

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Universe Printshop Holdings Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Universe Printshop Holdings Limited to be held at Unit A4, Basement, Phase 4, Kwun Tong Industrial Centre, 436-446 Kwun Tong Road, Kowloon, Hong Kong on Tuesday, 6 September 2022 at 10:00 a.m. is set out on pages 38 to 44 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend such meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the proxy form will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the proxy form will be deposited on or after 15 August 2022), as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting (i.e. not later than 10:00 a.m. on Sunday, 4 September 2022, Hong Kong time) or any adjourned meeting 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 such meeting or any adjourned meeting thereof (as the case may be) should you so wish.

This circular 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 and on the Company's website at www.uprintshop.hk.

Precautionary measures and special arrangements for the AGM

In view of the novel coronavirus (COVID-19) outbreak, certain measures will be implemented at the AGM to reduce the risk of infection to attendees of the AGM, including but not limited to (i) compulsory body temperature check; (ii) wearing of surgical mask throughout the AGM; and (iii) no refreshments or corporate gifts being provided. Attendees who do not comply with the precautionary measures above may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

The Company will keep monitoring the COVID-19 situation and may implement additional measures which, if any, will be announced at a time closer to the date of the AGM.

8 August 2022

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions have the following meaning unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at Unit A4, Basement, Phase 4, Kwun Tong Industrial Centre, 436-446 Kwun Tong Road, Kowloon, Hong Kong on Tuesday, 6 September 2022 at 10:00 a.m., the notice of which is set out on pages 38 to 44 of this circular, or any adjourned meeting thereof;
“Articles of Association”	the articles of association of the Company as amended and restated, supplemented or modified from time to time;
“Board”	the board of Directors;
“close associates”	has the meaning ascribed to it under the GEM Listing Rules;
“Company”	Universe Printshop Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM (stock code: 8448);
“controlling shareholder”	has the meaning ascribed to it under the GEM Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“Director(s)”	director(s) of the Company;
“Extension Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to extend the Issue Mandate by an amount representing the number of issued Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries from time to time;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the Peoples’ Republic of China;
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the number of issued Shares as at the date of passing of the relevant resolution granting such mandate;
“Latest Practicable Date”	29 July 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular;
“Memorandum”	the memorandum of association of the Company as amended and restated, supplemented or modified from time to time;
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the number of issued Shares as at the date of passing of the relevant resolution granting such mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	has the meaning ascribed to it under the GEM Listing Rules;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. LAM Shing Tai (*Chairman*)
Mr. CHAU Man Keung (*Vice-Chairman*)
Mr. HSU Ching Loi (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. WONG Chun Kwok
Mr. HO Kar Ming
Ms. SO Shuk Wan

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Office F, 12/F
Legend Tower
No. 7 Shing Yip Street
Kwun Tong, Kowloon
Hong Kong

8 August 2022

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM relating to the granting of the Issue Mandate, the granting of the Repurchase Mandate, the granting of the Extension Mandate, the re-election of the retiring Directors and the proposed adoption of the second amended and restated Memorandum and Articles of Association.

A notice convening the AGM setting out the details of the resolutions to be proposed at the AGM is set out on pages 38 to 44 of this circular.

LETTER FROM THE BOARD

ISSUE MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 9 August 2021, an ordinary resolution was passed by the Shareholders to approve, among other things, the existing general mandate. As at the date of passing such resolutions, the Directors have been granted general unconditional mandates (i) to allot, issue and deal with Shares; and (ii) to repurchase Shares. Such general mandates would expire: (a) at the conclusion of the next annual general meeting of the Company; (b) at the expiration of the period within which the Company is required by any applicable laws of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (c) when varied, revoked or renewed by an ordinary resolution of Shareholders in general meeting, whichever is the earliest.

As at the Latest Practicable Date, the existing general mandates have not been utilised and will lapse at the conclusion of the AGM. Therefore, ordinary resolutions will be proposed at the AGM that the Directors be granted:

- (i) a general unconditional mandate to allot, issue and deal with new Shares with the aggregate nominal value not exceeding 20% of the number of issued Shares on the date of passing the relevant resolution (that is, the Issue Mandate);
- (ii) a general unconditional mandate to exercise all the powers of the Company to purchase or repurchase Shares with the number not exceeding 10% of the number of issued Shares on the date of passing the relevant resolution (that is, the Repurchase Mandate); and
- (iii) subject to the passing of the aforesaid ordinary resolutions granting the Issue Mandate and the Repurchase Mandate, a general unconditional mandate to extend the Issue Mandate by an amount representing the number of issued Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (that is, the Extension Mandate).

Such mandates, if granted at the AGM, will end at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the Company is required by any applicable laws of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (c) the passing of an ordinary resolution of the Shareholders in general meeting revoking or varying such authority given.

An explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular.

