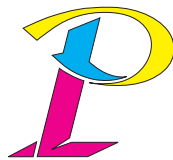

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a stockbroker 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 accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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



Prosperous Printing Company Limited

萬里印刷有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 8385)

**REQUISITIONED EXTRAORDINARY GENERAL MEETING
FOR THE PROPOSED REMOVAL OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A notice convening the EGM to be held at Room A, 7/F, Pat Tat Industrial Building, 1 Pat Tat Street, San Po Kong, Kowloon, Hong Kong on Wednesday, 28 October 2026 at 11:00 a.m. is set out on pages 10 to 12 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed on it and return it to the Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the EGM or any adjournment of it. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment of it should you so wish, and in that event the form of proxy will be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the website of the Exchange at www.hkexnews.hk for at least seven days from the date of its posting and will be published on the website of the Company at www.prosperous-printing-group.com.hk.

2 October 2026

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
Expected Timetable	3
Letter from the Board	4
Notice of Extraordinary General Meeting	10

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 29 September 2026 in relation to the receipt of the Requisition
“Articles”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Prosperous Printing Company Limited (萬里印刷有限公司), a company incorporated in Hong Kong with limited liability, the Shares of which are listed on GEM (stock code: 8385)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room A, 7/F, Pat Tat Industrial Building, 1 Pat Tat Street, San Po Kong, Kowloon, Hong Kong on Wednesday, 28 October 2026 at 11:00 a.m., or any adjournment of it, to consider and, if thought fit, pass the Proposed Resolutions
“EGM Notice”	the notice convening the EGM set out on pages 10 to 12 of this circular
“Exchange”	The Stock Exchange of Hong Kong Limited
“GEM”	GEM operated by the Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“HKSCC Nominees”	HKSCC Nominees Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	29 September 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in it
“Proposed Resolutions”	the five ordinary resolutions to remove Directors set out in the Requisition, as set out in the EGM Notice, and “Proposed Resolution” means any one of them
“Requisition”	the written requisition dated 24 September 2026 made by HKSCC Nominees on the instruction of the Requisitionist and received by the Company at its registered office on 29 September 2026
“Requisitionist”	Infinity Credits Co., Limited
“Share(s)”	ordinary share(s) in the share capital of the Company
“Share Registrar”	Tricor Investor Services Limited, the share registrar and transfer office of the Company, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Shareholder(s)”	holder(s) of the Share(s)
“%”	per cent.

EXPECTED TIMETABLE

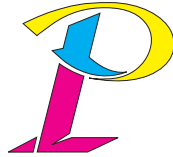
The expected timetable for the EGM is set out below:

Event	Date and time
Despatch of this circular, the EGM Notice and the form of proxy	Friday, 2 October 2026
Latest time for lodging transfer documents of Shares to qualify for attending and voting at the EGM	4:30 p.m. on Thursday, 22 October 2026
Closure of the register of members of the Company (both days inclusive).....	Friday, 23 October 2026 to Wednesday, 28 October 2026
Record date for attending and voting at the EGM.....	Wednesday, 28 October 2026
Latest time for lodging forms of proxy for the EGM	11:00 a.m. on Monday, 26 October 2026
Date and time of the EGM	11:00 a.m. on Wednesday, 28 October 2026
Announcement of the poll results of the EGM	Wednesday, 28 October 2026 or by 8:30 a.m. on Thursday, 29 October 2026

Notes:

1. All times and dates in this circular refer to Hong Kong local times and dates.
2. Any change to the expected timetable will be announced by the Company as and when appropriate.

LETTER FROM THE BOARD



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

Mr. Tsoi Wai Kuen

Non-executive Director:

Mr. Lam John Cheung-wah

Independent non-executive Directors:

Ms. Cheung Yin

Mr. Wong Hei Chiu

Mr. Siu Chi Yiu Kenny

Ms. Chan Ming Kwan

Mr. Yeung Kwun Po

Dr. Poon Wai Kong

*Registered office, head office and
principal place of business
in Hong Kong:*

Room A, 7/F

Pat Tat Industrial Building

1 Pat Tat Street

San Po Kong

Kowloon

Hong Kong

2 October 2026

To the Shareholders,

Dear Sir or Madam,

**REQUISITIONED EXTRAORDINARY GENERAL MEETING
FOR THE PROPOSED REMOVAL OF DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide you with (i) information relating to the Requisition and the Proposed Resolutions; and (ii) the EGM Notice.

