THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Universe Entertainment and Culture Group Company Limited (the "**Company**") you should at once hand this circular, together with the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer, or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(1) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
(2) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

Unless the context otherwise requires, capitalized terms used in this cover shall have the same meanings as those defined in this circular.

A notice convening the AGM to be held at 12:00 noon on Thursday, 4th December 2025 at 18/F, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong 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 after 4th December 2025 or any adjournment thereof, at which the proposed resolutions as stated in the aforesaid notice will be considered, is set out on pages 14 to 18 of this circular.

Whether or not you to attend and vote in person at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish and in such event the form of proxy previously submitted shall be deemed to be revoked.

30th October 2025

CONTENTS

Page

Definitions 1

Letter from the Board 4

1. Introduction 4

2. Proposed Re-election of the Retiring Directors 5

3. Proposed General Mandates to Issue and to Repurchase Shares 6

4. The AGM 7

5. Closure of Register of Members 8

6. Responsibility Statement 8

7. Recommendations 8

8. General 8

Appendix I – Biographical Details of the Retiring Directors 9

Appendix II – Explanatory Statement 11

AGM Notice 14

In this circular, the following words and expressions shall have the following meanings unless the context otherwise requires:

"AGM"	the annual general meeting of the Company to be convened and held at 12:00 noon on Thursday, 4th December 2025 at 18/F, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong 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 after 4th December 2025 or any adjournment thereof (as the case may be)
"AGM Notice"	notice convening the AGM as set out on pages 14 to 18 of this circular
"Board"	the board of Directors
"Business Day"	any day (excluding Saturday) on which no Tropical Cyclone Warning Signal no. 8 or above or a 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
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
"Company"	Universe Entertainment and Culture Group Company Limited 寰宇娛樂文化集團有限公司, a company incorporated in Bermuda with limited liability and the Shares are listed on the Main Board of the Stock Exchange (Stock Code: 1046)
"controlling shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	director(s) of the Company for the time being and from time to time
"General Mandates"	the Share Issue Mandate and the Share Repurchase Mandate
"Globalcrest"	Globalcrest Enterprises Limited, a company incorporated in the British Virgin Islands with limited liability
"Group"	the Company and its subsidiaries from time to time

"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	24th October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Resolution(s)"	the proposed ordinary resolution(s) as referred to in the AGM Notice
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary share(s) of HK$0.01 (each) in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Share Issue Mandate"	the proposed general mandate to be granted to the Directors at the AGM to permit the allotment, issue or otherwise dealing with new Shares (including any sale and transfer of Treasury Shares) during the prescribed period equal in aggregate up to a maximum of 20% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution granting such mandate (such mandate to be extended and added by the number of Shares, if any, repurchased by the Company since the grant of such mandate)
"Share Repurchase Mandate"	a proposed general mandate to be granted to the Directors at the AGM to permit the repurchase of Shares on the Stock Exchange during the prescribed period up to a maximum of 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution granting such mandate
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary"	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance) of the Company and "subsidiaries" shall be construed accordingly

"substantial shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"Treasury Shares"	has the meaning ascribed thereto under the Listing Rules
"%"	per cent.

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)

Executive Directors:
Mr. Lam Shiu Ming, Daneil
Mr. Lam Kit Sun

Independent Non-executive Directors:
Mr. Choi Wing Koon
Mr. Tang Yiu Wing
Ms. Pong Suet Hing

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:
18th Floor
Wyler Centre Phase II
192-200 Tai Lin Pai Road
Kwai Chung
New Territories
Hong Kong

30th October 2025

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
(2) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and the information regarding the resolutions that will be proposed at the AGM for the Shareholders to consider and, if thought fit, to (a) re-elect the retiring Directors; and (b) grant the General Mandates and the extension of the Share Issue Mandate to the Directors.

2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consists of five Directors, namely Mr. Lam Shiu Ming, Daneil, Mr. Lam Kit Sun, Mr. Choi Wing Koon, Mr. Tang Yiu Wing and Ms. Pong Suet Hing.

