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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 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.

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