LETTER FROM THE BOARD

The Company had in issue an aggregate of 900,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolutions for the approval of the Issue Mandate and the Repurchase Mandate and in accordance with the terms therein, the Company would be allowed to allot, issue and deal with a maximum of 180,000,000 new Shares and to repurchase a maximum of 90,000,000 Shares respectively, on the basis that no further Shares will be issued or repurchased by the Company after the Latest Practicable Date and up to the date of the AGM.

RE-ELECTION OF DIRECTORS

In accordance with Article 83 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of member after his/her appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, ordinary resolutions will be proposed at the AGM to re-elect Mr. Lam Shing Tai as executive Director and Mr. Wong Chun Kwok, Mr. Ho Kar Ming and Ms. So Shuk Wan as independent non-executive Directors in accordance with the Articles of Association.

In accordance with Article 84 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, executive Directors Mr. Chau Man Keung and Mr. Hsu Ching Loi shall retire from office at the AGM and, being eligible, offer themselves for re-election.

Mr. Wong Chun Kwok, Mr. Ho Kar Ming and Ms. So Shuk Wan, serving as independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 5.09 of the GEM Listing Rules. The nomination committee of the Board and the Board considered that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the GEM Listing Rules.

The nomination committee of the Board has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the character, professional qualifications, skills, knowledge and experience that are relevant to the Company's business of the retiring Directors with reference to the nomination principles and criteria set out in the Company's nomination policy and Board diversity policy along with the Company's corporate strategy. The Board recommended the re-election of all the retiring Directors.

The biographical details of the retiring Directors who offered themselves for re-election are set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Company also proposes to amend its existing amended and restated Memorandum and Articles of Association by way of adoption of the second amended and restated Memorandum and Articles of Association to (a) bring the amended and restated Memorandum and Articles of Association in line with the amendments made to the GEM Listing Rules and the applicable laws of the Cayman Islands; (b) allow (but not require) a general meeting to be held as an electronic meeting and/or a hybrid meeting where Shareholders may attend by electronic means in addition to or in lieu of a physical meeting where Shareholders attend in person; and (c) incorporate other corresponding and house-keeping amendments to the existing amended and restated Memorandum and Articles of Association.

The proposed adoption of the second amended and restated Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the AGM and shall take effect upon the close of the AGM if so approved. Full particulars of the proposed amendments to the existing amended and restated Memorandum and Articles of Association brought about by the adoption of the second amended and restated Memorandum and Articles of Association (marked-up against the existing amended and restated Memorandum and Articles of Association) are set out in Appendix III to this circular.

The second amended and restated Memorandum and Articles of Association are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the new amended and restated Memorandum and Articles of Association is purely a translation only. Should there be any discrepancy, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed amendments to the amended and restated Memorandum and Articles of Association conform with the applicable requirements of the GEM Listing Rules, and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the proposed amendments to the amended and restated Memorandum and Articles of Association conform with the applicable laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the proposed amendments to the amended and restated Memorandum and Articles of Association for a company listed on the Stock Exchange.

LETTER FROM THE BOARD

AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at 10:00 a.m. on Tuesday, 6 September 2022 at Unit A4, Basement, Phase 4, Kwun Tong Industrial Centre, 436-446 Kwun Tong Road, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions as stated therein is set out on pages 38 to 44 of this circular.

A form of proxy for use in connection with the AGM is enclosed herewith and such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.uprintshop.hk. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the proxy form will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the proxy form will be deposited on or after 15 August 2022) as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 10:00 a.m. on Sunday, 4 September 2022, Hong Kong time) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) should you so wish.

VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the resolutions proposed at the AGM will be taken by way of poll. None of the Shareholders is required to abstain from voting at the AGM pursuant to the GEM Listing Rules and/or the Articles of Association.

An announcement on the poll results will be made by the Company after the AGM on websites of the Stock Exchange at www.hkexnews.hk and the Company at www.uprintshop.hk in due course.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 1 September 2022 to Tuesday, 6 September 2022, both days inclusive, during which period no transfer of Shares will be registered. For determining the entitlement of members of the Company to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the documents will be lodged before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the documents will be lodged on or after 15 August 2022), no later than 4:30 p.m. on Wednesday, 31 August 2022 for registration.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

Your attention is drawn to the additional information set out in the Appendices to this circular.

This circular, 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 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 or this circular misleading.

RECOMMENDATION

The Directors believe that the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors and the proposed adoption of the second amended and restated Memorandum and Articles of Association are in the interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours sincerely,
By order of the Board
Universe Printshop Holdings Limited
Lam Shing Tai
Chairman and Executive Director

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is the explanatory statement as required by the GEM Listing Rules to be provided to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors at the AGM.

SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 900,000,000 Shares in issue.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate at the AGM and on the basis that there will be no change in the total number of issued Shares after the Latest Practicable Date and before the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 90,000,000 Shares, representing 10% of the total number of issued Shares as at the date of the AGM.

REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value per Share and/or the earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

SOURCE OF FUNDS

The Company is empowered by the Articles of Association to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Companies Act of the Cayman Islands, the GEM Listing Rules and/or other applicable laws, rules and regulations, as the case may be.

A company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Any repurchases by the Company may be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Act of the Cayman Islands, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or out of the Company's share premium account or, if authorised by the Articles of Association and subject to the Companies Act of the Cayman Islands, out of capital.

MATERIAL ADVERSE CHANGE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2022) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect 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.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

If the Repurchase Mandate is exercised in full, the shareholding percentage of the Shareholders, who have an interest in 5% or more of the issued share capital of the Company (based on the number of the Shares they held as at the Latest Practicable Date), before and after such repurchase would be as follows:

Shareholder	Capacity/Nature of Interest	Number of Shares/ underlying shares held	Approximate percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Lam Shing Tai	Interest in controlled corporation (<i>Note 1</i>)	354,659,000	39.40%	43.79%
	Interest held jointly with another person (<i>Note 2</i>)	151,866,000	16.88%	18.75%
New Metro Inc.	Beneficial owner	354,659,000	39.40%	43.79%
	Interest held jointly with another person (<i>Note 2</i>)	151,866,000	16.88%	18.75%
Ms. Fung Chi Kuen	Interest of spouse (<i>Note 3</i>)	506,525,000	56.28%	62.53%
Mr. Chau Man Keung	Beneficial owner	41,366,000	4.60%	5.11%
	Interest held jointly with another person (<i>Note 2</i>)	465,159,000	51.68%	57.43%
Ms. Siu Man Yam	Interest of spouse (<i>Note 4</i>)	506,525,000	56.28%	62.53%
Mr. Hsu Ching Loi	Beneficial owner	110,500,000	12.28%	13.64%
	Interest held jointly with another person (<i>Note 2</i>)	396,025,000	44.00%	48.89%
Ms. Ng Lai Nga	Interest of spouse (<i>Note 5</i>)	506,525,000	56.28%	62.53%

Notes:

1. Mr. Lam Shing Tai holds 100% of the issued share capital of New Metro Inc. (“**New Metro**”) and is deemed to be interested in the 354,659,000 Shares which New Metro is interested. Under the SFO, Mr. Lam Shing Tai is deemed to be interested in the same number of Shares held by New Metro.

2. Pursuant to the deed of acting in concert undertaking dated 4 April 2022 entered into among New Metro, Mr. Lam Shing Tai (being the sole ultimate beneficial owner of New Metro), Mr. Chau Man Keung and Mr. Hsu Ching Loi (collectively the “**Concerted Controlling Shareholders**”), each of them is deemed to be interested in the Shares held by the others. As at the date of this circular, New Metro is the beneficial owner of 354,659,000 Shares. Accordingly, the Concerted Controlling Shareholders are each interested in 506,525,000 Shares, representing approximately 56.28% of the entire issued share capital of the Company.
3. Ms. Fung Chi Kuen is the spouse of Mr. Lam Shing Tai, an executive Director, therefore she is deemed to be interested in all the Shares in which Mr. Lam Shing Tai is interested or deemed to be interested.
4. Ms. Siu Man Yam is the spouse of Mr. Chau Man Keung, an executive Director, therefore she is deemed to be interested in all the Shares in which Mr. Chau Man Keung is interested or deemed to be interested.
5. Ms. Ng Lai Nga is the spouse of Mr. Hsu Ching Loi, an executive Director, therefore she is deemed to be interested in all the Shares in which Mr. Hsu Ching Loi is interested or deemed to be interested.

As at the Latest Practicable Date, each of the Concerted Controlling Shareholders, Ms. Fung Chi Kuen, Ms. Siu Man Yam and Ms. Ng Lai Nga is deemed to be interested in 506,525,000 Shares, representing approximately 56.28% of the entire issued share capital of the Company. In the event that the Directors exercise in full the Repurchase Mandate, the interests in the Company of each of the Concerted Controlling Shareholders, Ms. Fung Chi Kuen, Ms. Siu Man Yam and Ms. Ng Lai Nga would be increased to approximately 62.53% of the total number of the issued Shares and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no change in the total number of issued Shares after the Latest Practicable Date and up to the date of a repurchase, an exercise of the Repurchase Mandate in whole or in part will not result in the aggregate amount of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the GEM Listing Rules.

SHARE PRICES

The highest and lowest traded prices for the Shares on GEM during each of the twelve months prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
July	0.031	0.026
August	0.029	0.027
September	0.030	0.026
October	0.029	0.027
November	0.029	0.022
December	0.025	0.022
2022		
January	0.026	0.022
February	0.028	0.024
March	0.026	0.023
April	0.062	0.023
May	0.078	0.039
June	0.072	0.057
July (up to the Latest Practicable Date)	0.060	0.054

SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company during the six months preceding the Latest Practicable Date (whether on GEM or otherwise).