In accordance with Bye-Laws 87(1) and 87(2), at each annual general meeting of the Company, not less than one third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The retiring Director(s) shall be eligible for re-election. Accordingly, Mr. Lam Shiu Ming, Daneil and Ms. Pong Suet Hing shall retire from office by rotation at the AGM. Mr. Lam Shiu Ming, Daneil and Ms. Pong Suet Hing, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee has considered the nomination of Mr. Lam Shiu Ming, Daneil and Ms. Pong Suet Hing for re-election at the AGM in accordance with the Company's needs, nomination policy and board diversity policy, taking into account a number of considerations (including, but not limited to, their respective perspectives, skills, knowledge and experience). The Nomination Committee has also reviewed the annual written confirmation of independence in accordance with the independence guidelines as set out in Rule 3.13 of the Listing Rules from Ms. Pong Suet Hing. The Nomination Committee has concluded that Ms. Pong Suet Hing is independent with reference to the aforesaid Rule 3.13 and considered that her background, education and extensive experience in corporate management allow them to provide valuable insights and enhance the diversity and effectiveness of the Board. The Nomination Committee is of the view that Ms. Pong Suet Hing possesses the required skills, qualifications, experience, integrity and independence to be independent non-executive Director. Therefore, the Nomination Committee recommended Mr. Lam Shiu Ming, Daneil and Ms. Pong Suet Hing to stand for re-election at the AGM.

The Board, having considered the recommendations of the Nomination Committee, believes that the invaluable knowledge and experience of the aforesaid Directors continue to be of significant benefit to the Company and the aforesaid Directors are able to continue to fulfil their roles as required and thus accepts the nomination by the Nomination Committee and recommends all of them to stand for re-election at the AGM.

Bye-Law 88 provides that no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting, unless a notice in writing signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election as Director(s) and also a notice in writing by each such person(s) of his/their willingness to be elected shall be lodged at the principal place of business of the Company in Hong Kong or the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

Brief biographical details of the retiring Directors who offer themselves for re-election are set out in Appendix I to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue an announcement and/or a supplementary circular to inform Shareholders of the details of the additional candidate proposed.

3. PROPOSED GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

Resolutions will be proposed at the AGM providing that the Directors be granted the General Mandates. In addition, a Resolution will also be proposed at the AGM providing that any Shares repurchased under the Share Repurchase Mandate (up to a maximum of 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of the grant of the Share Repurchase Mandate) will be added to the total number of the Shares which may be allotted and issued under the Share Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 906,632,276 Shares. Subject to the passing of the resolution granting the Share Issue Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to allot, issue and deal with a maximum of 181,326,455 Shares (including any sale and transfer of Treasury Shares).

Each of the General Mandates will continue in force 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 any applicable law of Bermuda or the Bye-Laws to be held; or

(c) the date on which any such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Listing Rules to be given to the Shareholders is set out in Appendix II to this circular. The information in the explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant the Directors the Share Repurchase Mandate.

4. THE AGM

The AGM Notice is set out on pages 14 to 18 of this circular.

At the AGM, resolutions will be proposed to, inter alia:

(a) receive and consider the audited consolidated financial statements of the Company, the report of the Directors and the report of Zhonghui Anda CPA Limited, the independent auditor of the Company, for the year ended 30th June 2025;

(b) (i) re-elect Mr. Lam Shiu Ming, Daneil as an executive Director;

(ii) re-elect Ms. Pong Suet Hing as an independent non-executive Director; and

(iii) authorise the Board to fix the Directors' remuneration;

(c) re-appoint Zhonghui Anda CPA Limited as independent auditor of the Company and to authorise the Board to fix its remuneration;

(d) grant the Share Issue Mandate to the Directors;

(e) grant the Share Repurchase Mandate to the Directors; and

(f) extend the Share Issue Mandate by adding to it the number of the Shares repurchased under the Share Repurchase Mandate.

