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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Universe Printshop Holdings Limited (the “Company”) will be held at Workshop A1, Ground Floor, Tsing Yi Industrial Centre Phase 1, No. 1 to 33 Cheung Tat Road, Tsing Yi, New Territories, Hong Kong on Wednesday, 21 June 2023 at 11:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolution(s) of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- a. the agreement dated 16 May 2023 (the “**Acquisition Agreement**”) and entered into among Universe Printing Holdings Limited (the “**Purchaser**”), 素位科技(深圳)有限公司 (transliterated as Suwei Technology (Shenzhen) Co., Ltd. for identification purposes, the “**Vendor**”) and 重慶保晟國際貿易有限公司 (transliterated as Chongqing Polysun International Trade Co., Ltd. for identification purposes, the “**Foreign Trade Agent**”), pursuant to which the Purchaser has conditionally agreed to purchase, the Vendor has conditionally agreed to sell, and the Foreign Trade Agent has conditionally agreed to provide import/export services in relation to the sale of two sets of brand new FUJIFILM four-colour digital inkjet printing machines (model: Jet Press 750S) (the “**Machinery**”) at the total consideration of HK\$18,700,000, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified (a copy of which having been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purpose);

- b. the agreement (the “**Hire Purchase Agreement**”) to be entered into among the Purchaser (as hirer), The Bank of East Asia, Limited (“**BEA**”) (as owner) and the Company (as guarantor), pursuant to which the Purchaser will obtain hire purchase facility from BEA with maximum amount of HK\$16,830,000 and the Company will guarantee (the “**Guarantee**”) for due and prompt payment, performance and discharge by the Purchaser of all its obligations under and compliance with all provisions of the Hire Purchase Agreement, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified (a copy of which having been produced to the EGM marked “B” and signed by the chairman of the EGM for identification purpose);
- c. any one or more directors of the Company be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute, perfect, deliver all such documents, deeds, acts, matters and things, as the case may be, for and on behalf of the Company as they may in their discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisition Agreement, the Hire Purchase Agreement (including the Guarantee) and the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are in the reasonable opinion of any one or more directors of the Company in the interests of the Company and its shareholders as a whole provided that such variation, amendment or waiver shall not be fundamentally different from the terms as provided in the Acquisition Agreement and the Hire Purchase Agreement (including the Guarantee); and
- d. any act done or documents executed (if necessary, under the common seal of the Company) by any director of the Company in relation to or for the purpose of giving effect to the Acquisition Agreement and the Hire Purchase Agreement (including the Guarantee) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.”

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

Hong Kong, 31 May 2023

Registered office:

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

Principal place of business in Hong Kong:

Shop B3, G/F, Block 3
Kwun Tong Industrial Centre
448-458 Kwun Tong Road
Kwun Tong
Hong Kong

Notes:

1. All resolutions set out in this notice of the EGM will be taken by poll pursuant to the GEM Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.
2. A member entitled to attend and vote at the EGM 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.
3. 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 EGM, 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.
4. A form of proxy for use at the EGM 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for the holding of the EGM or any adjournment thereof. Whether or not you intend to attend the EGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
5. Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish. In the event that you attend the EGM after having lodged the form of proxy, it will be deemed to have been revoked.
6. The register of members of the Company will be closed from Friday, 16 June 2023 to Wednesday, 21 June 2023, both days inclusive, for the purpose of determining its shareholders' entitlement to attend and vote at the EGM, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the EGM, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:00 p.m. on Thursday, 15 June 2023.
7. If Typhoon Signal No. 8 or above remains hoisted and/or extreme conditions are in force at or at any time after 9:00 a.m. on the date of the EGM, the EGM will be postponed or adjourned. The Company will post an announcement on the Company's website at www.uptprintshop.hk and the website of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting.
8. In the event of any inconsistency, the English language text of this notice shall prevail over the Chinese language text.

9. The EGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal or a Black Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the EGM under bad weather condition bearing in mind their own situations.
10. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the directors of the Company (the “**Directors**”) are as follows:

Executive Directors:

Mr. Lam Shing Tai (*Chairman*)
Mr. Chau Man Keung
Mr. Hsu Ching Loi

Independent non-executive Directors:

Mr. Wong Chun Kwok
Mr. Ho Kar Ming
Ms. So Shuk Wan

This notice, 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 notice 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 notice misleading.

This notice will remain on the website of the Company at www.uprintshop.hk and the website of the Stock Exchange at www.hkexnews.hk on the “Latest Listed Company Information” page for at least seven days from the date of its posting.