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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 D, 8/F, Southeast Industrial Building, No. 611-619 Castle Peak Road, Tsuen Wan, New Territories, Hong Kong on Tuesday, 16 September 2025 at 11:00 a.m. (Hong Kong time) (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 2025;

2. to re-elect Mr. Wong Chun Kwok as an independent non-executive Director;

3. to re-elect Mr. Ho Kar Ming as an independent non-executive Director;

4. to re-elect Ms. So Shuk Wan as an independent non-executive Director;

5. to authorise the board of Directors (the "**Board**") to fix the Directors' remuneration;

6. to re-appoint BDO Limited as auditor of the Company and authorise the Board to fix the auditor's remuneration;

7. "**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 (the "**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 additional shares (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the GEM Listing Rules) (if any) out of treasury) 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 (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the GEM Listing Rules) (if any) out of treasury) (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 (excluding treasury shares, if any) 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)."

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations.

8. "**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 (excluding treasury shares, if any) 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."

9. "**THAT**:

conditional upon resolutions no. 7 and no. 8 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 (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the GEM Listing Rules) (if any) out of treasury) pursuant to the resolution set out in resolution no. 7 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. 8 above, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company (excluding treasury shares, if any) as at the date of the passing of this resolution."

SPECIAL RESOLUTION

10. To consider and, if thought fit, passing with or without amendments, the following resolution as special resolution:

"**THAT, AS A SPECIAL RESOLUTION**:

(a) the existing second amended and restated memorandum and articles of association of the Company currently in force be amended in the manner as set out in the circular; and

(b) the third 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) (the "**Third Amended and Restated Memorandum and Articles of Association**") be and are hereby approved and adopted as the new memorandum of association and articles of association of the Company in substitution for and to the exclusion of the existing second amended and restated memorandum of association and articles of association of the Company immediately after the close of the AGM and that any one Director or officer, or the registered office provider, of the Company be and is hereby authorised to do all things necessary to implement the adoption of the Third 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, 22 August 2025

Head office and principal place of business in Hong Kong:
Unit D, 8/F
Southeast Industrial Building
No. 611-619 Castle Peak Road
Tsuen Wan, New Territories
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 purely 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 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 11:00 a.m., Hong Kong time, on Sunday, 14 September 2025) or any adjournment thereof.

4. An explanatory statement containing further details regarding resolution no. 8 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, 11 September 2025 to Tuesday, 16 September 2025 (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 in Hong Kong no later than 4:30 p.m. on Wednesday, 10 September 2025 in order for the holders of the shares to qualify to attend and vote at the AGM or any adjournment thereof. All holders of shares of the Company whose names appear on the register of members of the Company on Tuesday, 16 September 2025 will be entitled to attend, speak and vote at the annual general meeting.

As at the date of this notice, the executive Directors are Mr. Lam Shing Tai, Ms. Li Shuang, Mr. Kao Jung, Mr. Yip Chi Man and Mr. Li Zhenwu and the independent non-executive Directors are Mr. Wong Chun Kwok, Mr. Ho Kar Ming and Ms. So Shuk Wan.