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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 Thursday, 21 December 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed with or without amendment as ordinary resolutions or special resolution (as the case may be) of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (i) the authorised share capital of the Company be and is hereby increased from HK\$20,000,000 divided into 2,000,000,000 shares of HK\$0.01 each to HK\$200,000,000 divided into 20,000,000,000 shares of HK\$0.01 each with immediate effect (the “**Increase in Authorised Share Capital**”); and
- (ii) any one of the Directors be and is hereby authorised to do all such acts and things and execute and deliver all such documents, which are ancillary to the Increase in Authorised Share Capital, on behalf of the Company, including under common seal where applicable, as they may consider necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Increase in Authorised Share Capital.”

2. **“THAT** subject to and conditional upon: (i) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective; and (ii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the GEM Listing Rules to effect the Share Consolidation, with effect from the second business day after the day of passing of this resolution, being a day on which the shares of the Company are traded on the Stock Exchange:

- (i) every five (5) existing issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of par value of HK\$0.05 each (the “**Consolidated Share(s)**”) and such Consolidated Share(s) shall rank *pari passu* in all respects with each other

and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the second amended and restated memorandum of association and articles of association (the “**Articles**”) of the Company (the “**Share Consolidation**”) so that following the Share Consolidation, the authorised share capital of the Company will become HK\$200,000,000 divided into 4,000,000,000 Consolidated Shares;

- (ii) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the Shareholders but will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit; and
 - (iii) any one of the Directors be and is hereby authorised to do all such acts and things and execute and deliver all such documents, which are ancillary to the Share Consolidation, on behalf of the Company, including under common seal where applicable, as they may consider necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Share Consolidation.”
3. “**THAT** subject to and conditional upon the passing of the resolutions numbered 1 and 2, and the fulfilment of all the conditions as set out in the paragraph headed “Letter from the Board – Proposed Rights Issue – Conditions of the Rights Issue” in the circular of the Company dated 30 November 2023:
- (i) the issue of 199,600,000 new Consolidated Shares (assuming no further issue and repurchase of the shares of the Company up to the Record Date (as defined below)) (the “**Rights Shares**”) pursuant to an offer by way of rights to the shareholders of the Company (the “**Shareholders**”) at the subscription price of HK\$0.115 per Rights Share (the “**Subscription Price**”) on the basis of three (3) Rights Shares for every two (2) Consolidated Shares held by the Shareholders (the “**Qualifying Shareholders**”) whose names appear on the register of members of the Company on Monday, 8 January 2024, or such other date as may be determined by the Company and New Metro Inc. (“**New Metro**”) for determining entitlements of the Shareholders to participate in the Rights Issue (as defined below) (the “**Record Date**”), save for the Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) to whom the Directors, based on legal opinions to be provided by the legal advisers to the Company, consider it necessary or expedient not to offer the Rights Shares on account either of the legal restrictions under the laws of the relevant place(s) of their registered address(es) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s) (the “**Non-Qualifying Shareholders**”), and on and subject to such terms and conditions as may be determined by the Directors (the “**Rights Issue**”), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