GEM LISTING RULES RELATING TO REPURCHASE OF SHARES

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their shares on GEM and any other stock exchange on which the securities of the Company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general repurchase mandate or by a specific approval of a particular transaction, and that the shares to be repurchased must be fully paid up.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Set out below are the biographical details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

EXECUTIVE DIRECTORS

Mr. LAM Shing Tai (林承大) (“Mr. Lam”), aged 55, is an executive Director and the chairman of our Board. Mr. Lam is primarily responsible for the overall management, strategic planning and development of our Group. Mr. Lam was appointed as an executive Director and the chairman of the Board with effect from 1 July 2022. He is 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).

Mr. Lam 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. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Lam agreed to receive an annual remuneration of HK\$96,000 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.

As at the Latest Practicable Date, Mr. Lam held 100% of the issued share capital of New Metro Inc. (“**New Metro**”) and was deemed to be interested in the same number of Shares held by New Metro. Pursuant to the deed of acting in concert undertaking dated 4 April 2022 (the “**Deed of Acting in Concert Undertaking**”) entered into among New Metro, Mr. Lam (being the sole ultimate beneficial owner of New Metro), Mr. Chau Man Keung and Mr. Hsu Ching Loi (collectively the “**Concerted Controlling Shareholders**”), each of the Concerted Controlling Shareholders is deemed to be interested in the Shares held by the others. As at the Latest Practicable Date, the Concerted Controlling Shareholders were each interested in 506,525,000 Shares, representing approximately 56.28% of the entire issues share capital of the Company, comprising 354,659,000 Shares held by New Metro, 41,366,000 Shares held by Mr. Chau Man Keung and 110,500,000 Shares held by Mr. Hsu Ching Loi.

APPENDIX II	BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM
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As at the Latest Practicable Date, save as disclosed herein, Mr. Lam did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and did not have any relationship with any other Directors, senior management or substantial shareholder or controlling shareholder of the Company.

Mr. CHAU Man Keung (周文強) (“Mr. Chau”), aged 61, is an executive Director and the vice-chairman of our Board. Mr. Chau was a co-founder of our Group and is primarily responsible for the overall management, strategic planning and development of our Group. Mr. Chau was appointed as a Director on 27 April 2017, re-designated as an executive Director on 2 June 2017 and appointed as the chairman of the Board from 2 June 2017 to 30 June 2022. Mr. Chau was re-designated as the vice-chairman of the Board with effect from 1 July 2022. As at the Latest Practicable Date, he was also a director of each of the subsidiaries of our Company, namely, Universe Printshop Limited, All In 1 Printing (Group) Limited, Universe Printing Holdings Limited, Print Shop Limited, Startec Colour Separation Printing Limited and Net Printshop Limited.

Mr. Chau has 34 years of experience in the printing industry in Hong Kong. He co-founded our Group in 2001. Prior to joining our Group, Mr. Chau had accumulated more than 14 years’ industry experience through setting up a partnership business with his other business partners to provide printing services in Hong Kong from June 1987 to 2001 prior to co-founding our Group. Mr. Chau attended secondary education in Hong Kong. He completed the Assessor Training course “Printing industry — Electronic Commerce Business” (competency level 4) in May 2017 under the Recognition of Prior Learning (RPL) scheme, aiming to enable practitioners with various backgrounds to receive formal recognition of the knowledge, skills and experience already acquired.

Mr. Chau has entered into a service contract with the Company with no fixed term commencing from 28 March 2018 until terminated by not less than three months’ notice in writing served by either party. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Chau is entitled to the annual remuneration of HK\$960,000 and a discretionary bonus and such remuneration is determined by the Board having regard to the recommendation of the remuneration committee of the Board and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chau was the beneficial owner of 41,366,000 Shares, representing approximately 4.60% of the entire issued share capital of the Company. Pursuant to the Deed of Acting in Concert Undertaking, each of the Concerted Controlling Shareholders is deemed to be interested in the Shares held by the others. As at the Latest Practicable Date, the Concerted Controlling Shareholders (including Mr. Chau) were each interested in 506,525,000 Shares, representing approximately 56.28% of the entire issued share capital of the Company, comprising 354,659,000 Shares held by New Metro, 41,366,000 Shares held by Mr. Chau and 110,500,000 Shares held by Mr. Hsu Ching Loi.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

As at the Latest Practicable Date, save as disclosed herein, Mr. Chau did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and did not have any relationship with any other Directors, senior management or substantial shareholder or controlling shareholder of the Company.