In accordance with Rule 13.39(4) of the Listing Rules, all the resolutions proposed at the AGM will be voted on by way of poll except where the chairman of the AGM, in good faith, decide to allow a resolution which relates purely to procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will at the meeting demand, pursuant to Bye-Law 66(a), voting by way of poll on the resolutions. On a poll, subject to any special rights or restrictions as to voting for the time being attached to any Shares by or in accordance with the Bye-Laws, every Shareholder present in person (or being a corporation, is present by a representative duly authorised), or by proxy shall have one vote for every fully paid Share of which he/she is the holder.

After closure of the AGM, the Company will publish an announcement in respect of the poll results on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.uih.com.hk) respectively in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy is enclosed for your use at the AGM. You are requested to complete and return the form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible, but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of a 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 the form of proxy shall be deemed to be revoked.

5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Saturday, 29th November 2025 to Thursday, 4th December 2025 (both days inclusive) during which period no transfer of share(s) will be effected and the record date will be on Thursday, 4th December 2025. In order to determine the eligibility to attend and vote at the AGM or any adjourned meeting thereof (as the case may be), all transfer of Share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m., on Friday, 28th November 2025.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

7. RECOMMENDATIONS

The Directors believe that (a) the re-election of the retiring Directors; and (b) the granting of the General Mandates and the extension of the Share Issue Mandate, are all in the interests of the Company and the Shareholders as a whole, and recommend you to vote in favour of the resolutions at the AGM. The Directors will exercise their voting rights in respect of all of their shareholdings (if any) in favour of the resolutions.

8. GENERAL

Your attention is also drawn to the Appendix I to this circular which set out the biographical details of the retiring Directors to be re-elected at the AGM; and the Appendix II which provides an explanatory statement on the proposed Share Repurchase Mandate in accordance with the Listing Rules.

The Chinese language version of this circular is translated from the English version. In the event of any discrepancies or conflicts between the contents of the Chinese version and the English version of this circular, the English version shall prevail.

Yours faithfully,
For and on behalf of the Board
Lam Shiu Ming, Daneil
Chairman

The biographical details of the retiring Directors eligible for re-election at the AGM are set out below:

Mr. LAM Shiu Ming, Daneil, Executive Director

Mr. Lam Shiu Ming, Daneil, aged 63, is the founder and chairman of the Group. He is involved in marketing, corporate strategy, business planning and development and overall management of the Group. Mr. Lam has over 30 years of experience in the film industry in Hong Kong. He was awarded the "Young Industrialist Awards of Hong Kong" by the Federation of Hong Kong Industries in 2002.

As at the Latest Practicable Date: (1) Mr. Lam was (a) personally interested in 200,860,000 Shares; (b) the sole shareholder of Pioneer Entertainment Group Limited which in turn is interested in 430,120,020 Shares; and (c) a discretionary object of a discretionary trust, the trustee of which is Central Core Resources Limited which owns the entire issued share capital of Globalcrest which in turn is interested in 33,546,853 Shares; (2) Mr. Lam was a director of certain Subsidiaries, namely China Jianxin Credit Services Limited, China Jianxin Financial Services Limited, Precise Reach Group Limited, Universe Optical Company Limited, Universe Optical Group Limited, Universe Optical Investment Limited, Formex Financial Press Group Limited, Formex Financial Press Limited, Formex Financial Press (International) Limited, Universe Watch & Jewellery Group Company Limited, Garona (HK) Limited, Garona Worldwide Limited, World Time (Asia) Limited, Weluck Development Limited, Universe Laser & Video Co. Limited, Universe Films Distribution Company Limited, Unique Model Limited, Universe Digital Entertainment Limited, Universe Management Services Limited, Universe (China) Development Limited, Globalink Advertising Limited, Century Creator Company Limited, Matrix Productions Company Limited, Universe International Technology Limited, Universe Artiste Management Limited, Films Station Production Limited, Universe Music Limited, Universe Industrial Development Limited, Universe Intellectual Property Limited, Universe Films Acquisition Limited, Elite Master Holding Limited, Grant Talent Limited, Group Mega International Limited, Universe Matrix Films Investment Limited, Fragrant River Entertainment Culture (Holdings) Limited, Universe Films (Holdings) Limited, Universe Entertainment Limited, Infinite Imagination Production Limited, 寰宇縱橫世紀電影發行(北京)有限公司 and 北京千嶼縱橫影視文化傳播有限公司; and (3) Mr. Lam was a member of each of the remuneration committee to the Board and nomination committee to the Board.

