THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Prosperous Printing Company Limited**, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

(1) PROPOSED GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meaning as those defined in the section headed "Definitions" of this circular.

A notice convening the AGM of the Company to 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. is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 adjourned meeting. Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person should you so wish. In such event, your form of proxy will be deemed to be revoked.

This circular will remain on the "Latest Listed Company Information" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and the Company's website at http://www.prosperous-printing-group.com.hk.

5 June 2026

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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Notice of Annual General Meeting AGM-1

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

"AGM"	the annual general meeting of the Company to 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.
"AGM Notice"	the notice convening the AGM as set out on pages AGM-1 to AGM-5 of this circular
"Articles"	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System, a securities settlement system established and operated by the HKSCC
"Chairman"	chairman of the AGM
"Company"	Prosperous Printing Company Limited 萬里印刷有限公司
"Director"	the director(s) of the Company
"First Tech"	First Tech Inc., a company wholly owned by Mr. Lam Sam Ming (chairman of the Company)
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"HKSCC"	the Hong Kong Securities Clearing Company Limited
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all power of the Company to allot, issue and otherwise deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) of up to 20% of the aggregate nominal value of the issued share capital of the Company (excluding any Treasury Shares) as at the date of passing the ordinary resolution in relation thereof

"Latest Practicable Date"	2 June 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Mr. Lam"	Mr. Lam Sam Ming, chairman of the Company
"PRC"	the People's Republic of China, which for the purpose of this Circular, excludes Hong Kong, the Macao Special Administrative Region and Taiwan
"Repurchase Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares up to 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 ordinary resolution in relation thereof
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
"Share(s)"	ordinary share(s) in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Hong Kong Codes on Takeovers and Mergers
"Treasury Shares"	treasury shares of the Company and has the meaning ascribed to it under the Listing Rules
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	percent

In this circular, unless the context otherwise requires, the terms "associate", "connected person", "controlling shareholder", "core connected person", "subsidiary" and "substantial shareholder" shall have the meanings given to such terms in the GEM Listing Rules.

Prosperous Printing Company Limited
萬里印刷有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 8385)

Executive Directors:
Mr. Lam Sam Ming *(Chairman)*
Ms. Chan Sau Po
Ms. Xu Yuling
Mr. Ye Baiming
Mr. Lai Chi Yin Samuel

Non-executive Director:
Mr. Lam John Cheung Wah

Independent Non-executive Directors:
Ms. Cheung Yin
Mr. Wong Hei Chiu
Mr. Leung Vincent Gar-Gene
Mr. Siu Chi Yiu Kenny
Ms. Chan Ming Kwan

Registered Office and Principal Place of Business in Hong Kong:
Unit 1203, 12/F
Man Shing Industrial Building
307–311 Castle Peak Road
Kwai Chung, New Territories
Hong Kong

5 June 2026

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE; (2) RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with the following information: (i) details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate together with an explanatory statement on the Repurchase Mandate; (ii) the re-election of Directors; and (iii) the AGM Notice.

2. PROPOSED ISSUE MANDATE

The Company's existing mandate to issue Shares was approved by its then Shareholders on 8 May 2025, which will lapse at the conclusion of the AGM unless otherwise renewed.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) of up to 20% of the aggregate nominal value of the issued share capital of the Company (excluding any Treasury Shares) as at the date of the AGM.

Details of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 4 of the AGM Notice.

The Issue Mandate will remain in effect 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 to be held; or (iii) the time when the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting (the "**Relevant Period**").

As at the Latest Practicable Date, the issued share capital of the Company comprised 104,388,000 Shares. Subject to the passing of the proposed resolution to grant the Issue Mandate and on the basis that no further Shares are allotted, issued or repurchased prior to the date of the AGM, and the Company does not have any Treasury Shares on the date of AGM, the Directors would be allowed to allot, issue and deal with a maximum of 20,877,600 Shares pursuant to the Issue Mandate.

3. PROPOSED REPURCHASE MANDATE

The Company's existing mandate to repurchase Shares was approved by its then Shareholders on 8 May 2025, which will lapse at the conclusion of the AGM unless otherwise renewed.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the aggregate nominal value of the issued share capital of the Company as at the date of the AGM. The Repurchase Mandate would allow the Company to repurchase the Shares during the Relevant Period.

