



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)

Form of proxy for use by shareholders At the Annual General Meeting to be held on Monday, 4th December 2023 (“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 寰宇娛樂文化集團有限公司 (the “Company”), HEREBY APPOINT ^(Note 3) _____ the chairman of the AGM, or failing him _____
of _____
as my/our proxy to act for me/us and on my/our behalf at the AGM (or any adjournment thereof), as the case may be, to be held at 18/F, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, the Hong Kong Special Administrative Region of the People’s Republic of China (“Hong Kong”) on Monday, 4th December 2023, at 12:00 noon or in the event that a Tropical Cyclone Warning Signal no. 8 or above or a Black Rainstorm Warning Signal has been issued by the Hong Kong Observatory or the Hong Kong Government has issued an announcement on “Extreme Conditions” 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 4th December 2023 or any adjournment thereof 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, consider and adopt 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 (the “Auditor”) for the year ended 30th June 2023.		
2.	(a) To re-elect Mr. Lam Shiu Ming, Daneil as an executive Director; (b) To re-elect Mr. Choi Wing Koon, who has served the Company as an independent non-executive Director for more than nine years, as an independent non-executive Director; (c) To re-elect Ms. Pong Suit Hing as an independent non-executive Director; and (d) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.		
3.	To re-appoint Zhonghui Anda CPA Limited as the Auditor and to authorise the Board to fix their 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) ;		
5.	To approve and adopt the New Share Option Scheme (as defined in the circular of the Company dated 30th October 2023 to the shareholders of the Company and the Scheme Mandate Limit (as defined in the New Share Option Scheme) ^(Note 5) ;		
6.	To approve and adopt the Service Provider Sublimit (as defined in the New Share Option Scheme) as referred to in the New Share Option Scheme ^(Note 5) ;		
	SPECIAL RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
7.	To approve the proposed amendments to the existing bye-laws of the Company and to adopt the new bye-laws of the Company ^(Note 5) .		

Signed this the day _____ of _____ 2023 Shareholder’s(s) signature ^(Notes 7 & 8): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. 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).
3. If any proxy other than the chairman of the AGM is preferred, please delete the words “the chairman of the AGM, or failing him” and insert the name and address of the proxy desired in the space provided. **Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.** If no name is inserted, the Chairman of the AGM will act as your proxy.
4. **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.
5. The full text of this resolution appears in the notice of the AGM dated 30th October 2023.
6. “Business Day” means any day (excluding Saturday) on which no Tropical Cyclone Warning Signal no. 8 or above or Black Rainstorm Warning Signal has been issued by the Hong Kong Observatory nor the Hong Kong Government has issued an announcement on “Extreme Conditions” at 10:00 a.m. on that day and on which banks in Hong Kong are generally open for business.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
8. 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, personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.
9. A proxy need not be a member of the Company, but must attend the AGM in person to represent you.
10. In order to be valid, this form of proxy 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 form of proxy 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 form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong and any such request should be in writing by mail to the Company/Tricor Abacus Limited at the above address.