Mr. HSU Ching Loi (許清耐) (“Mr. Hsu”), aged 50, is an executive Director and chief executive officer of our Company. Mr. Hsu was a co-founder of our Group and is principally responsible for overall management of our Group’s business operation and development, formulating production procedure, pricing strategy, sourcing of raw materials, and overseeing our Group’s human resources department. Mr. Hsu was appointed as a Director on 27 April 2017 and was re-designated as an executive Director and appointed as the chief executive officer of our Company on 2 June 2017. As at the Latest Practicable Date, he is also a director of All In 1 Printing (Group) Limited and Universe Printing Holdings Limited.

Mr. Hsu has 34 years of experience in the printing industry in Hong Kong. He co-founded our Group in 2001. Mr. Hsu worked in several private printing companies in Hong Kong from 1987 to 2001 prior to co-founding our Group with Mr. Chau. Mr. Hsu is currently the Chairman of The Hong Kong Printers Investment Association (香港印刷業投資協會). Mr. Hsu attended secondary education in the People’s Republic of China.

Mr. Hsu has entered into a service contract with the Company with no fixed term commencing from 28 March 2018 until terminated by not less than three months’ notice in writing served by either party. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Hsu is entitled to the annual remuneration of HK\$900,000 and a discretionary bonus and such remuneration is determined by the Board having regard to the recommendation of the remuneration committee of the Board and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Hsu was the beneficial owner of 110,500,000 Shares, representing approximately 12.28% of the entire issued share capital of the Company. Pursuant to the Deed of Acting in Concert Undertaking, each of the Concerted Controlling Shareholders is deemed to be interested in the Shares held by the others. As at the Latest Practicable Date, the Concerted Controlling Shareholders (including Mr. Hsu) were each interested in 506,525,000 Shares, representing approximately 56.28% of the entire issued share capital of the Company, comprising 354,659,000 Shares held by New Metro, 41,366,000 Shares held by Mr. Chau Man Keung and 110,500,000 Shares held by Mr. Hsu.

As at the Latest Practicable Date, save as disclosed herein, Mr. Hsu did not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and did not have any relationship with any other Directors, senior management or substantial shareholder or controlling shareholder of the Company.

APPENDIX II	BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM
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INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Chun Kwok (黃振國), 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. Wong has entered into a service contract with the Company with fixed term of three years commencing from 1 July 2022 until terminated by not less than one month's notice in writing served by either party. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Wong is entitled to the annual remuneration of HK\$144,000. Mr. Wong is also eligible to participate in the share option scheme of the Company. The emoluments of Mr. Wong are determined by the Board based on the recommendation of the remuneration committee of the Board and with regard to the prevailing market conditions, his experience and his duties and responsibilities as an independent non-executive Director and the remuneration policy of the Company.

Mr. Ho Kar Ming (何嘉明), 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.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Mr. Ho has entered into a service contract with the Company with fixed term of three years commencing from 1 July 2022 until terminated by not less than one month's notice in writing served by either party. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Ho is entitled to the annual remuneration of HK\$144,000. Mr. Ho is also eligible to participate in the share option scheme of the Company. The emoluments of Mr. Ho are determined by the Board based on the recommendation of the remuneration committee of the Board and with regard to the prevailing market conditions, his experience and his duties and responsibilities as an independent non-executive Director and the remuneration policy of the Company.

Ms. So Shuk Wan (蘇淑韻), 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.

Ms. So has entered into a service contract with the Company with fixed term of three years commencing from 1 July 2022 until terminated by not less than one month's notice in writing served by either party. She is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Ms. So is entitled to the annual remuneration of HK\$144,000. Ms. So is also eligible to participate in the share option scheme of the Company. The emoluments of Ms. So are determined by the Board based on the recommendation of the remuneration committee of the Board and with regard to the prevailing market conditions, her experience and her duties and responsibilities as an independent non-executive Director and the remuneration policy of the Company.

GENERAL

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to the aforesaid Directors that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, nor are there any other matters that needs to be brought to the attention of the Shareholders.

APPENDIX III	PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
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Details of the Proposed Amendments are as follows:

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| Memorandum
number | Provisions in the Second Amended and Restated Memorandum of Association (showing changes to existing Memorandum of Association) |
| 4. | Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Act Law (as r Revised) <u>of the Cayman Islands</u> . |
| 8. | The <u>authorised</u> share capital of the Company is HK\$20,000,000 divided into 2,000,000,000 ordinary shares of a nominal or par value of HK\$0.01 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies ActLaw (as r Revised) <u>of the Cayman Islands</u> and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained. |
| 9. | The Company may exercise the power contained in the Companies ActLaw (as r Revised) <u>of the Cayman Islands</u> to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction. |
| Article
number | Provisions in the Second Amended and Restated Articles of Association (showing changes to existing Articles of Association) |
| 1. | The regulations in Table A in the Schedule to the Companies ActLaw (as r Revised) do not apply to the Company. |

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2. (1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