- (ii) the underwriting agreement dated 3 October 2023 (the “**Underwriting Agreement**”) entered into between the Company and New Metro Inc. (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification), in relation to the Rights Issue, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (iii) the supplemental underwriting agreement dated 5 October 2023 (the “**First Supplemental Rights Agreement**”) entered into between the Company and New Metro Inc. (a copy of which has been produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification), in relation to the amendment and supplement to certain terms and conditions of the Underwriting Agreement, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (iv) the supplemental underwriting agreement dated 19 October 2023 (the “**Second Supplemental Rights Agreement**”) entered into between the Company and New Metro Inc. (a copy of which has been produced to the Meeting marked “C” and signed by the chairman of the Meeting for the purpose of identification), in relation to the amendment and supplement to certain terms and conditions of the Underwriting Agreement and the First Supplemental Rights Agreement, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (v) the supplemental underwriting agreement dated 3 November 2023 (the “**Third Supplemental Rights Agreement**”) entered into between the Company and New Metro Inc. (a copy of which has been produced to the Meeting marked “D” and signed by the chairman of the Meeting for the purpose of identification), in relation to the amendment and supplement to certain terms and conditions of the Underwriting Agreement, the First Supplemental Rights Agreement and the Second Supplemental Rights Agreement, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (vi) the supplemental underwriting agreement dated 16 November 2023 (the “**Fourth Supplemental Rights Agreement**”, together with the First Supplemental Rights Agreement, the Second Supplemental Rights Agreement and the Third Supplemental Rights Agreement, the “**Supplemental Rights Agreements**”) entered into between the Company and New Metro Inc. (a copy of which has been produced to the Meeting marked “E” and signed by the chairman of the Meeting for the purpose of identification), in relation to the amendment and supplement to certain terms and conditions of the Underwriting Agreement, the First Supplemental Rights Agreement, the Second Supplemental Rights Agreement and the Third Supplemental Rights Agreement, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (vii) the placing agreement dated 5 October 2023 (the “**Placing Agreement**”) entered into between the Company and Sorrento Securities Limited (a copy of which has been produced to the Meeting marked “F” and signed by the chairman of the Meeting for the purpose of identification), in relation to the placing of the Rights Shares not subscribed by the Qualifying Shareholders and/or the Rights Share(s) which would otherwise has/have been provisionally allotted to the Non-Qualifying Shareholder(s) in nil-paid form that has/have not been sold by the Company at the placing price of not less than the Subscription Price on a best effort basis, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (viii) the supplemental placing agreement dated 19 October 2023 (the “**First Supplemental Placing Agreement**”) entered into between the Company and Sorrento Securities Limited (a copy of which has been produced to the Meeting marked “G” and signed by the chairman of the Meeting for the purpose of identification), in relation to the amendment and supplement to certain terms and conditions of the Placing Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ix) the supplemental placing agreement dated 3 November 2023 (the “**Second Supplemental Placing Agreement**”) entered into between the Company and Sorrento Securities Limited (a copy of which has been produced to the Meeting marked “H” and signed by the chairman of the Meeting for the purpose of identification), in relation to the amendment and supplement to certain terms and conditions of the Placing Agreement and the First Supplemental Placing Agreement, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (x) the supplemental placing agreement dated 16 November 2023 (the “**Third Supplemental Placing Agreement**”, together with the First Supplemental Placing Agreement and the Second Supplemental Placing Agreement, the “**Supplemental Placing Agreements**”) entered into between the Company and Sorrento Securities Limited (a copy of which has been produced to the Meeting marked “I” and signed by the chairman of the Meeting for the purpose of identification), in relation to the amendment and supplement to certain terms and conditions of the Placing Agreement, the First Supplemental Placing Agreement and the Second Supplemental Placing Agreement, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (xi) the board of Directors or a committee thereof be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the Rights Shares may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, any Directors be and is hereby authorised to make such exclusions or other arrangements in relation to any Non-Qualifying Shareholders, and to do all such acts and things or make such arrangements as he/she considers necessary, desirable or expedient having regard any restrictions under the Articles or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong to give effect to any or all other transactions contemplated in this resolution; and

- (xii) any one of the Directors be and are hereby authorised to do all such acts and things and execute and deliver all such documents, which are ancillary to the Rights Issue, the Underwriting Agreement, the Supplemental Rights Agreements, the Placing Agreement and the Supplemental Placing Agreements on behalf of the Company, including under common seal where applicable, as they may consider necessary, desirable or expedient to implement or give effect to any matters in connection with the Rights Issue, the Underwriting Agreement, the Supplemental Rights Agreements, the Placing Agreement and the Supplemental Placing Agreements, and the transactions contemplated thereunder.”

SPECIAL RESOLUTION

4. **“THAT:**

- (i) subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and the satisfaction of any conditions attached to the Whitewash Waiver granted, the waiver pursuant to Note 1 of the Notes on dispensations from Rule 26 of the Code on Takeovers and Mergers (“**Takeovers Code**”) waiving any obligation of New Metro to make a mandatory general offer to the Shareholders in respect of the Shares not already owned or agreed to be acquired by New Metro and parties acting in concert with it which would arise under Rule 26 of the Takeovers Code as a result of the fulfillment of the underwriting obligations by New Metro pursuant to the Underwriting Agreement (“**Whitewash Waiver**”) be and is hereby approved; and

- (b) any one or more Director(s) be and is/are hereby authorised to do all such acts and things, to sign and execute all such further documents or deeds and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with any matters relating to the Whitewash Waiver and the transactions contemplated thereunder.”

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

Hong Kong, 30 November 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, 15 December 2023 to Thursday, 21 December 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 4:30 p.m. on Thursday, 14 December 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.uprintshop.hk and the website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting. The EGM will be held as scheduled when an Amber or Red or 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.
8. In the event of any inconsistency, the English language text of this notice shall prevail over the Chinese language text.
9. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the 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 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.