Pursuant to an employment contract dated 30th June 2023 entered into between the Company and Mr. Lam in relation to Mr. Lam's employment as the Chairman and executive Director, the remuneration of Mr. Lam is HK$450,000 per month and he shall be entitled to a discretionary bonus as the Board may in its absolute discretion determine having regard to the performance of Mr. Lam and the operating results of the Group. The remuneration of Mr. Lam was determined with reference to the prevailing market conditions, the working experience, the background and the role and responsibilities of Mr. Lam. Other than the said employment contract, the Company has not entered into any service contract with Mr. Lam in relation to his role as an executive Director.

As at the Latest Practicable Date and save as disclosed above, Mr. Lam: (1) had not previously held any position with the Company or any of its Subsidiaries; (2) had not had any other directorships in any listed public companies in the last three years; (3) was not connected with any Directors, senior management or substantial shareholders or controlling shareholders of the Company; (4) did not have any interest in the Shares within the meaning of Part XV of the SFO; and (5) had not entered into any service contract with the Group.

Save as disclosed above and in the circular of the Company to the Shareholders dated 30th October 2025 of which this appendix forms part, the Directors are not aware of any other matters regarding the proposed re-election of Mr. Lam that need to be brought to the attention of the Shareholders, and there is no information to be disclosed pursuant to the requirements under Rules 13.51(2) of the Listing Rules.

Ms. PONG Suet Hing, Independent Non-Executive Director

Ms. PONG Suet Hing, aged 72, 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. Ms. Pong is the currently independent non-executive director of K & P International Holdings Limited (stock code: 675), the shares of which are listed on Main Board of the Stock Exchange. Ms. Pong was appointed as the responsible officer of South China Wealth Management Ltd on 1st April 2025. She joined the Group in March 2023.

Pursuant to a letter of appointment entered into between the Company and Ms. Pong dated 8th March 2023, Ms. Pong is appointed for a fixed term of three years, which has commenced from 8th March 2023, subject to retirement by rotation and re-election in accordance with 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 Latest Practicable Date and save as disclosed above, Ms. Pong (1) had not previously held any position with the Company or any of its Subsidiaries; (2) had not had any other directorships in any listed public companies in the last three years; (3) was not connected with any Directors, senior management or substantial shareholders or controlling shareholders of the Company; (4) did not have any interest in the Shares within the meaning of Part XV of the SFO; and (5) had not entered into any service contract with the Group.

Save as disclosed above and in the circular of the Company to the Shareholders dated 30th October 2025 of which this appendix forms part, the Directors are not aware of any other matters regarding the proposed re-election of Ms. Pong that need to be brought to the attention of the Shareholders, and there is no information to be disclosed pursuant to the requirements under Rules 13.51(2) of the Listing Rules.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 906,632,276 Shares in issue and the Company did not have any Treasury Shares. There was no outstanding options granted under the share option scheme adopted by the Company pursuant to a resolution passed by the Shareholders at the annual general meeting held on 4th December 2023, or any outstanding convertible notes or options carrying the rights to subscribe for any Share.

Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are or will be issued and/or repurchased by the Company following the Latest Practicable Date and up to the date of the AGM and the Company did not have and Treasury Shares, the Directors will be authorised to repurchase a maximum of 90,663,227 Shares during the period ending on the earliest of the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of Bermuda or the Bye-Laws to be held or when revoked or varied by an ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek the Share Repurchase Mandate from the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share. On the other hand, Shares repurchased and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Bye-laws and the applicable laws of Bermuda and the Listing Rules. The repurchases of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Share Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Bye-Laws, the applicable laws and regulations of Bermuda and other applicable laws.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the positions disclosed in the audited consolidated financial statements set out in the annual report of the Company for the year ended 30th June 2025) in the event that the Share Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date:

Month	Per Share Highest trading price *HK$*	 Lowest trading price *HK$*
2024		
October	0.380	0.290
November	0.390	0.270
December	0.460	0.315
2025		
January	0.350	0.300
February	0.350	0.280
March	0.450	0.270
April	0.660	0.290
May	0.610	0.395
June	0.405	0.335
July	0.580	0.335
August	0.380	0.245
September	0.430	0.300
October (up to and including the Latest Practicable Date)	0.600	0.390

5. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company, if the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of Hong Kong and Bermuda and the Company's memorandum of association and the Bye-Laws.

The Company has not been notified by any of its core connected persons that such a person has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Share Repurchase Mandate is approved by the Shareholders.

If, as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following Shareholders are interested in 5% or more of the issued Shares as recorded in the register of interests in shares and short positions of the Company under Section 336(1) of Part XV of the SFO:

Name	**Capacity**	**Number of Shares and underlying shares of the Company held**[*(Note c)*]	**Approximate percentage of the total issued share capital of the Company**
Mr. Lam Shiu Ming, Daneil[*(Notes a and b)*]	Beneficial owner/Founder and a discretionary object of a discretionary trust/Interests of controlled corporation	664,526,873 (L)	73.30%
Pioneer Entertainment Group Limited[*(Note b)*]	Beneficial owner	430,120,020 (L)	47.44%

Notes:

(a) Mr. Lam Shiu Ming, Daneil is the beneficial owner of 200,860,000 Shares. Mr. Lam Shiu Ming, Daneil is also the founder and a discretionary object of a discretionary trust, the trustee of which is Central Core Resources Limited. Central Core Resources Limited owns the entire issued share capital of Globalcrest which in turn owns 33,546,853 Shares.

(b) Pioneer Entertainment Group Limited, a company incorporated in the British Virgin Islands with limited liability, is wholly-owned by Mr. Lam Shiu Ming, Daneil.

(c) "L" denotes a long position.

The Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase made under the Share Repurchase Mandate.

Currently, the Directors have no intention to exercise the Share Repurchase Mandate to such an extent as would trigger the obligation under Rule 26 of the Takeovers Code to make a mandatory offer nor to such extent as to reduce the amount of Shares held by the public to less than 25%.

No Shares have been repurchased by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Universe Entertainment and Culture Group Company Limited 寰宇娛樂文化集團有限公司 (the "**Company**") will 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 Thursday, 4th December 2025, 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 (8) below) after 4th December 2025 or any adjournment (the "**AGM**") for the following purposes:

ORDINARY BUSINESSES
ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company, the reports of the directors of the Company (individually, a "**Director**" and collectively, the "**Directors**") and the report of Zhonghui Anda CPA Limited, the independent auditor of the Company (the "**Auditor**") for the year ended 30th June 2025.

2. (a) To re-elect Mr. Lam Shiu Ming, Daneil as an executive Director;

   (b) To re-elect Ms. Pong Suet Hing as an independent non-executive Director; and

   (c) To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors.

