

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.*

## **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)**

### **SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO (1) PROPOSED SHARE CONSOLIDATION; (2) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; (3) PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TWO (2) CONSOLIDATED SHARES HELD ON THE RECORD DATE ON FULLY UNDERWRITTEN BASIS; (4) CONNECTED TRANSACTION IN RELATION TO THE UNDERWRITING AGREEMENT; AND (5) RESUMPTION OF TRADING**

Reference is made to the announcement (the “**Announcement**”) of Universe Printshop Holdings Limited (the “**Company**”) dated 3 October 2023 in relation to, among other things, the Rights Issue. Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the Announcement.

The Board would like to update the Shareholders and potential investors of the Company of the following arrangements in connection with the Rights Issue.

#### **THE COMPENSATORY ARRANGEMENTS**

The Company and the Underwriter entered into the supplemental underwriting agreement (the “**Supplemental Agreement**”) on 5 October 2023 pursuant to which the Company will make compensatory arrangements to dispose of the Untaken Shares and the NQS Unsold Rights Shares, by offering them to independent placees for the benefit of the relevant No Action Shareholders and Non-Qualifying Shareholders pursuant to Rule 10.31(1)(b) of the GEM Listing Rules. **Accordingly, there will be no excess application arrangements in relation to the Rights Issue and no EAFs will be despatched to the Shareholders.** Shareholders and potential investors of the Company should note the updates to the Rights Issue, particularly the arrangements and procedures in respect of the Untaken Shares and the NQS Unsold Rights Shares, the Placing, the additional conditions of the Rights Issue and the updated timetable and trading arrangements set out in this announcement.

## **Arrangements for the NQS Rights Shares**

In accordance with the compensatory arrangements under Rule 10.31(1)(b) of the GEM Listing Rules, arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence and before the last day for dealing in the nil-paid Rights Shares, if a premium (net of expenses) can be obtained. Any net proceeds of sale thereof, after deduction of expenses, will be paid in Hong Kong dollars to the Non-Qualifying Shareholders pro rata to their respective entitlements as at the close of business on the Record Date, provided that if any of such persons would be entitled to a sum not exceeding HK\$100, such sum will be retained by the Company for its own benefit.

Any NQS Unsold Rights Shares will be placed by the Placing Agent at the price not less than the Subscription Price under the Placing together with the Untaken Shares. The proceeds of the sale as described above, less expenses and in the case of being sold by the Placing Agent, also less the Subscription Price and the Placing Agent's commission, will be paid pro-rata (but rounded down to the nearest cent) to the relevant Non-Qualifying Shareholders' and the No Action Shareholders' shareholdings held on the Record Date on the basis of all NQS Unsold Rights Shares and Untaken Shares in Hong Kong dollars. Any Untaken Shares and the NQS Unsold Rights Shares remain not placed after completion of the Placing will be taken up by the Underwriter pursuant to the terms of the Underwriting Agreement (as amended and supplemented by the Supplemental Agreement).

## **Procedures in respect of the Untaken Shares and the NQS Unsold Rights Shares and the Placing**

The Company will make arrangements described in Rule 10.31(1)(b) of the GEM Listing Rule to dispose of the Untaken Shares and the NQS Unsold Rights Shares by offering the Untaken Shares and the NQS Unsold Rights Shares to independent placees for the benefit of the relevant No Action Shareholders and Non-Qualifying Shareholders.

The Company therefore appointed the Placing Agent to place the Untaken Shares and the NQS Unsold Rights Shares to independent placees on a best effort basis. Any premium over, the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) the expenses of the Placing Agent (including any other related expenses/fees), that is realised will be paid to the No Action Shareholders and the Non-Qualifying Shareholders on a pro-rata basis. The Placing Agent will on a best effort basis, procure, by not later than 5:00 p.m. on the Placing End Date, acquirers for all (or as many as possible) of those Untaken Shares and the NQS Unsold Rights Shares if a premium over the Subscription Price and the expenses of procuring such acquirers (including any related commissions and any other related expenses/fees) can be obtained. Any Untaken Shares and the NQS Unsold Rights Shares remain not placed after completion of the Placing will be taken up by the Underwriter pursuant to the terms of the Underwriting Agreement (as amended and supplemented by the Supplemental Agreement).

