



## UNIVERSE INTERNATIONAL HOLDINGS LIMITED

寰宇國際控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(STOCK CODE: 1046)**

### SHAREHOLDERS' RIGHTS

Release Date : 14th March 2012

#### 1. The procedures for Shareholders to convene a special general meeting (“SGM”)

Shareholders of the Company (the “**Shareholder(s)**”) holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the board of the directors of the Company (the “**Director(s)**”)(the “**Board**”) or the secretary of the Company (the “**Company Secretary**”), to require a SGM to be convened by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and deposited with the Board or the Company Secretary at the Company’s principal place of business at 18<sup>th</sup> Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong, and may consist of several documents in like form each signed by one or more requisitionists.

The request will be verified with the Company’s share registrar in Hong Kong (the “**Share Registrar**”) and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the SGM.

If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda.

#### 2. The procedures for sending enquiries to the Board

The enquiries must be in writing with the detail contact information of the requisitionists and deposited with the Board or the Company Secretary at the Company’s principal place of business at 18<sup>th</sup> Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong.

\* *for identification purpose only*

### **3. The procedures for Shareholders to put forward proposals at shareholders' meetings**

To put forward proposals at an annual general meeting (“AGM”), or SGM, the Shareholders should submit a written notice of those proposals with the detail contact information to the Company Secretary at the Company’s principal place of business at 18<sup>th</sup> Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong. The request will be verified with the Share Registrar and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the resolution in the agenda for the general meeting.

The notice period to be given to all the Shareholders for consideration of the proposal raised by the Shareholders concerned at AGM or SGM varies according to the nature of the proposal, as follows:

- At least fourteen (14) clear days’ notice (the notice period must include ten (10) clear Business Days) in writing if the proposal constitutes an ordinary resolution of the Company in SGM.
- At least twenty-one (21) clear days’ notice (the notice period must include ten (10) clear Business Days) in writing if the proposal constitutes a special resolution of the Company in SGM.
- At least twenty-one (21) clear days’ notice (the notice period must include twenty (20) clear Business Days) in writing if the proposal constitutes an ordinary resolution or a special resolution of the Company in AGM.

### **4. The procedures for Shareholders to propose a person for election as a Director**

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 a director and also a notice in writing by that person of his willingness to be elected (including that’s person’s biographical details as required by rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) shall be lodged with the Company Secretary at the Company’s principal place of business at 18<sup>th</sup> Floor, Wyler Centre Phase II, 192-200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong or the Share Registrar, Tricor Abacus Limited at 26<sup>th</sup> Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (if the notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

If such notice(s) are received less than ten (10) clear Business Days prior to the date of such general meeting, the Company will need to consider the adjournment of such general meeting in order to allow Shareholders fourteen (14) clear days’ notice (the notice period must include ten (10) clear Business Days) of the proposal.

*Note : Business Day means any day on which The Stock Exchange of Hong Kong Limited is open for the business of dealing in securities*

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***In the event of discrepancies between the Chinese and the English versions, the English version shall prevail.***