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UNIVERSE PRINTSHOP HOLDINGS LIMITED

環球印館控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8448)

**(1) CHANGE OF DIRECTORS;
(2) CHANGE OF CHAIRMAN OF THE BOARD;
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
AND
(4) CHANGE OF AUTHORISED REPRESENTATIVE UNDER
THE GEM LISTING RULES AND AUTHORIZED REPRESENTATIVE
UNDER THE COMPANIES ORDINANCE**

The Board hereby announces that, with effect from 1 July 2022:

1. each of Mr. Leung Yuet Cheong and Mr. Wong Man Hin Joe has resigned as an executive Director;
2. Mr. Chau Man Keung has resigned as the chairman of the Board, the chairman of the Risk Management Committee, a member of each of the Remuneration Committee and the Nomination Committee, an authorised representative of the Company under the GEM Listing Rules and an authorized representative of the Company under Part 16 of the Companies Ordinance, and has been appointed as the vice chairman of the Board;
3. Mr. Wan Aaron Chi Keung, BBS, JP has resigned as an independent non-executive Director, the chairman of the Remuneration Committee, and a member of each of the Audit Committee, the Nomination Committee and the Risk Management Committee;
4. Mr. Chan Chun Kit has resigned as an independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Remuneration Committee, the Nomination Committee and the Risk Management Committee;

5. Dr. Sun Yongjing has resigned as an independent non-executive Director, the chairlady of the Nomination Committee, and a member of each of the Audit Committee, the Remuneration Committee and the Risk Management Committee;
6. Mr. Lam Shing Tai has been appointed as an executive Director, the chairman of the Board, an authorised representative of the Company under the GEM Listing Rules and an authorized representative of the Company under Part 16 of the Companies Ordinance;
7. Mr. Wong Chun Kwok has been appointed as an independent non-executive Director, the chairman of each of the Audit Committee and the Risk Management Committee, and a member of each of the Remuneration Committee and the Nomination Committee;
8. Mr. Ho Kar Ming has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee, and a member of each of the Audit Committee, the Nomination Committee and the Risk Management Committee;
9. Ms. So Shuk Wan has been appointed as an independent non-executive Director, the chairlady of the Nomination Committee, and a member of each of the Audit Committee, the Remuneration Committee and the Risk Management Committee; and
10. Mr. Hsu Ching Loi has resigned as a member of the Risk Management Committee.

Reference is made to the composite document dated 27 April 2022 (the “**Composite Document**”) jointly issued by Universe Printshop Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) and New Metro Inc. (the “**Offeror**”) in relation to, among other things, the mandatory unconditional cash offer by Sorrento Securities Limited for and on behalf of the Offeror to acquire all the issued shares of the Company, other than those already owned and/or agreed to be acquired by the Offeror and parties acting in concert with it.

Capitalised terms used herein shall have the same meanings as those defined in the Composite Document unless the context requires otherwise.

CHANGE OF DIRECTORS

Resignation of Directors

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company hereby announces that, with effect from 1 July 2022:

- (i) each of Mr. Leung Yuet Cheong and Mr. Wong Man Hin Joe has resigned as an executive Director; and
- (ii) each of Mr. Wan Aaron Chi Keung, BBS, JP, Dr. Sun Yongjing and Mr. Chan Chun Kit has resigned as an independent non-executive Director.

The resignation of the aforesaid Directors (collectively, the “**Outgoing Directors**”) was due to change in control of the Company after completion of the sale and purchase of the Sale Shares pursuant to the Sale and Purchase Agreement and the wishes of the Outgoing Directors to focus on personal affairs and other business engagements. Each of the Outgoing Directors has confirmed that he/she has no disagreement with the Board and there are no matters in respect of his/her resignation that need to be brought to the attention of the Shareholders, the Stock Exchange or other regulatory authorities. The Board would like to take this opportunity to express its appreciation to the Outgoing Directors for their invaluable contribution to the Group during their tenure of office.

Appointment of Directors

The Board further announces that, with effect from 1 July 2022:

- (i) Mr. Lam Shing Tai has been appointed as an executive Director; and
- (ii) each of Mr. Wong Chun Kwok, Mr. Ho Kar Ming and Ms. So Shuk Wan has been appointed as an independent non-executive Director.

The biographical details of the abovementioned new Directors (collectively, the “**New Directors**”) are set out in the Composite Document and below:

Executive Director

Mr. Lam Shing Tai, aged 55, has been a controlling shareholder of Wilson Printing Equipment Limited, a company principally engages in the trading of printing machinery, equipment and printing materials, since 2004. In 2011, Mr. Lam established Wilson (Hong Kong) Limited, a company principally engages in general trading of printing related products.