Details of the Repurchase Mandate are set out in the ordinary resolution as referred to in resolution no. 5 of the AGM Notice.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide you with the requisite information on whether to approve the grant of the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 104,388,000 Shares. Subject to the passing of the proposed resolution to grant the Repurchase Mandate and on the basis that no further Shares are allotted, issued or repurchased prior to the date of the AGM, and the Company does not have any Treasury Shares on the date of AGM, the Directors would be allowed to repurchase a maximum of 10,438,800 Shares pursuant to the Repurchase Mandate.

4. EXTENSION OF ISSUE MANDATE

In addition, conditional upon the Issue Mandate and the Repurchase Mandate being granted, a separate ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the number of the Shares which may be allotted, issued or otherwise dealt with by the Directors pursuant to the Issue Mandate of an amount representing the number of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

Details of the extension of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 6 of the AGM Notice.

5. RE-ELECTION OF DIRECTORS

In accordance with the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation but shall be eligible for re-election. Where the number of Directors is not three or a number divisible by three, the number of Directors to retire will be the number which is nearest to but not less than one-third of the total number of Directors. Further, in accordance with the Articles, the Board may appoint any person as an additional Director or to fill a casual vacancy, provided that any person so appointed shall hold office only until the conclusion of the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election. Accordingly, each of Mr. Ye Baiming, Mr. Lai Chi Yin Samuel ("**Mr. Lai**"), Mr. Lam John Cheung Wah, Ms. Chan Ming Kwan ("**Ms. Chan**") and Mr. Siu Chi Yiu Kenny ("**Mr. Siu**") ("**Retiring Directors**") will retire from office and, being eligible, offer themselves for re-election at the AGM. Mr. Leung Vincent Gar-Gene ("**Mr. Leung**") has notified the Company on 5 June 2026 that he shall also retire as an independent non-executive Director at the conclusion of the AGM and will not seek for re-election as he would like to focus on his other business commitments. Mr. Leung has confirmed that he has no disagreement with the Board and there is no other matter that needs to be brought to the attention of the Shareholders relating to his decision to retire at the conclusion of the AGM.

Profiles of the Retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

The Nomination Committee is committed to ensuring the Board has a balance of skills. Experience and diversity of perspectives appropriate to the requirements of the Company's business and shall identify, consider and nominate suitable candidates to the Board for it to consider and make recommendations to Shareholders for election or re-election as the directors at general meetings or appoint as Directors to fill casual vacancies or as an addition to the Board.

In considering the re-appointment of Retiring Directors, the Nomination Committee of the Company (the "**Nomination Committee**") has reviewed the Retiring Directors' contributions to the Company, the diversity aspects including but not limited to gender, age, cultural, educational background, professional experience and skills, as well as selection criteria and evaluation procedures in nominating candidates to be re-appointed as Directors as set out in the Nomination Policy and Board Diversity Policy adopted by the Nomination Committee. The Nomination Committee has also taken into account the expertise and experience of the Retiring Directors respectively and considered that all of them possess the wealth of skills and experience that are beneficial to the Board in providing a diversity of perspectives appropriate to the business of the Company and would enhance the Board's diversity and performance. The Nomination Committee has also reviewed the attendance rates of the Retiring Directors (other than Mr. Lai and Mr. Siu who have only recently been appointed in February 2026 and Ms. Chan who has only recently been appointed in June 2026) at meetings of the Board, Board Committees and the annual general meeting held during the year 2025 and was satisfied with their sufficiency of time spent and attention to the affairs of the Company. The Nomination Committee considered that the Retiring Directors have a strong commitment to the Company and positively contributed to the Board through their participation in the affairs of the Company and the Board's discussions and decisions.

The Board, having considered the recommendation of the Nomination Committee, is of the view that the re-election of the Retiring Directors is in the best interests of the Company and the Shareholders as a whole and taking into account the respective past and potential contributions of the Retiring Directors to the Board, recommended all of them to stand for re-election as Directors at the 2026 AGM.

