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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)

NOTICE OF ANNUAL GENERAL MEETING

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;
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

(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.)”

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.”

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

*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.

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

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.