Mr. Lam has entered into a service contract with the Company commencing on 1 July 2022, which has no fixed term and may be terminated in accordance with the terms of his service agreement. Mr. Lam agrees to receive remuneration of HK\$96,000 per annum from the Company, which is subject to review at the discretion of the Board from time to time, to show his support to the future development of the Group. Mr. Lam may also receive such discretionary bonus as may be determined by the Board from time to time with reference to the operating results of the Group and his performance. Mr. Lam's appointment is subject to retirement by rotation and re-election in accordance with the articles of association (the "**Articles**") of the Company.

As disclosed in the Composite Document, the Offeror is wholly and beneficially owned by Mr. Lam. The Offeror, Mr. Lam, Mr. Chau Man Keung (an executive Director) and Mr. Hsu Ching Loi (an executive Director) entered into the Deed of Acting in Concert Undertaking dated 4 April 2022, pursuant to which the parties have agreed to consolidate their respective interests and control directly and/or indirectly in the Company and to vote on any resolution to be passed at any shareholders' meeting of the Company in an unanimous manner. As at the date of this announcement, the Offeror and parties acting in concert with it held an aggregate of 506,525,000 Shares (representing approximately 56.28% of the entire issued share capital of the Company), comprising 354,659,000 Shares held by the Offeror, 41,366,000 Shares held by Mr. Chau Man Keung and 110,500,000 Shares held by Mr. Hsu Ching Loi. By virtue of Part XV of the SFO, Mr. Lam is deemed to be interested in the above-mentioned 506,525,000 Shares.

Independent non-executive Directors

Mr. Wong Chun Kwok, aged 40, has over 10 years of experience in accounting and finance. Mr. Wong currently serves as the chief financial officer of Huisen Household International Group Limited, a company listed on the Main Board of the Stock Exchange with stock code 2127, and an independent director of Datasea Inc. (NASDAQ: DTSS). He served as the managing director of DW Consulting Corporation Limited from September 2020 to September 2021. He was the financial controller from February 2017 to January 2018 and the chief financial officer from January 2018 to August 2020 of Fitness World (Group) Limited. He was a senior associate in the assurance practice of PricewaterhouseCoopers Limited from January 2016 to January 2017. He worked at Moore Stephens CPA Limited as an audit senior associate from October 2010 to December 2015. He was a supervisor of KLC Certified Public Accountants (Practising) from July 2009 to August 2010. Mr. Wong was admitted as a member and a fellow of the Association of Chartered Certified Accountants in January 2014 and May 2019, respectively. He was admitted as an affiliate of the Society of Chinese Accountants & Auditors in December 2015. Mr. Wong obtained his Bachelor of Commerce degree in Accounting from Macquarie University in Australia in November 2005.

Mr. Ho Kar Ming, aged 50, currently serves as the chief executive officer of Linpons Company Limited, a company established for provision of business advisory and promotion services, communication solution and language training, since September 2021 and the relationship manager of Infinity Asset Management Limited (a corporation licensed by the SFC to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO) from July 2020 to May 2022. He served as the chief operating officer of Mastermind Strategy Advisors Limited, a company established for provision of business advisory services, from May 2019 to September 2021. He was a senior advisor of Di & Cooke Company Limited, a company established for provision of business advisory services and corporate planning and training, from March 2011 to March 2019. Mr. Ho obtained his Bachelor of Business degree in Banking and Finance from Queensland University of Technology in Australia in March 1995.

Ms. So Shuk Wan, aged 35, currently serves as the Hong Kong Company Secretary of SouthGobi Resources Ltd. (“**SGQ**”), a company listed on the Main Board of the Stock Exchange with stock code 1878 and Toronto Stock Exchange with stock code SGQ. Ms. So joined SouthGobi Resources Ltd. in February 2011 and has been assistant company secretary of SGQ since 2018 prior to her current position as Hong Kong Company Secretary since January 2021. Ms. So obtained her Bachelor of Business Administration from the Bernard M. Baruch College of the City University of New York in June 2010 and her Master of Corporate Governance from the Hong Kong Polytechnic University in September 2019. Ms. So is an associate member of The Hong Kong Chartered Governance Institute.

Each of Mr. Wong, Mr. Ho and Ms. So has entered into a letter of appointment with the Company for a fixed term of three years commencing on 1 July 2022. Each of Mr. Wong, Mr. Ho and Ms. So is entitled to a remuneration of HK\$144,000 per annum, which is determined based on his/her duties and responsibilities in the Company, experience, the prevailing market rate and the remuneration policy of the Company. Each of their appointments is subject to retirement by rotation and re-election in accordance with the Articles.