6. AGM AND ARRANGEMENT OF PROXY

A notice convening the AGM to 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. is set out on pages AGM-1 to AGM-5 of this circular. Shareholders will be able to participate in the AGM by (1) appointing the Chairman of the AGM or another person as proxy to attend and vote at the AGM on their behalf; or (2) attending and voting physically at the AGM in person.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to 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 adjourned meeting. Completion and return of the proxy form will not preclude you from attending the AGM and voting in person should you so wish. In such event, your form of proxy will be deemed to be revoked.

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 www.prosperous-printing-group.com.hk in accordance with the GEM Listing Rules.

7. CLOSURE OF REGISTER OF MEMBERS

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.

8. RECOMMENDATION

The Directors believe that the proposed resolutions as set out in the AGM Notice, including, among other things, the proposed grant of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of Directors would be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

9. RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

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

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 of the GEM Listing Rules, to provide you with the requisite information on whether to approve the grant of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 104,388,000 Shares. The Company did not have any Treasury Shares. Subject to the passing of the proposed resolution to grant the Repurchase Mandate and on the basis that no further Shares are allotted, issued or repurchased prior to the date of the AGM, the Directors would be allowed to repurchase a maximum of 10,438,800 Shares pursuant to the Repurchase Mandate (excluding any Treasury Shares).

2. REASON FOR REPURCHASES

The Directors believe that it would be in the best interests of the Company and the Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares pursuant to the Repurchase Mandate will be financed from the Company's internal resources.

Any repurchase by the Company must be funded out of funds legally available for the purpose in accordance with the Articles, the applicable laws and the GEM Listing Rules. Our Company may not repurchase the Shares for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Subject to compliance with the Listing Rules, the Articles of Association and the applicable laws of Hong Kong, the Company may cancel any Shares it repurchased and/or hold them as Treasury Shares following settlement of the repurchases, subject to, amongst others, market conditions and the Company's capital management needs at the relevant time of the repurchases.

The Company may hold Shares repurchased by the Company as Treasury Shares which remain deposited with CCASS either (i) pending withdrawal from CCASS and registration in the name of the Company or (ii) re-deposited into CCASS and pending resale on the Stock Exchange. For any Shares repurchased by the Company as Treasury Shares which remain deposited with or have been re-deposited into CCASS pending resale on the Stock Exchange, subject to the Directors' approval. The Company will adopt appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant registered in the Company's own name as Treasury

Shares. Such measures may include, for example, an approval from the directors that (1) the Company shall not and shall procure its broker not to, give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS, and (2) in the case of dividends or distributions (if any), the Company shall withdraw the Treasury Shares from CCASS, and either re-register them in the Company's own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions (as applicable).

4. MATERIAL ADVERSE IMPACT

Taking into account the financial position of the Company as at 31 December 2025, the Directors have considered that it might have material adverse impact on the working capital or the gearing position of the Company in the event that the Repurchase Mandate were to be carried out in full during the Relevant Period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, to the best of the knowledge of the Directors and after having made all reasonable enquiries, none of the Directors or their associates have any present intention to sell any Shares to the Company under the Repurchase Mandate if it is granted by the Shareholders and is exercised.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is granted to the Directors.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable law and regulations from time to time in force.

7. CONSEQUENCES UNDER THE TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) depending on the level of increase of our Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase.

Under the SFO, Mr. Lam Sam Ming ("**Mr. Lam**", the chairman of the Company) is deemed to be interested in 48,000,000 Shares held by First Tech by reason of his 100% interest in its issued share capital, representing approximately 45.98% of the issued share capital of the Company as at the Latest Practicable Date.

In the event that the Directors should exercise in full the Repurchase Mandate, the interests of Mr. Lam, First Tech and their respective parties acting in concert (as defined in the Takeovers Code) in the Company would be increased to approximately 51.09% of the issued share capital of the Company, and such increase would give rise to an obligation to make a mandatory general offer under the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any repurchase of Shares pursuant to the Repurchase Mandate. At present, so far as is known to the Directors, save as disclosed above, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase the Shares pursuant to the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue.