Net Gain (if any) will be paid (without interest) on pro-rata basis (on the basis of all Untaken Shares and NQS Unsold Rights Shares) to the No Action Shareholders and the Non-Qualifying Shareholders (but rounded down to the nearest cent). It is proposed that Net Gain to any of the No Action Shareholder(s) or the Non-Qualifying Shareholders of HK\$100 or more will be paid to them in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit. Shareholders are reminded that Net Gain may or may not be realised, and accordingly the No Action Shareholders and the Non-Qualifying Shareholders may or may not receive any Net Gain.

## **THE PLACING**

On 5 October 2023, the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company conditionally agreed to appoint the Placing Agent and the Placing Agent conditionally agreed to act as the placing agent for the Company to procure, on a best effort basis, places to subscribe for the Placing Shares (i.e. the Untaken Shares and/or the NQS Unsold Rights Share during the Rights Issue) on the terms and subject to the conditions set out in the Placing Agreement. Under the terms of the Placing Agreement, if all the Rights Shares are already fully taken up in the Rights Issue through the PAL(s), the Placing will not proceed.

### **Placing Agreement**

The principal terms of the Placing Agreement are summarised below:

Date: 5 October 2023

Placing Agent: Sorrento Securities Limited

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

Placing commission and expenses: 1.5% of the gross proceeds from the subscription of the Placing Shares successfully placed by the Placing Agent under the Placing Agreement. The Company shall also be responsible for all costs and expenses reasonably incurred in connection with or arising out of the Placing.

Placing price: The placing price of each of the Untaken Share and/or the NQS Unsold Rights Share (as the case maybe) shall be not less than the Subscription Price. The final price determination will be determined based on the demand for and market conditions of the Untaken Shares and the NQS Unsold Rights Shares during the process of Placing.

- Ranking:** The Placing Shares, when issued and fully paid, will rank pari passu in all respects among themselves and with the Consolidated Shares in issue as at the date of allotment and issue of the Placing Shares.
- Placing Period:** The Placing Period shall commence on Tuesday, 19 December 2023, and end on the Placing End Date or such other dates as the Company may announce, being the period during which the Placing Agent will seek to effect the Placing.
- Placees:** The Placing Agent shall ensure that the Placing Shares are placed (i) only to institutional, corporate or individual investors who and whose ultimate beneficial owner(s) shall be Independent Third Parties; (ii) such that no placee shall become a substantial Shareholder immediately following the Placing; (iii) such that the Placing will not have any implications under the Hong Kong Code on Takeovers and Mergers and no Shareholder will be under any obligation to make a general offer under the Hong Kong Code on Takeovers and Mergers as a result of the Placing; and (iv) such that the Placing will not result in the Company incapable to comply with the public float requirements under the GEM Listing Rules immediately following the Placing.

### **Conditions of the Placing**

The obligations of the Placing Agent and the Company under the Placing Agreement are conditional upon the following conditions being fulfilled:

- (i) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares, including the Placing Shares, in their nil-paid and fully paid forms (subject to customary conditions) and such approval not having been withdrawn or revoked;
- (ii) approval of the Rights Issue by the Independent Shareholders at the EGM;
- (iii) none of the representations, warranties or undertakings contained in the Placing Agreement being or having become untrue, inaccurate or misleading in any material respect at any time before the completion, and no fact or circumstance having arisen and nothing having been done or omitted to be done which would render any of such undertakings, representations or warranties untrue or inaccurate in any material respect if it was repeated as at the time of completion of the Placing Agreement; and

(iv) the Placing Agreement not having been terminated in accordance with the provisions thereof.

The Placing Agent may, in its absolute discretion, waive the fulfilment of all or any part of the conditions (other than those set out in paragraphs (i) to (ii) above) by notice in writing to the Company.

The timetable of the Placing is driven by the timetable of the Rights Issue. Under the terms of the Placing Agreement, the Placing Period shall commence on Tuesday, 19 December 2023, or such other date as the Company may announce. The Placing Period shall end on Thursday, 21 December 2023, or such other date as the Company may announce.

