executive Director

Hong Kong, 22nd March 2019

Notes:

- (1) Business Day means any day (excluding Saturday or Sunday and any day on which a black rainstorm warning signal is in force or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours.
- (2) If a black rainstorm warning signal is in force or a tropical cyclone warning signal number 8 or above is hoisted or remains hoisted in Hong Kong at 9:00 a.m. on 15th April 2019, the SGM will not be held on that day but will be held at the same time and place on the second Business Day after 15th April 2019 or any adjournment thereof.
- (3) The resolution set out in this notice of the SGM will be taken by way of poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
- (4) A member of the Company entitled to attend and vote at the SGM will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.
- (5) A form of proxy in respect of the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
- (6) 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 SGM 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 SGM or any adjournment thereof, should he/she/it so wish and in such event, the form of proxy shall be deemed to be revoked.
- (7) In the case of joint holders of shares, any one of such holders may vote at the SGM, 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 SGM 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.
- (8) Record date (being the last date for registration of any share transfer given there will be no book closure) for determining the entitlement of the shareholders of the Company to attend and vote at the SGM will be 9th April 2019.
- (9) At the date hereof, the executive Directors are Mr. Lam Shiu Ming, Daneil (Chairman) and Mr. Lam Kit Sun, the non-executive Director is Mr. Hung Cho Sing and the independent non-executive Directors are Mr. Choi Wing Koon, Mr. Lam Chi Keung, Mr. Tang Yiu Wing.

As at the date of this notice, the executive directors of the Company are Mr. Lam Shiu Ming, Daneil and Mr. Lam Kit Sun, the non-executive director of the Company is Mr. Hung Cho Sing and the independent non-executive directors of the Company are Mr. Choi Wing Koon, Mr. Lam Chi Keung and Mr. Tang Yiu Wing.