

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



**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)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from 8th March 2023:

- (a) Mr. Lam Chi Keung has tendered his resignation as an independent non-executive director of the Company, and ceased to be (i) a member of each of the audit committee and remuneration committee of the Company, and (ii) the chairman of the nomination committee of the Company; and
- (b) Ms. Pong Suet Hing has been appointed as an independent non-executive director of the Company, and as (i) a member of each of the audit committee and remuneration committee of the Company, and (ii) the chairperson of the nomination committee of the Company.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CESSATION
TO BE MEMBERS OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of Universe Entertainment and Culture Group Company Limited (the “**Company**” and together with its subsidiaries the “**Group**”) announces that Mr. Lam Chi Keung (“**Mr. Lam**”) has tendered his resignation as an independent non-executive Director, with effect from 8th March 2023 to devote more time to his other personal engagements.

Mr. Lam has confirmed that he has no disagreement with the Board and there is no matter in respect of his resignation that ought to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Following the resignation of Mr. Lam as an independent non-executive Director, he ceased to be (a) a member of each of the audit committee and remuneration committee of the Company, and (b) the chairman of the nomination committee of the Company.

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

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBERS OF BOARD COMMITTEE

The Board is pleased to announce that with effect from 8th March 2023, Ms. Pong Suet Hing (“**Ms. Pong**”) has been appointed as an independent non-executive Director.

Following the appointment of Ms. Pong as an independent non-executive Director, she was also appointed as (a) a member of each of the audit committee and remuneration committee of the Company, and (b) the chairperson of the nomination committee of the Company.

Ms. Pong, aged 69, is currently a director of Odyssey Group (International) Limited, a human resources consultancy company in Hong Kong. Ms. Pong is an affiliate member of Hong Kong Institute of Human Resource Management (“**HKIHRM**”). She has completed the Professional Diploma in Human Resource Management organized by Hong Kong Management Association and was awarded several certificates in connection with Hong Kong employment law issued by HKIHRM. Ms. Pong has served as consultant, associate director, director and general manager in various human resources consulting companies in Hong Kong to provide recruitment, payroll, staff training, human resources solutions and compliance services to corporate clients for more than 15 years. Ms. Pong is also considered a veteran in the financial field. She worked in several local banks for more than 30 years and served senior positions in retail banking and wealth management entities with experience covering management, operation and compliance. She is a licensed insurance intermediary of Insurance Authority in Hong Kong.

Pursuant to a letter of appointment entered into between the Company and Ms. Pong, Ms. Pong is appointed for a fixed term of three years, which shall commence from 8th March 2023, subject to retirement by rotation and re-election in accordance with the bye-laws of the Company (the “**Bye-Laws**”). Ms. Pong is entitled to an annual director’s fee of HK\$130,000, which is determined with reference to her duties and responsibilities to the Group and the prevailing market conditions. Ms. Pong will hold office until the next general meeting of the Company after her appointment and will then be eligible for re-election in accordance with the Bye-Laws.

As at the date of this announcement and saved as disclosed, Ms. Pong (a) does not hold any positions with the Company; (b) has not entered into any service contract with the Group; (c) was not connected and has no relationship with any existing or proposed directors, senior management, substantial shareholders, or controlling shareholders (having the meaning ascribed to it in the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”)) of the Company; (d) is not interested in and does not hold any short position in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (e) did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (f) does not have any other major appointments or professional qualifications.

Ms. Pong has not been involved in any of the events under Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters in relation to Ms. Pong’s appointment as an independent non-executive Director that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Ms. Pong to join the Board as independent non-executive Director.

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

Hong Kong, 8th March 2023

As at the date of this announcement, the executive Directors are Mr. Lam Shiu Ming, Daneil and Mr. Lam Kit Sun, and the independent non-executive Directors are Mr. Choi Wing Koon, Mr. Tang Yiu Wing and Ms. Pong Suet Hing.