8. SHARE PRICES

The highest and lowest prices of the Shares traded on the Stock Exchange in each of the previous twelve months and up to the Latest Practicable Date were as follows:

Month	Trading price per Share	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2025		
April	0.096	0.078
May	0.094	0.089
June	0.088	0.084
July	0.091	0.082
August	0.089	0.082
September	0.09	0.079
October	0.35	0.076
November	0.32	0.204
December	0.31	0.191
2026		
January	0.203	0.141
February	0.148	0.134
March	0.155	0.092
April	0.113	0.099
May	0.105	0.098
June (Up to Latest Practicable Date)	0.102	0.096

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on GEM or otherwise) in the 6 months preceding the Latest Practicable Date.

10. GENERAL

Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

Profiles of the Directors who will retire from office and, being eligible, offer themselves for re-election at the AGM are set out below.

EXECUTIVE DIRECTOR

Mr. Ye Baiming (葉百明) ("Mr. Ye"), aged 63, was appointed as our executive Director on 5 September 2025.

Mr. Ye graduated from Guangdong Shipping School (廣東省航運學校). He served as manager of the trade department of Shenzhen Zhenhua Group (深圳振華集團) from July 1984 to December 1997 and as general manager of Shenzhen Zhenhua Building (深圳振華大廈酒店) from January 1998 to December 2003. Mr. Ye was the chairman of Shenzhen Baiming Real Estate Investment Co., Ltd. (深圳市百明置業投資有限公司) from 2004 to 2022. Mr. Ye has been the general manager of Shenzhen Sanfang High-tech Intelligent Technology Co., Ltd. (深圳市三方高科智能科技有限公司) since February 2023.

Mr. Ye has entered into a service agreement with the Company with effect from 5 September 2025 for a term of three years, subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the service agreement, Mr. Ye is entitled to receive a remuneration of HK$40,000 per month in the capacity as executive Director.

Save as disclosed above, to the best knowledge of the Directors, Mr. Ye (i) has not held any other positions in the Company or other members of the Group; (ii) has no relationship with any other Directors, senior management, controlling shareholder or substantial shareholder of the Company; (iii) has not held any directorship in other public companies which are listed in Hong Kong or overseas in the last three years; and (iv) does not have interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best knowledge of the Directors, there was no other information in respect of Mr. Ye that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules as of the Latest Practicable Date, and after having made all reasonable enquiries, there was no other matter with respect to Mr. Ye that needs to be brought to the attention of the Shareholders.

Mr. Lai Chi Yin Samuel (黎子彥) ("Mr. Lai"), aged 62, was appointed as our executive Director on 5 February 2026.

Mr. Lai obtained a Master's Degree of Business Administration and Higher Diploma of Business Administration from the University of Wales.

Mr. Lai was an executive director of China Health Technology Group Holding Company Limited (then known as China Bozza Development Holdings Limited), a company listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (Stock Code: 1069), from 13 September 2021 to 21 November 2023. Save as disclosed above, Mr. Lai has not held any current or past directorships in any publicly listed companies whether in Hong Kong or overseas during the three years preceding the Latest Practicable Date.

Mr. Lai has entered into a service agreement with the Company with effect from 5 February 2026 for a term of three years, subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the service agreement, Mr. Lai is entitled to receive emolument of HKD360,000 per annum in addition to any discretionary bonus and/or other benefits in the capacity as executive Director.

Save as disclosed above, to the best knowledge of the Directors, Mr. Lai (i) has not held any other positions in the Company or other members of the Group; (ii) has no relationship with any other Directors, senior management, controlling shareholder or substantial shareholder of the Company; (iii) has not held any directorship in other public companies which are listed in Hong Kong or overseas in the last three years; and (iv) does not have interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best knowledge of the Directors, there was no other information in respect of Mr. Lai that is required to be disclosed pursuant to Rule 17.50 (2) of the GEM Listing Rules as of the Latest Practicable Date, and after having made all reasonable enquiries, there was no other matter with respect to Mr. Lai that needs to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Mr. Lam John Cheung Wah (藍章華) ("Mr. Lam"), aged 70, was appointed as our non-executive Director on 18 September 2025.

Mr. Lam has substantial experience in the banking industry. From 1991 to 2005, he held various senior positions at Hongkong Bank of Canada (currently known as HSBC Bank Canada), HSBC California and Hang Seng Bank Limited. He subsequently worked at Dah Sing Bank, Limited from September 2005 to February 2012 with his last position as an executive director, head of retail banking. After that, Mr. Lam acted as the vice chairman and an executive director of Nan Fung Property Holdings Limited in China Property Division between February 2013 and December 2021, and he has served as their consultant since January 2022.