<u>WORD</u>	<u>MEANING</u>
“Articles”	these Articles in their present form or as supplemented or amended or substituted from time to time.
“Auditor”	the auditor of the Company for the time being and may include any individual or partnership.
“Board” or “Directors”	the board of directors of the Company or the directors present at a meeting of directors of the Company at which a quorum is present.
“business day”	shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.
“capital”	the share capital of the Company from time to time.
“clear days”	in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

“clearing house”	a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction, <u>including in the case of the Company, Hong Kong Securities Clearing Company Limited.</u>
“close associate”	in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.
“Company”	Universe Printshop Holdings Limited 環球印館控股有限公司
“competent regulatory authority”	a competent regulatory authority in the territory where the shares of the Company are listed or quoted on a stock exchange in such territory.
“debenture” and “debenture holder”	include debenture stock and debenture stockholder respectively.
“Designated Stock Exchange”	a stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.
“dollars” and “\$”	dollars, the legal currency of Hong Kong.

APPENDIX III	PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
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“head office”	such office of the Company as the Directors may from time to time determine to be the principal office of the Company.
“Law”	The Companies Law Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.
“Member”	a duly registered holder from time to time of the shares in the capital of the Company.
“month”	a calendar month.
“Notice”	written notice unless otherwise specifically stated and as further defined in these Articles.
“Office”	the registered office of the Company for the time being.
“ordinary resolution”	a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, <u>by proxy or</u> , in the cases of any Members being <u>which are</u> corporations, by its <u>their respective</u> duly authorised representatives or, where proxies are allowed, by proxy at a general meeting <u>held in accordance with these Articles and</u> of which Notice has been duly given in accordance with Article 59.
“paid up”	paid up or credited as paid up.
“Register”	the principal register and where applicable, any branch register of Members to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time.

APPENDIX III	PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
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“Registration Office”	in respect of any class of share capital such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.
“Seal”	common seal or any one or more duplicate seals of the Company (including a securities seal) for use in the Cayman Islands or in any place outside the Cayman Islands.
“Secretary”	any person, firm or corporation appointed by the Board to perform any of the duties of secretary of the Company and includes any assistant, deputy, temporary or acting secretary.
“special resolution”	<p>a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, <u>by proxy or</u>, in the cases of such Members as are corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy at a general meeting <u>held in accordance with these Articles and</u> of which Notice has been duly given in accordance with Article 59;</p> <p>a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.</p>

APPENDIX III	PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
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“Statutes”	the Law and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles.
“Subsidiary and Holding Company”	has the meanings attributed to them in the rules of the Designated Stock Exchange.
“substantial shareholder”	a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.
“year”	a calendar year.

- (2) In these Articles, unless there be something within the subject or context inconsistent with such construction:
- (a) words importing the singular include the plural and vice versa;
 - (b) words importing a gender include both gender and the neuter;
 - (c) words importing persons include companies, associations and bodies of persons whether corporate or not;
 - (d) the words:
 - (i) “may” shall be construed as permissive;
 - (ii) “shall” or “will” shall be construed as imperative;

- (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member's election comply with all applicable Statutes, rules and regulations;
- (f) references to any law, ordinance, statute or statutory provision shall be interpreted as relating to any statutory modification or re-enactment thereof for the time being in force;
- (g) save as aforesaid words and expressions defined in the Statutes shall bear the same meanings in these Articles if not inconsistent with the subject in the context;
- (h) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;
- (i) Section 8 of the Electronic Transactions ~~Act~~Law (as ~~revised~~2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.

AUTHORISED SHARE CAPITAL

- 3. (1) The authorised share capital of the Company at the date on which these Articles come into effect shall be HK\$20,000,000 divided into 2,000,000,000 ordinary shares of a par value of HK\$0.01 each.

- (2) Subject to the Law, the Company's Memorandum and Articles of Association and, where applicable, the rules of any Designated Stock Exchange and/or any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.
- (3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.
- (4) No share shall be issued to bearer.

9. ~~Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.~~[Intentionally deleted]

10. Subject to the Law and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the ~~holders of~~ Members together holding not less than three-fourths ~~in nominal value~~ of the voting rights of issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that:
- (a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and
 - (b) every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him.

44. Except when the Register is closed, ~~the Register and branch register of Members, in Hong Kong as the case may be,~~ shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares and by sending a notice to the Members, which may be extended for no more than another thirty (30) days in respect of any year by an ordinary resolution of the Members passed in that year in accordance with section 632 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong).
56. An annual general meeting of the Company shall be held in each financial year other than the financial year of the Company's adoption of these Articles and within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, six (6) months after the end of the Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.
57. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General meetings may be held in any part of the world as may be determined by the Board. A general meeting of the Members or any class thereof may be held by means of such telephone, video, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.

58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding, at the date of deposit of the requisition, Shares in the share capital of the Company that represent not less than one-tenth of the paid-up capital of the Company carrying the right of voting rights at general meetings of the Company on an one vote per Share basis and shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.
59. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days ~~and not less than twenty (20) clear business days~~. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days ~~and not less than ten (10) clear business days~~ but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:
- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend, speak and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend, speak and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.