Save as disclosed in this announcement, as at the date of this announcement, each of the New Directors:

- (i) did not hold any position in the Company or other members of the Group;
- (ii) other than Mr. Wong, did not hold any directorship in any public companies, the securities of which are listed in Hong Kong or overseas, in the last three years preceding the date of this announcement;
- (iii) other than Mr. Lam, was not interested in and did not have any interest in any Shares or underlying Shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and

- (iv) other than Mr. Lam, was not connected and had no relationship with any Directors, senior management, substantial shareholders of the Company (as defined in the GEM Listing Rules) or controlling shareholders of the Company (as defined in the GEM Listing Rules).

Save as disclosed in this announcement, the Board is not aware of other information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules and there are no other matters relating to the appointment of the New Directors that need to be brought to the attention of the Shareholders.

CHANGE OF CHAIRMAN OF THE BOARD

The Board announces that, with effect from 1 July 2022:

- (i) Mr. Chau Man Keung has resigned as the chairman of the Board and has been appointed as the vice chairman of the Board; and
- (ii) Mr. Lam Shing Tai has been appointed as the chairman of the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that, with effect from 1 July 2022, the composition of the committees of the Board will be changed as follows:

Audit Committee

Mr. Chan Chun Kit has resigned as the chairman of the audit committee of the Board (the “**Audit Committee**”). Each of Mr. Wan Aaron Chi Keung, BBS, JP and Dr. Sun Yongjing has resigned as a member of the Audit Committee.

Mr. Wong Chun Kwok has been appointed as the chairman of the Audit Committee, and each of Mr. Ho Kar Ming and Ms. So Shuk Wan has been appointed as a member of the Audit Committee.

Remuneration Committee

Mr. Wan Aaron Chi Keung, BBS, JP has resigned as the chairman of the remuneration committee of the Board (the “**Remuneration Committee**”). Each of Mr. Chau Man Keung, Mr. Chan Chun Kit and Dr. Sun Yongjing has resigned as a member of the Remuneration Committee.

Mr. Ho Kar Ming has been appointed as the chairman of the Remuneration Committee. Each of Mr. Wong Chun Kwok and Ms. So Shuk Wan has been appointed as a member of the Remuneration Committee.

Nomination Committee

Dr. Sun Yongjing has resigned as the chairlady of the nomination committee of the Board (the “**Nomination Committee**”). Each of Mr. Chau Man Keung, Mr. Wan Aaron Chi Keung, BBS, JP and Mr. Chan Chun Kit has resigned as a member of the Nomination Committee.

Ms. So Shuk Wan has been appointed as the chairlady of the Nomination Committee. Each of Mr. Wong Chun Kwok and Mr. Ho Kar Ming has been appointed as a member of the Nomination Committee.

Risk Management Committee

Mr. Chau Man Keung has resigned as the chairman of the risk management committee of the Board (the “**Risk Management Committee**”). Each of Mr. Wan Aaron Chi Keung, BBS, JP, Dr. Sun Yongjing, Mr. Chan Chun Kit and Mr. Hsu Ching Loi has resigned as a member of the Risk Management Committee.

Mr. Wong Chun Kwok has been appointed as the chairman of the Risk Management Committee, and each of Mr. Ho Kar Ming and Ms. So Shuk Wan has been appointed as a member of the Risk Management Committee.

CHANGE OF AUTHORISED REPRESENTATIVE UNDER THE GEM LISTING RULES AND AUTHORIZED REPRESENTATIVE UNDER THE COMPANIES ORDINANCE

The Board announces that, with effect from 1 July 2022:

- (i) Mr. Chau Man Keung has ceased to be an authorised representative of the Company under the GEM Listing Rules and an authorized representative of the Company under Part 16 of the Companies Ordinance (chapter 622 of the laws of Hong Kong); and
- (ii) Mr. Lam Shing Tai has been appointed as an authorised representative of the Company under the GEM Listing Rules and an authorized representative of the Company under Part 16 of the Companies Ordinance.

By order of the Board
Universe Printshop Holdings Limited
Chau Man Keung
Chairman and Executive Director

Hong Kong, 30 June 2022

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 or this announcement misleading.

As at the date of this announcement, the executive Directors are Mr. Chau Man Keung, Mr. Hsu Ching Loi, Mr. Wong Man Hin Joe and Mr. Leung Yuet Cheong and the independent non-executive Directors are Mr. Wan Aaron Chi Keung, BBS, JP, Mr. Chan Chun Kit and Dr. Sun Yongjing.

This announcement will remain on the website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting. This announcement will also be published and remains on the website of the Company at www.uprintshop.hk.