3. To re-appoint Zhonghui Anda CPA Limited as the Auditor and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS
ORDINARY RESOLUTIONS

To consider and, if thought fit, pass with or without modification, the following resolutions as ordinary resolutions:

4. (a) "**THAT**

(i) subject to paragraph 4(a)(iii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph 4(a)(iv)(aa) of this resolution) of all the powers of the Company to allot, issue, grant, distribute, dispose of and otherwise deal with additional shares of HK$0.01 each in the share capital of the Company (the "**Share**") (including any sale and transfer of Treasury Shares (which shall have the meaning ascribed to it by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Listing Rules**"))), and to make, issue or grant offers, agreements and options (including bonds, warrants, notes, securities or debentures convertible into Shares or options) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph 4(a)(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, issue or grant offers, agreements and options (including bonds, warrants, notes, securities or debentures convertible into Shares or options) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the Relevant Period;

(iii) the aggregate number of Shares allotted, issued, granted, distributed, disposed of or otherwise deal with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed, disposed of or otherwise deal with (whether pursuant to an option, a conversion or otherwise) by the Directors pursuant to the approval in paragraph 4(a)(i) of this resolution, otherwise than pursuant to:

(aa) a Rights Issue (as defined in paragraph 4(a)(iv)(bb) of this resolution); or

(bb) an exercise of any option granted under any share option scheme (as defined in paragraph 4(a)(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 the Shares in accordance with the bye-laws of the Company (the "**Bye-Laws**") in force from time to time; 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 total number of Shares in issue (excluding Treasury Shares, if any) 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 in force from time to time 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 in general meeting.

(bb) "**Rights Issue**" means an offer of Shares or an issue of options, warrants or other securities of the Company giving the right to subscribe for Shares, 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 Hong Kong).

(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 and/or other eligible persons of rights to acquire Shares."

(b) "**THAT**

(i) subject to paragraph 4(b)(ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph 4(b)(iii) of this resolution) of all the powers of the Company to repurchase shares of HK$0.01 each in the share capital of the Company (the "**Share**") 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 for this purpose and, if permitted under the Listing Rules, to determine whether such shares of the Company bought back shall be held as Treasury Shares by the Company or otherwise be cancelled, 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 of the Company (the "**Bye-Laws**") in force from time to time and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time (the "**Listing Rules**"), be and is hereby generally and unconditionally approved;

(ii) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph 4(b)(i) of this resolution during the Relevant Period shall not exceed 10 per cent of the total number of Shares in issue (excluding Treasury Shares, if any) 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 in force from time to time or any applicable laws 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 of the Company 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 30th October 2025 (the "**AGM Notice**") being passed, the aggregate number of shares of HK$0.01 each in the share capital of the Company (the "**Share**") 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 total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing of resolution 4(b) as set out in the AGM Notice) shall be added to the total number of Shares that may be allotted and issued or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution 4(a) as set out in the AGM Notice."

By order of the Board
Universe Entertainment and Culture Group Company Limited
Lam Shiu Ming, Daneil
Chairman and Executive Director

Hong Kong, 30th October 2025

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:
18th Floor
Wyler Centre Phase II
192-200 Tai Lin Pai Road
Kwai Chung
New Territories
Hong Kong

Notes:

(1) The register of members of the Company will be closed from Saturday, 29th November 2025 to Thursday, 4th December 2025 (both days inclusive) during which period no transfer of share(s) of HK$0.01 each in the share capital of the Company (the "**Share**") will be effected and the record date will be on Thursday, 4th December 2025. In order to determine the eligibility to attend and vote at the AGM or any adjourned meeting thereof (as the case may be), all transfer of Share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m., on Friday, 28th November 2025.

(2) 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. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each proxy is so appointed.

(3) A form of proxy for use at the AGM is enclosed with the circular of the Company dated 30th October 2025 to the shareholders of the Company (the "**AGM Circular**") of which this notice forms part. In order to be valid, the form of proxy 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 Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish and in such event the form of proxy shall be deemed to be revoked.

(4) 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.

(5) An explanatory statement regarding the general mandate for the repurchase of Shares sought in resolution 4(b) (as set out in the AGM Notice) is set out in appendix II to the AGM Circular of which this notice forms part.

(6) All of the above resolutions will be voted by way of poll at the AGM.

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

(8) 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.

(9) 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 4th December 2025, 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 4th December 2025.

(10) The Chinese language version of this notice is translated from the English version. In the event of any discrepancies or conflicts between the contents of the Chinese version and the English version of this notice, the English version shall prevail.