- (2) The notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.
61. (1) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of:
- (a) the declaration and sanctioning of dividends;
 - (b) consideration and adoption of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet;
 - (c) the election of Directors whether by rotation or otherwise in the place of those retiring;
 - (d) appointment of Auditors (where special notice of the intention for such appointment is not required by the Law) and other officers;
 - (e) the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors;
 - (f) the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than twenty per cent. (20%) in nominal value of its existing issued share capital; and

APPENDIX III	PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
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(g) the granting of any mandate or authority to the Directors to repurchase securities of the Company.

(2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to speak and vote and present in person or by proxy or (in the case of a Member being a corporation) by its duly authorised representative shall form a quorum for all purposes.

61A. All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to speak and vote at the meeting; or
 - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to attend, speak and vote at the meeting; or
 - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to attend, speak and vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.

- 73.
- (1) No Member shall, unless the Board otherwise determines, be entitled to attend, speak and vote and to be reckoned in a quorum at any general meeting unless he is duly registered and all calls or other sums presently payable by him in respect of shares in the Company have been paid.
 - (2) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

75. Any Member entitled to attend, speak and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend, speak and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and attend, speak and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.
78. Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to attend, speak and vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
81. (1) Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

- (2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members, or (where appropriate and subject to the Law) at any meeting of creditors of the Company, provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, where a show of hands is allowed, the right to vote individually on a show of hands and the right to speak.
- (3) Any reference in these Articles to a duly authorised representative of a Member being a corporation shall mean a representative authorised under the provisions of this Article.

82. A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend, speak and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Members.

- 83.
- (1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. The Directors shall be elected or appointed in the first place by the subscribers to the Memorandum of Association or by a majority of them and thereafter in accordance with Article 84 called for such purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Article 84 or until their successors are elected or appointed or their office is otherwise vacated.
 - (2) Subject to the Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.
 - (3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the ~~next following~~first annual general meeting of the Company after his appointment and shall then be eligible for re-election.
 - (4) Neither a Director nor an alternate Director shall be required to hold any shares of the Company by way of qualification and a Director or alternate Director (as the case may be) who is not a Member shall be entitled to receive notice of and to attend and speak at any general meeting of the Company and of all classes of shares of the Company.

- (5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing Director or other executive Director) at any time before the expiration of his ~~period~~term of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).
- (6) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution the Members at the meeting at which such Director is removed.
- (7) The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall never be less than two (2).

85.

No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend, speak and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office 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 despatch 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 despatch 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.

147. The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Law or necessary to give a true and fair view of the Company's affairs and to explain its transactions. The financial year end of the Company shall be 31 March in each calendar year or as otherwise determined by the Board.
152. (1) ~~At the annual general meeting or at a subsequent extraordinary general meeting in each year, t~~The Members shall may by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the conclusion of the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
- (2) The Members may, at any general meeting convened and held in accordance with these Articles, by ~~special~~ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.
154. The remuneration of the Auditor shall be fixed by the Company in general meeting by an ordinary resolution or in such manner as the Members may determine.
162. (1) The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
- (2) A resolution that the Company ~~be wound up by the court or~~ be wound up voluntarily shall be a special resolution.

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Universe Printshop Holdings Limited (the “Company”) will be held at Unit A4, Basement, Phase 4, Kwun Tong Industrial Centre, 436-446 Kwun Tong Road, Kowloon, Hong Kong on Tuesday, 6 September 2022 at 10:00 a.m. (or the adjournment thereof) for the following purposes:

ORDINARY RESOLUTIONS

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

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 the independent auditor of the Company for the year ended 31 March 2022;
2. to re-elect Mr. Lam Shing Tai as an executive Director;
3. to re-elect Mr. Chau Man Keung as an executive Director;
4. to re-elect Mr. Hsu Ching Loi as an executive Director;
5. to re-elect Mr. Wong Chun Kwok as an independent non-executive Director;
6. to re-elect Mr. Ho Kar Ming as an independent non-executive Director;
7. to re-elect Ms. So Shuk Wan as an independent non-executive Director;
8. to authorise the board of Directors (the “Board”) to fix the Directors’ remuneration;
9. to re-appoint BDO Limited as auditor of the Company and authorise the Board to fix the auditor’s remuneration;

NOTICE OF ANNUAL GENERAL MEETING

10. To consider and, if thought fit, pass the followings resolutions (with or without amendments) as ordinary resolutions:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “GEM Listing Rules”) on GEM of The Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue or otherwise deal with shares or securities or options convertible into shares and to make and grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) to make or grant offers, agreements, options and other rights which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) of this resolution);
- (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution); or (ii) the exercise of any options granted under all share option schemes of the Company (or similar arrangements) adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution, and the authority pursuant to paragraphs (a) and (b) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such authority given under this resolution.