Mr. Lam graduated from Ryerson Polytechnical Institute (currently known as Toronto Metropolitan University) in Toronto, Canada in June 1988 where he received his bachelor of business management degree. He is a fellow of The Institute of Canadian Bankers and a fellow of the Royal Institution of Chartered Surveyors. He was a member of the Chinese People's Political Consultative Conference Guangzhou Committee.

Mr. Lam is an independent non-executive director of Blue River Holdings Limited, a company listed on the Stock Exchange (Stock Code: 498), Oshidori International Holdings Limited, a company listed on the Stock Exchange (Stock Code: 622), Wing Lee Property Investments Limited, a company listed on the Stock Exchange (Stock Code: 864), and Envision Greenwise Holdings Limited, a company listed on the Stock Exchange (Stock Code: 1783). He is also a non-executive director of Lincoln Minerals Limited, a company listed on the Australian Stock Exchange (ASX: LML). He was an independent non-executive director of C&D Newin Paper & Pulp Corporation Limited, a company listed on the Stock Exchange (Stock Code: 731), from May 2022 to October 2024, and a non-executive director of USPACE Technology Group Limited (then known as Hong Kong Aerospace Technology Group Limited), a company listed on the Stock Exchange (Stock Code: 1725), from October 2021 to July 2022. Save as disclosed above, Mr. Lam has not held any current or past directorships in any publicly listed companies whether in Hong Kong or overseas during the three years preceding the Latest Practicable Date.

Mr. Lam has entered into a service agreement with the Company with effect from 18 September 2025 for a term of three years, subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the service agreement, Mr. Lam is entitled to receive a remuneration of HK$20,000 per month in the capacity as non-executive Director.

Save as disclosed above, to the best knowledge of the Directors, Mr. Lam (i) has not held any other positions in the Company or other members of the Group; (ii) has no relationship with any other Directors, senior management, controlling shareholder or substantial shareholder of the Company; (iii) has not held any directorship in other public companies which are listed in Hong Kong or overseas in the last three years; and (iv) does not have interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best knowledge of the Directors, there was no other information in respect of Mr. Lam that is required to be disclosed pursuant to Rule 17.50 (2) of the GEM Listing Rules as of the Latest Practicable Date, and after having made all reasonable enquiries, there was no other matter with respect to Mr. Lam that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Siu Chi Yiu Kenny (邵志堯) ("Mr. Siu"), aged 59, was appointed as our independent non-executive Director on 5 February 2026.

Mr. Siu has over 27 years of experience in sales and marketing, project management and consultancy in the property industry. He has the experience of employment with a number of major property developers, including Shui On Properties Limited (from 1993 to 1994), Harbour Ring Property Development Limited (now known as China Oceanwide Property Sino Limited) (from 1994 to 1997), SIIC Investment Company Limited (from 1997 to 2009) and Hsin Chong Construction Group (from 2014 to 2016). In 2009, Mr. Siu established Kenny Siu Surveyors & Co., being a local real estate surveying firm in Hong Kong, in which he is now working as a director and consultant specialising in project finance and development study. Mr. Siu has also been appointed as a visiting professor of Jiangxi University of Finance and Economics* (江西財經大學) since March 2016. He has been an independent non-executive director of Unitas Holdings Limited, a company listed on the Stock Exchange (Stock Code: 8020), since 22 December 2017.

Mr. Siu obtained a Professional Diploma in Building Surveying from The Hong Kong Polytechnic University in 1990 and a Master of Business Administration degree from the University of South Australia in 2009. He was admitted as a chartered member of the Chartered Institute of Housing in September 2014 and a professional member of the Royal Institution of Chartered Surveyors in October 2014.

Mr. Siu has entered into a service agreement with the Company with effect from 5 February 2026 for a term of three years, subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the service agreement, Mr. Siu is entitled to receive an emolument of HKD120,000 per annum in addition to any discretionary bonus and/or other benefits in the capacity as independent non-executive Director.

