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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)

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of Universe Printshop Holdings Limited (the “**Company**”) dated 19 April 2023 in relation to, among other things, the Subscription (the “**Announcement**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that all the Conditions Precedent to Completion set out in the Subscription Agreement have been fulfilled and Completion took place on 3 May 2023. A total of 98,000,000 Subscription Shares have been issued and allotted by the Company to the Subscribers at the Subscription Price of HK\$0.04 per Subscription Share pursuant to the terms and conditions of the Subscription Agreement.

The gross proceeds and net proceeds (after deducting the expenses related to the Subscription) from the Subscription are HK\$3.92 million and approximately HK\$3.73 million respectively. The Company intends to use all the net proceeds from the issue of the Subscription Shares to settle its current liabilities such as trade and other payables and accruals of the Group.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) the Subscribers are Independent Third Parties; and (ii) none of the Subscribers becomes a substantial shareholder (as defined under the GEM Listing Rules) of the Company upon Completion.

EFFECT ON THE SHAREHOLDING OF THE COMPANY

The 98,000,000 Subscription Shares represent (i) approximately 10.89% of the issued share capital of the Company immediately before Completion; and (ii) approximately 9.82% of the issued share capital of the Company immediately upon Completion as enlarged by the issue and allotment of the Subscription Shares.

The following table illustrates the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately upon Completion:

Shareholders	Immediately before Completion		Immediately upon Completion	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
Controlling Shareholders				
New Metro Inc. <i>(Notes 1 & 2)</i>	354,659,000	39.40	354,659,000	35.54
Mr. Chau Man Keung <i>(Note 2)</i>	41,366,000	4.60	41,366,000	4.14
Mr. Hsu Ching Loi <i>(Note 2)</i>	<u>110,500,000</u>	<u>12.28</u>	<u>110,500,000</u>	<u>11.07</u>
Sub-total	506,525,000	56.28	506,525,000	50.75
Public Shareholders				
Mr. Tsang Yee Fung	–	–	49,000,000	4.91
Mr. Chiu Wan Lung	–	–	49,000,000	4.91
Other Public Shareholders	<u>393,475,000</u>	<u>43.72</u>	<u>393,475,000</u>	<u>39.43</u>
Sub-total	<u>393,475,000</u>	<u>43.72</u>	<u>491,475,000</u>	<u>49.25</u>
Total	<u>900,000,000</u>	<u>100.00</u>	<u>998,000,000</u>	<u>100.00</u>

Notes:

1. New Metro Inc. is beneficially wholly owned by Mr. Lam Shing Tai, the chairman of the Board and the executive Director.
2. New Metro Inc., Mr. Lam Shing Tai (the sole ultimate beneficial owner of New Metro Inc.), Mr. Chau Man Keung (an executive Director) and Mr. Hsu Ching Loi (an executive Director) entered into a deed of acting in concert undertaking dated 4 April 2022, pursuant to which the parties have agreed to consolidate their respective interests in the Company and control directly and/or indirectly in the Company and to vote on any resolution to be passed at any shareholders' meeting of the Company in an unanimous manner.

By order of the Board
UNIVERSE PRINTSHOP HOLDINGS LIMITED
Lam Shing Tai
Chairman and Executive Director

Hong Kong, 3 May 2023

As at the date of this announcement, the executive Directors are Mr. Lam Shing Tai, Mr. Chau Man Keung and Mr. Hsu Ching Loi and the independent non-executive Directors are Mr. Wong Chun Kwok, Mr. Ho Kar Ming and Ms. So Shuk Wan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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