“Rights Issue” means an offer of shares of the Company or offer or issue of warrants or options or other securities giving rights to subscribe for the shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holding of such shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligation under the laws of, or requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange, in any territory outside Hong Kong, applicable to the Company.)”

NOTICE OF ANNUAL GENERAL MEETING

11. To consider and, if thought fit, pass the followings resolutions (with or without amendments) as ordinary resolutions:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase or repurchase shares of the Company of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company on GEM or on any other stock exchange on which the shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose under the Code on Share Buy-backs approved by the Securities and Futures Commission of Hong Kong, subject to and in accordance with all applicable laws and/or the requirements of the Securities and Futures Commission of Hong Kong, the Companies Act of the Cayman Islands, the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares of the Company of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such authority given under this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

12. To consider and, if thought fit, pass the followings resolutions (with or without amendments) as ordinary resolutions:

“THAT:

conditional upon resolutions no. 10 and no. 11 above being passed (with or without amendments), the general and unconditional mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to the resolution set out in resolution no. 10 above be and is hereby extended by the addition thereto an amount of shares representing the aggregate number of shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under resolution no. 11 above, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution.”

SPECIAL RESOLUTION

13. To consider and, if thought fit, passing with or without amendments, the following resolution as special resolution:

“THAT:

the second amended and restated memorandum of association and articles of association of the Company (copies of which have been produced to this meeting and marked “A” and initialed by the chairman of this annual general meeting of the Company (“AGM”) for the purpose of identification) be and are hereby approved and adopted as the new amended and restated memorandum of association and articles of association of the Company (the “Second Amended and Restated Memorandum and Articles of Association”) in substitution for and to the exclusion of the existing amended and restated memorandum of association and articles of association of the Company respectively immediately upon close of the AGM and that any one Director or officer of the Company be and is hereby authorised to do all things necessary to implement the adoption of the Second Amended and Restated Memorandum and Articles of Association and to attend to all necessary filings in Hong Kong and in the Cayman Islands.”

By order of the Board
Universe Printshop Holdings Limited
Lam Shing Tai
Chairman and Executive Director

Hong Kong, 8 August 2022

NOTICE OF ANNUAL GENERAL MEETING

*Head office and principal place of
business in Hong Kong:*
Office F, 12/F
Legend Tower
No. 7 Shing Yip Street
Kwun Tong, Kowloon
Hong Kong

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). The results of the poll will be published on the websites of GEM of the Stock Exchange and of the Company in accordance with the GEM Listing Rules.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need 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 such proxy is so appointed.

In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

3. A form of proxy for use at the meeting is being despatched together with this notice. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (if the proxy form will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the proxy form will be deposited on or after 15 August 2022) not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 10:00 a.m. on Sunday, 4 September 2022, Hong Kong time) or any adjournment thereof.
4. An explanatory statement containing further details regarding resolution no. 11 above is set out in a circular to the shareholders of the Company, which is being despatched together with this notice. The circular also contains particulars of the Directors proposed to be re-elected at the meeting.
5. The register of members of the Company will be closed from Thursday, 1 September 2022 to Tuesday, 6 September 2022 (both days inclusive), during which period no transfer of shares of the Company will be registered. All transfer of the Company's shares together with the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong no later than 4:30 p.m. on Wednesday, 31 August 2022 in order for the holders of the shares to qualify to attend and vote at the AGM or any adjournment thereof.

NOTICE OF ANNUAL GENERAL MEETING

6. Precautionary measures and special arrangements for the AGM

In view of the novel coronavirus (COVID-19) outbreak, certain measures will be implemented at the AGM to reduce the risk of infection to attendees of the AGM, including but not limited to (i) compulsory body temperature check; (ii) wearing of surgical mask throughout the AGM; and (iii) no refreshments or corporate gifts being provided. Attendees who do not comply with the precautionary measures above may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of shareholders of the Company, the Company would like to encourage shareholders of the Company to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

If any shareholder of the Company chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to the Company's principal place of business in Hong Kong or to the Company's email at <info@123print.com.hk>.

If any shareholder of the Company has any question relating to the AGM, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar as follows:

Tricor Investor Services Limited (before 15 August 2022) Level 54, Hopewell Centre 183 Queen's Road East Hong Kong Email: is-enquiries@hk.tricorglobal.com Tel: (852) 2980 1333	(on or after 15 August 2022) 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong
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The Company will keep monitoring the COVID-19 situation and may implement additional measures which, if any, will be announced at a time closer to the date of the AGM.

As at the date of this notice, the Board comprised the executive Directors Mr. Lam Shing Tai (Chairman), Mr. Chau Man Keung (Vice-Chairman) and Mr. Hsu Ching Loi; and the independent non-executive Directors Mr. Wong Chun Kwok, Mr. Ho Kar Ming and Ms. So Shuk Wan.