The long stop date for the fulfilment of conditions of the Placing Agreement shall be 5:00 p.m. on Friday, 22 December 2023 (being the next Business Day after the Placing End Date) or such later date as may be announced by the Company. The Company shall use its reasonable endeavours to procure the fulfilment of the conditions and if the said conditions are not fulfilled on or before the Placing Long Stop Date, the Placing Agreement will lapse and become null and void and the Company and the Placing Agent shall be released from all rights and obligations under the Placing Agreement, save for the liabilities for any antecedent breaches thereof.

### **Termination**

The Placing Agreement can only be terminated by mutual written confirmations by the Company and the Placing Agent.

### **Completion of the Placing**

Subject to the fulfilment of conditions of the Placing as set out in the section headed “Conditions of the Placing” of this announcement, the completion of the Placing is expected to take place on the Placing Long Stop Date (or such later date as the Company may announce).

The engagement between the Company and the Placing Agent of the Untaken Shares and the NQS Unsold Rights Shares was determined after arm’s length negotiation between the Placing Agent and the Company and is on normal commercial terms. In particular, the Directors, taking into account the range of placing commissions for recent rights issues conducted by issuers listed on the Stock Exchange, consider that the terms of the Placing Agreement, including the placing commission, are on normal commercial terms. Given that the Placing would provide (i) a distribution channel of the Untaken Shares and the NQS Unsold Rights Shares; and (ii) a compensatory mechanism for the No Action Shareholders and Non-Qualifying Shareholders, the Directors consider that the Placing Agreement is fair and reasonable and in the interest of the Company and its shareholders as a whole.

Given that the compensatory arrangements would provide a compensatory mechanism for the relevant No Action Shareholders and Non-Qualifying Shareholders, the Directors consider that the terms of the Supplemental Agreement are fair and reasonable and the compensatory arrangements are in the interest of the minority Shareholders.

## **THE RIGHTS ISSUE**

### **Conditions of the Rights Issue**

The Company sets out below updated conditions for the Rights Issue:

- (i) the passing of all necessary resolutions to be proposed at the EGM for the transactions contemplated thereunder (including but not limited to the Rights Issue, the Placing Agreement, the Underwriting Agreement and the Supplemental Agreement) by the Shareholders (other than those who are required to abstain from voting according to the GEM Listing Rules or other applicable laws and regulations if necessary);
- (ii) the Increase in Authorised Share Capital and the Share Consolidation having become effective;
- (iii) the issue by the Stock Exchange of a certificate authorising the registration of, and the registration with the Registrar of Companies in Hong Kong, respectively, of one copy of each of the Prospectus Documents not later than the Prospectus Posting Date and otherwise in compliance with the GEM Listing Rules and the Companies (WUMP) Ordinance;
- (iv) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus with Overseas Letter bearing a “For Information Only” stamp to the Non-Qualifying Shareholders, if any, for information purpose only on or before the Prospectus Posting Date;
- (v) the GEM Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully paid forms (by no later than the first day of their dealings);
- (vi) the Placing Agreement not having been terminated in accordance with the provisions thereof, including force majeure events;
- (vii) the obligations of the Underwriter becoming unconditional and the Underwriting Agreement (as amended and supplemented by the Supplemental Agreement) not having been terminated in accordance with the provisions thereof, including force majeure events;
- (viii) the compliance with and performance of all the undertakings and obligations under the Irrevocable Undertakings; and

- (ix) the compliance with any other mandatory requirements under the applicable laws and regulations of Hong Kong and the Cayman Islands.

The above conditions are incapable of being waived. If the above conditions are not satisfied in whole or in part by the Latest Time for Termination (or such other time stipulated above), the Underwriting Agreement (as amended and supplemented by the Supplemental Agreement) shall be terminated and (save in respect of any provisions relating to, among other matters, notices and governing law and any rights or obligations which may accrue under the Underwriting Agreement (as amended and supplemented by the Supplemental Agreement) prior to such termination) no party will have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches, and the Rights Issue will not proceed. The Company shall use all reasonable endeavours to procure the fulfilment of all the above conditions by the Latest Time for Termination (or such other time stipulated above).

