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Prosperous Printing Company Limited
萬里印刷有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 8385)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Prosperous Printing Company Limited (the "**Company**") will be held at Unit 1203, 12/F, Man Shing Industrial Building, 307–311 Castle Peak Road, Kwai Chung, New Territories, Hong Kong on 30 June 2026 at 11 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business to consider and, if thought fit, to pass with or without amendments, the following ordinary resolutions:

1. To receive and adopt the audited consolidated financial statements, the reports of the directors of the Company (the "**Directors**") and the independent auditor's report of the Company for the year ended 31 December 2025;

2. (a) (i) To re-elect Mr. Ye Baiming as an executive director;

   (ii) To re-elect Mr. Lai Chi Yin Samuel as an executive director;

   (iii) To re-elect Mr. Lam John Cheung Wah as a non-executive director;

   (iv) To re-elect Mr. Siu Chi Yiu Kenny as an independent non-executive director;

   (v) To re-elect Ms. Chan Ming Kwan as an independent non-executive director;

   (b) To authorise the board of directors of the Company (the "**Board**") to fix the remuneration of the Directors;

3. To re-appoint Target CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration;

4. "**THAT**:

(a) subject to paragraph (c) of this resolution, and pursuant to the Rules (the "**GEM Listing Rules**") Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and otherwise deal with additional shares of (the "**Shares**") in the share capital of the Company (including any sale or transfer of Treasury Shares out of treasury) or securities convertible into Shares or options, warrants, or similar right to subscribe for Shares or such convertible securities into the Shares, and to make or grant offers, agreements and options which might require the exercise of such power;

(b) the mandate in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers (including but not limited to the power to allot, issue and otherwise deal with additional Shares in the share capital of the Company) after the end of the Relevant Period; and

(c) the aggregate number of Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to the mandate in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the issued exercise of any options which may be granted under any share option scheme adopted by the Company or similar arrangement for the grant or issue of Shares or rights to subscribe for Shares; (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the "**Articles**"); or (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities convertible into Shares, shall not exceed 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing this resolution (excluding any Treasury Shares); and

(d) 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 or any applicable laws; or

(iii) the time when the mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

"**Rights Issue**" means an offer of Shares or offer or issue of options, warrants or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical problems, restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

5. "**THAT**:

(a) subject to paragraph (b) of this resolution, a general mandate be and is hereby generally and unconditionally given to the Directors authorising them during the Relevant Period (as defined in paragraph (d) of resolution no. 4 in this notice) to repurchase on GEM or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or any other stock exchange on which the securities of the Company may be listed; and

(b) such number of Shares to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company (excluding any Treasury Shares) as at the date of passing this resolution."

6. "**THAT**:

conditional upon resolutions no. 4 and 5 in this notice being passed, the unconditional general mandate granted to the Directors pursuant to resolution no. 4 in this notice be and is hereby extended by the addition to the aggregate nominal value of the issued share capital of the Company which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the unconditional general mandate referred to in resolution no. 5 in this notice, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company (excluding any Treasury Shares) as at the date of passing the resolution no. 5."

By order of the Board
Prosperous Printing Company Limited
Mr. Lam Sam Ming
Chairman and Executive Director

Hong Kong, 5 June 2026

Notes:

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of a form of proxy will not preclude a member of the Company from attending the AGM and voting in person should he/she so wish. In such event, his/her form of proxy will be deemed to be revoked.

2. A form of proxy for the AGM is enclosed with the circular of the Company dated 5 June 2026 (the "**Circular**") and published on the GEM website at www.hkgem.com and the Company's website at http://www.prosperous-printing-group.com.hk. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Company's share registrar and transfer office, 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 AGM or any adjournment thereof.

3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 26 June 2026 to 30 June 2026, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company will ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 25 June 2026.

5. In relation to resolution no. 2, Mr. Ye Baiming, Mr. Lai Chi Yin Samuel, Mr. Lam John Cheung Wah, Mr. Siu Chi Yiu Kenny and Ms. Chan Ming Kwan will retire from office as Directors at the AGM in accordance with the Articles and, being eligible, will offer themselves for re-election. Profiles of these Directors are set out in Appendix II to the Circular.

6. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution no. 5 in this notice is set out in Appendix I to the Circular.

7. If typhoon signal no. 8 or above, or a "**black**" rainstorm warning is hoisted or remains hoisted at 8:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the GEM website at www.hkgem.com and the Company's website at http://www.prosperous-printing-group.com.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

8. All resolutions at the AGM will be taken by poll (except where the Chairman of the AGM decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the GEM website at www.hkgem.com and the Company's website at http://www.prosperous-printing-group.com.hk in accordance with the GEM Listing Rules.

As at the date of this notice, the executive Directors are Mr. Lam Sam Ming, Ms. Chan Sau Po, Ms. Xu Yuling, Mr. Ye Baiming and Mr. Lai Chi Yin Samuel; the non-executive Director is Mr. Lam John Cheung-wah; and the independent non-executive Directors are Ms. Cheung Yin, Mr. Wong Hei Chiu, Mr. Leung Vincent Gar-Gene, Mr. Siu Chi Yiu Kenny and Ms. Chan Ming Kwan.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. 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 document misleading.

This notice will remain on the GEM website (www.hkgem.com) on the "Latest Company Announcements" page for at least seven days from the day of its posting. This notice will also be published on the Company's website at www.prosperous-printing-group.com.hk.