Save as disclosed above, to the best knowledge of the Directors, Mr. Siu (i) has not held any other positions in the Company or other members of the Group; (ii) has no relationship with any other Directors, senior management, controlling shareholder or substantial shareholder of the Company; (iii) has not held any directorship in other public companies which are listed in Hong Kong or overseas in the last three years; and (iv) does not have interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best knowledge of the Directors, there was no other information in respect of Mr. Siu that is required to be disclosed pursuant to Rule 17.50 (2) of the GEM Listing Rules as of the Latest Practicable Date, and after having made all reasonable enquiries, there was no other matter with respect to Mr. Siu that needs to be brought to the attention of the Shareholders.

Ms. Chan Ming Kwan (陳明珺) ("Ms. Chan"), aged 47, was appointed as our independent non-executive Director on 5 June 2026.

Ms. Chan has over 17 years of experience in accounting and corporate secretarial related matters. She has been a director of FESTIVAL CONCEPTS CORPORATE SERVICES LIMITED (名睿企業服務有限公司), a licensed Trust or Company Service Provider (TCSP), since May 2016. She served as an account manager at SHANGHAI HUAXIN GROUP (HONGKONG) LIMITED (上海華信集團(香港)有限公司) (then known as HONGKONG HUAXIN PETROLEUM LIMITED (香港華信石油有限公司)) from June 2013 to January 2014. She also served as the senior accounting officer of TAYLOR HOME & FASHIONS LIMITED (泰來家紡有限公司) (then known as TAYLOR HOME FASHIONS LIMITED (泰來家紡有限公司)) from June 2004 to February 2011.

Ms. Chan has entered into a service agreement with the Company with effect from 5 June 2026 for a term of three years, subject to rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Pursuant to the service agreement, Ms. Chan is entitled to receive an emolument of HKD120,000 per annum in addition to any discretionary bonus and/or other benefits in the capacity as independent non-executive Director.

Save as disclosed above, to the best knowledge of the Directors, Ms. Chan (i) has not held any other positions in the Company or other members of the Group; (ii) has no relationship with any other Directors, senior management, controlling shareholder or substantial shareholder of the Company; (iii) has not held any directorship in other public companies which are listed in Hong Kong or overseas in the last three years; and (iv) does not have interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best knowledge of the Directors, there was no other information in respect of Ms. Chan that is required to be disclosed pursuant to Rule 17.50 (2) of the GEM Listing Rules as of the Latest Practicable Date, and after having made all reasonable enquiries, there was no other matter with respect to Ms. Chan that needs to be brought to the attention of the Shareholders.

SUPPLEMENTARY INFORMATION RELATING TO THE INDEPENDENT NON-EXECUTIVE DIRECTOR TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Recommendation to the Board for the proposed re-election of Mr. Siu and Ms. Chan as an independent non-executive Director ("**INED**") was made by the Nomination Committee, after reviewing their suitability based on the assessment criteria as set out in the Terms of Reference of Nomination Committee adopted by the Company and the independence criteria as set out in Rule 5.09 of the GEM Listing Rules. It is considered that their professional backgrounds, experiences, knowledge and skills can bring valuable insights and perspectives to the Company. The Board is of the view that Mr. Siu and Ms. Chan should be able to discharge their responsibilities as INEDs of the Company and contribute and devote sufficient time to the Board.

Thus, the Board, having taken into account of Mr. Siu's and Ms. Chan's individual attributes in enhancing the Board's diversity, accepted the recommendation from the Nomination Committee for the proposed re-election of Mr. Siu and Ms. Chan as INEDs of the Company at the Annual General Meeting.

GENERAL

Save as disclosed above, to the best knowledge of the Directors, each of the above Directors (i) has not held any other positions in the Company or other members of the Group; (ii) has no relationship with any other Directors, senior management, controlling shareholder or substantial shareholder of the Company; (iii) has not held any directorship in other public companies which are listed in Hong Kong or overseas in the last three years; and (iv) does not have interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best knowledge of the Directors, there was no other information in respect of each of the above Directors that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules as of the Latest Practicable Date, and after having made all reasonable enquiries, there was no other matter with respect to each of the above Directors that needs to be brought to the attention of the Shareholders.

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.