### **EXPECTED TIMETABLE OF THE INCREASE IN AUTHORISED SHARE CAPITAL, THE SHARE CONSOLIDATION, THE RIGHTS ISSUE AND THE PLACING**

The revised expected timetable for the Increase in Authorised Share Capital, the Share Consolidation, the Rights Issue and the Placing is set out below:

<b>Event</b>	<b>Timeline</b>
Publication of this supplemental announcement . . . . .	Thursday, 5 October 2023
Despatch of the circular, proxy form and notice of the EGM . . . . .	on or before Wednesday, 25 October 2023
Latest time for lodging transfer documents of the Shares to qualify for attendance and voting at the EGM . . . . .	4:30 p.m. on Thursday, 9 November 2023
Closure of register of members of the Company to determine entitlement to attend and vote at the EGM . . . . .	Friday, 10 November 2023 to Thursday, 16 November 2023 (both days inclusive)
Latest time for lodging proxy forms for the EGM . . . . .	11:00 a.m. on Tuesday, 14 November 2023
Record date for attending and voting at the EGM . . . . .	Thursday, 16 November 2023
EGM . . . . .	11:00 a.m. on Thursday, 16 November 2023
Announcement of poll results of the EGM. . . . .	Thursday, 16 November 2023

**The following events are conditional on the fulfilment of the condition(s) for the implementation of the Increase in Authorised Share Capital, the Share Consolidation, the Rights Issue and the Placing**

Effective Date of the Increase in Authorised Share Capital . . . . .	Thursday, 16 November 2023 <i>(the Increase in Authorised Share Capital will become effective at the time when the relevant ordinary resolution is passed by the Shareholders at the EGM)</i>
Re-opening of the register of members of the Company . . . . .	Friday, 17 November 2023
Effective date of the Share Consolidation . . . . .	Monday, 20 November 2023
Commencement of dealings in the Consolidated Shares . . . . .	9:00 a.m. on Monday, 20 November 2023
Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes. . . . .	9:00 a.m. on Monday, 20 November 2023
Temporary counter for trading in the Consolidated Shares in board lots of 4,000 Consolidated Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Monday, 20 November 2023
First day for free exchange of existing share certificates for the Existing Shares into new share certificates for the Consolidated Shares . . . . .	Monday, 20 November 2023
Last day of dealings in the Consolidated Shares on a cum-entitlement basis of the Rights Issue . . . . .	Monday, 20 November 2023
First day of dealings in the Consolidated Shares on an ex-entitlement basis of the Rights Issue. . . . .	Tuesday, 21 November 2023
Latest time for lodging transfer documents of the Consolidated Shares to qualify for the Rights Issue . . . . .	4:30 p.m. on Wednesday, 22 November 2023



Closure of register of members of the Company to determine the entitlements to the Rights Issue . . . . .	Thursday, 23 November 2023 to Wednesday, 29 November 2023 (both days inclusive)
Record Date for determining entitlements to the Rights Issue . . . . .	Wednesday, 29 November 2023
Re-opening of the register of members of the Company . . . . .	Thursday, 30 November 2023
Despatch of the Prospectus Documents (including the Prospectus and the PALs; in the case of the Non-Qualifying Shareholders, the Prospectus with the Overseas Letter only). . . . .	Thursday, 30 November 2023
First day of dealings in nil-paid Rights Shares . . . . .	Monday, 4 December 2023
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares . . . . .	9:00 a.m. on Monday, 4 December 2023
Original counter for trading in the Consolidated Shares in board lots of 20,000 Consolidated Shares (in the form of new share certificates) re-opens . . . . .	9:00 a.m. on Monday, 4 December 2023
Parallel trading in the Consolidated Shares (in the form of both existing share certificates in board lots of 4,000 Consolidated Shares and new share certificates in board lots of 20,000 Consolidated Shares) commences . . . . .	9:00 a.m. on Monday, 4 December 2023
Latest time for splitting of the PAL(s). . . . .	4:30 p.m. on Wednesday, 6 December 2023
Last day of dealings in nil-paid Rights Shares . . . . .	Monday, 11 December 2023
Latest time for acceptance of, and payment for, the Rights Shares . . . . .	4:00 p.m. on Thursday, 14 December 2023

