



寰宇

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)

Proxy Form for Annual General Meeting (“AGM”)

I/We (Note 1) _____ of _____ being the registered holder(s) of (Note 2) _____ shares of HK\$0.01 each (the “Share(s)”) in the capital of Universe Entertainment and Culture Group Company Limited (the “Company”), hereby appoint (Note 3) the Chairman of the AGM or _____ of _____ as my/our proxy to act for me/us at the AGM (or any adjournment thereof) of the Company to be held at 18/F, Wyler Centre Phase II, 192–200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong, on Friday, 2nd December 2022, 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 6 below) after 2nd December 2022 for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at the AGM, and at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company, the report of the directors of the Company (the “Director(s)”) and the report of Zhonghui Anda CPA Limited, the independent auditor of the Company for the year ended 30th June 2022.		
2.	(a) To re-elect Mr. Lam Kit Sun as executive Director;		
	(b) To re-elect Mr. Tang Yiu Wing as independent non-executive Director;		
	(c) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.		
3.	To re-appoint Zhonghui Anda CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.		
4.	(a) To grant an unconditional general mandate to the Directors to allot and issue Shares (Note 5);		
	(b) To grant an unconditional general mandate to the Directors to repurchase Shares (Note 5); and		
	(c) To extend the general mandate granted to the Directors to issue Shares by the number of Shares repurchased (Note 5).		

Signed this the _____ day of _____, 2022.

Shareholder’s(s’) signature(s) (Notes 7 & 8); _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all such Shares registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. **Any alteration made to this proxy form must be initialed by the person who signs it.** If no name is inserted, the duly appointed Chairman of the AGM will set as your proxy.
- IMPORTANT: If you wish to vote for or against the resolution, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the AGM other than that referred to in the notice convening the AGM.**
- The full text of this resolution appears in the notice of the AGM dated 28th October 2022.
- 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 Friday, 2nd December 2022, 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 2nd December 2022.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
- Where there are joint registered 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 Shares as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM 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.
- A proxy need not be a member of the Company.
- In order to be valid, this proxy form and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of this proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, this proxy form shall be deemed to be revoked.