Announcement of the number of the Untaken Shares  
and NQS Unsold Rights Shares  
subject to the Placing . . . . . Monday, 18 December 2023

Commencement of the Placing (if there are any  
Untaken Shares and NQS Unsold Rights  
Shares available) . . . . . Tuesday, 19 December 2023

Placing End Date for placing the Placing Shares . . . . . 5:00 p.m. on Thursday,  
21 December 2023

Designated broker ceases to provide matching services  
for odd lots of the Consolidated Shares. . . . . 4:00 p.m. on Friday,  
22 December 2023

Temporary counter for trading in the Consolidated Shares  
in board lots of 4,000 Consolidated Shares (in the form  
of existing share certificates) closes . . . . . 4:10 p.m. on Friday,  
22 December 2023

Parallel trading in the Consolidated Shares  
(in the form of both existing share certificates  
in board lots of 4,000 Consolidated Shares and  
new share certificates in board lots of  
20,000 Consolidated Shares) ends. . . . . 4:10 p.m. on Friday,  
22 December 2023

Latest time to terminate the Underwriting Agreement  
(as amended and supplemented by the Supplemental Agreement)  
and for the Rights Issue to become unconditional . . . . . 5:00 p.m. on Friday,  
22 December 2023

Last time for free exchange of existing share certificates  
for the Existing Shares into new share certificates  
for the Consolidated Shares . . . . . 4:30 p.m. on Thursday,  
28 December 2023

Announcement of results of the Rights Issue . . . . . Tuesday, 2 January 2024

Share certificates for the Rights Shares and  
refund cheques, if the Rights Issue is terminated,  
to be despatched . . . . . Wednesday, 3 January 2024

First day of dealings in the fully-paid Rights Shares . . . . . Thursday, 4 January 2024

Payment of Net Gain to relevant No Action Shareholders and Non-Qualifying Shareholders and net proceeds from the sale of nil-pail Rights Shares to the relevant Non-Qualifying Shareholders (if any) . . . . . Monday, 22 January 2024

All updated time and dates specified in this announcement refer to Hong Kong local time and dates. Dates or deadlines specified in this announcement are indicative only and may be varied by the Company, the Placing Agent and the Underwriter. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

## EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the Share Consolidation; and (iii) immediately after the Share Consolidation and the completion of the Rights Issue in different scenarios, in each case assuming there is no change in the issued share capital of the Company as at the date of this announcement and up to and including the Record Date:

Shareholders	As at the date of this announcement		Immediately after the Share Consolidation		Immediately after the Share Consolidation and upon the completion of the Rights Issue assuming full acceptance by all Shareholders under the Rights Issue		Immediately after the Share Consolidation and upon the completion of the Rights Issue assuming no subscription by the Shareholders (other than those subscriptions pursuant to the Irrevocable Undertakings) and all the Placing Shares are placed to the places under the compensatory arrangements		Immediately after the Share Consolidation and upon the completion of the Rights Issue assuming no subscription by the Shareholders (other than those subscriptions pursuant to the Irrevocable Undertakings) and none of the Placing Shares are placed to the places under the compensatory arrangements	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
<b>Controlling Shareholders</b>										
New Metro <sup>(Notes 1 &amp; 2)</sup>	354,659,000	35.54	70,931,800	35.54	177,329,500	35.54	177,329,500	35.54	340,931,800	68.32
Mr. Chau <sup>(Note 2)</sup>	41,366,000	4.14	8,273,200	4.14	20,683,000	4.14	8,273,200	1.66	8,273,200	1.66
Mr. Hsu <sup>(Note 2)</sup>	110,500,000	11.07	22,100,000	11.07	55,250,000	11.07	22,100,000	4.43	22,100,000	4.43
<b>Other Shareholder</b>										
Ms. Au Suk Han Shirley <sup>(Note 3)</sup>	9,500,000	0.95	1,900,000	0.95	4,750,000	0.95	1,900,000	0.38	1,900,000	0.38
Sub-total	<u>516,025,000</u>	<u>51.71</u>	<u>103,205,000</u>	<u>51.71</u>	<u>258,012,500</u>	<u>51.71</u>	<u>209,602,700</u>	<u>42.00</u>	<u>373,205,000</u>	<u>74.79</u>

Shareholders	As at the date of this announcement		Immediately after the Share Consolidation		Immediately after the Share Consolidation and upon the completion of the Rights Issue assuming full acceptance by all Shareholders under the Rights Issue		Immediately after the Share Consolidation and upon the completion of the Rights Issue assuming no subscription by the Shareholders (other than those subscriptions pursuant to the Irrevocable Undertakings) and all the Placing Shares are placed to the placees under the compensatory arrangements		Immediately after the Share Consolidation and upon the completion of the Rights Issue assuming no subscription by the Shareholders (other than those subscriptions pursuant to the Irrevocable Undertakings) and none of the Placing Shares are placed to the placees under the compensatory arrangements	
	Number of Shares		Number of Shares		Number of Shares		Number of Shares		Number of Shares	
		%		%		%		%		%
<b>Public Shareholders</b>										
Mr. Tsang	49,000,000	4.91	9,800,000	4.91	24,500,000	4.91	24,500,000	4.91	24,500,000	4.91
Mr. Chiu	49,000,000	4.91	9,800,000	4.91	24,500,000	4.91	24,500,000	4.91	24,500,000	4.91
Placees	-	-	-	-	-	-	163,602,300	32.79	-	-
Other Public Shareholders	383,975,000	38.47	76,795,000	38.47	191,987,500	38.47	76,795,000	15.39	76,795,000	15.39
Sub-total	<u>481,975,000</u>	<u>48.29</u>	<u>96,395,000</u>	<u>48.29</u>	<u>240,987,500</u>	<u>48.29</u>	<u>289,397,300</u>	<u>58.00</u>	<u>125,795,000</u>	<u>25.21</u>
<b>Total</b>	<u><u>998,000,000</u></u>	<u><u>100.00</u></u>	<u><u>199,600,000</u></u>	<u><u>100.00</u></u>	<u><u>499,000,000</u></u>	<u><u>100.00</u></u>	<u><u>499,000,000</u></u>	<u><u>100.00</u></u>	<u><u>499,000,000</u></u>	<u><u>100.00</u></u>

*Notes:*

1. New Metro is beneficially wholly owned by Mr. Lam, the chairman of the Board and an executive Director.
2. New Metro, Mr. Lam (the sole ultimate beneficial owner of New Metro), Mr. Chau (a former executive Director) and Mr. Hsu (a former executive Director) entered into the Deed of Acting in Concert Undertaking, 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, and each of them is deemed to be interested in the Shares held by the others.
3. Ms. Au Suk Han Shirley is the spouse of Mr. Yip Chi Man, an executive Director.

## **GENERAL**

The Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders as to whether the terms of the Rights Issue, the Placing Agreement and the Underwriting Agreement (as amended and supplemented by the Supplemental Agreement) are fair and reasonable and in the interest of the Company and the Shareholders as a whole and to advise the Independent Shareholders on how to vote at the EGM.

An independent financial adviser, Proton Capital Limited (a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO), has been appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the terms of the Rights Issue, the Placing Agreement and the Underwriting Agreement (as amended and supplemented by the Supplemental Agreement). The Independent Board Committee will formulate its view, as the case may be, with respect to the terms of the Rights Issue and the Underwriting Agreement (as amended and supplemented by the Supplemental Agreement) after obtaining and considering the advice of the independent financial adviser.

A circular containing, among other matters, further details of (i) the Increase in Authorised Share Capital and the Share Consolidation; (ii) the Placing Agreement; (iii) the Underwriting Agreement (as amended and supplemented by the Supplemental Agreement); (iv) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Rights Issue, the Placing Agreement and the Underwriting Agreement (as amended and supplemented by the Supplemental Agreement); (v) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue, the Placing Agreement and the Underwriting Agreement (as amended and supplemented by the Supplemental Agreement); and (vi) a notice of the EGM, is expected to be despatched on or before 25 October 2023. Upon fulfilment of certain conditions of the Rights Issue, the Prospectus Documents will be despatched to the Qualifying Shareholders on the Prospectus Posting Date. The Overseas Letter and the Prospectus, without the PAL, will be sent to the Non-Qualifying Shareholders (if any) for their information only.

Save as disclosed in this announcement, all other information and contents set out in the Announcement remain unchanged.

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on GEM of the Stock Exchange has been suspended with effect from 9:00 a.m. on Wednesday, 4 October 2023 pending publication of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on Friday, 6 October 2023.

**Shareholders and potential investors of the Company should note the updates to the Rights Issue, particularly the compensatory arrangements that the Placing will be conducted and as such there will be no excess application arrangements in relation to the Rights Issue and no EAFs will be despatched to the Shareholders. Please refer to the updated timetable and trading arrangements set out in this announcement.**

**The Rights Issue is subject to the fulfilment of conditions including, among other things, the Placing Agreement and the Underwriting Agreement (as amended and supplemented by the Supplemental Agreement) becoming unconditional and not being terminated in accordance with its terms and the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. If these conditions are not fulfilled, the Rights Issue will not proceed, in which case a further announcement will be made by the Company at the relevant time.**

**Shareholders should note that the Shares will be dealt in on an ex-rights basis commencing from Tuesday, 21 November 2023 and that dealing in the Shares will take place while the conditions to which the Underwriting Agreement (as amended and supplemented by the Supplemental Agreement) are subject remain unfulfilled.**

**Any Shareholder or other person dealing in the Shares up to the date on which all conditions to which the Rights Issue is subject are fulfilled (which is expected to be on 5:00 p.m. on Friday, 22 December 2023), will accordingly bear the risk that the Rights Issue cannot become unconditional and may not proceed. Any Shareholder or other person contemplating any dealings in the Shares and/or nil-paid Rights Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional advisers.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Latest Time for Termination” 5:00 p.m. on Friday, 22 December 2023 or such later time or date as may be agreed between the Underwriter and the Company, being the latest time to terminate the Underwriting Agreement (as amended and supplemented by the Supplemental Agreement)

“Net Gain” the aggregate of any premiums (being the aggregate amount paid by the placees) after deducting the aggregate amount of the Subscription Price for the Untaken Shares and the NQS Unsold Rights Shares placed by the Placing Agent under the Placing Agreement

“No Action Shareholder(s)”	the Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) under the PAL(s) or their renounees, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed
“NQS Rights Shares”	the Rights Share(s) which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form (if any)
“NQS Unsold Rights Shares”	the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders (if any) in nil-paid form that have not been sold by the Company
“Placing”	the placing of the Untaken Shares and the NQS Unsold Rights Shares on a best effort basis by the Placing Agent to the independent placee(s) during the Placing Period on the terms and conditions set out in the Placing Agreement
“Placing Agent”	Sorrento Securities Limited, a licensed corporation to carry on Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO
“Placing Agreement”	the placing agreement dated 5 October 2023 entered into between the Company and the Placing Agent in relation to the placing of Untaken Shares and the NQS Unsold Rights Shares
“Placing End Date”	5:00 p.m. on Thursday, 21 December 2023 or such other dates as the Company may announce
“Placing Long Stop Date”	5:00 p.m. on Friday, 22 December 2023 or such later date as may be announced by the Company, being the latest date for the fulfilment of conditions of the Placing Agreement and the next Business Day after the Placing End Date
“Placing Period”	the period commencing from the third Business Day after the Latest Time for Acceptance and ending at 5:00 p.m. on the fifth Business Day after the Latest Time for Acceptance
“Placing Share(s)”	the Untaken Share(s) and the NQS Unsold Rights Share(s)

“Prospectus Documents” the Prospectus and the PAL

“Untaken Share(s)” the Rights Shares not taken up by Qualifying Shareholders under PAL(s) during the Rights Issue

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

Hong Kong, 5 October 2023

*As at the date of this announcement, the executive Directors are Mr. Lam Shing Tai, Ms. Li Shuang, Mr. Kao Jung and Mr. Yip Chi Man 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](http://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](http://www.uprintshop.hk).*