LETTER FROM THE BOARD

THE REQUISITION

On 29 September 2026, the Company received at its registered office the Requisition, made by HKSCC Nominees on the instruction of the Requisitionist, requesting the Board to call a general meeting of the Company under section 566 of the Companies Ordinance and article 74 of the Articles for the purpose of considering and, if thought fit, passing the following resolutions, each as a separate ordinary resolution:

- (1) “**THAT** Mr. Ye Baiming be and is hereby removed as a director of the Company with immediate effect.”
- (2) “**THAT** Mr. Lai Chi-Yin Samuel be and is hereby removed as a director of the Company with immediate effect.”
- (3) “**THAT** Mr. Lam John Cheung-wah be and is hereby removed as a director of the Company with immediate effect.”
- (4) “**THAT** Mr. Siu Chi Yiu Kenny be and is hereby removed as a director of the Company with immediate effect.”
- (5) “**THAT** Ms. Chan Ming Kwan be and is hereby removed as a director of the Company with immediate effect.”

The Requisition also gives special notice to the Company, under sections 462(4) and 578 of the Companies Ordinance, of the intention to move each of the Proposed Resolutions at the EGM.

On 30 September 2026, the Board resolved to convene the EGM in accordance with the Requisition, the Articles and the Companies Ordinance.

THE REQUISITIONIST

As at the date of the Requisition, the Requisitionist was the beneficial owner of 31,212,012 Shares, representing approximately 29.90% of the total voting rights of all the Shareholders having a right to vote at general meetings of the Company. As at the Latest Practicable Date, those Shares are held by HKSCC Nominees on behalf of the Requisitionist in its capacity as nominee holder, and the Company has 104,388,000 Shares in issue. The Requisition therefore meets the threshold of at least 5% of the total voting rights of all the members having a right to vote at general meetings under section 566(2) of the Companies Ordinance.

REASONS FOR THE PROPOSED RESOLUTIONS

The Requisition does not set out any reasons or grounds for the proposed removal of the Directors named in the Proposed Resolutions. Accordingly, the Board is not able to provide the Shareholders with any reasons or grounds for the Proposed Resolutions.

LETTER FROM THE BOARD

RELEVANT PROVISIONS OF THE COMPANIES ORDINANCE AND THE ARTICLES

Under section 567 of the Companies Ordinance, the Directors are required to call the EGM within 21 days after the date on which they became subject to the requirement to do so, and the EGM must be held on a date not more than 28 days after the date of the notice convening it. Under article 75 of the Articles, the EGM is to be called by at least 14 clear days' notice in writing.

Under section 462 of the Companies Ordinance and article 112 of the Articles, the Company may by ordinary resolution passed at a general meeting remove a Director before the end of his or her term of office, despite anything in the Articles or in any agreement between the Company and that Director. Special notice is required of a resolution to remove a Director. Under section 462(9) of the Companies Ordinance and article 112 of the Articles, the removal of a Director is without prejudice to any claim he or she may have for compensation or damages in respect of the termination of his or her appointment.

RIGHTS OF THE DIRECTORS PROPOSED TO BE REMOVED

Under section 463(1) of the Companies Ordinance, a copy of the special notice has been sent to each of the Directors named in the Proposed Resolutions. Under section 463(2) of the Companies Ordinance and article 112 of the Articles, each of them is entitled to be heard at the EGM on the Proposed Resolution concerning him or her.

Under section 463(3) of the Companies Ordinance, each of those Directors may also make representations in writing to the Company (not exceeding a reasonable length) with respect to the Proposed Resolution concerning him or her, and may request the Company to deal with them as described below. Under section 463(4) of the Companies Ordinance, if the Company receives the representations on a date that is more than 2 days before the last day on which notice may be given under section 571(1) of the Companies Ordinance to call the EGM, the Company is required, on such a request, to state in every notice of the EGM given to the Shareholders that the representations have been made, and to send a copy of them to every Shareholder to whom notice of the EGM is or has been given. If the Company has not sent a copy of the representations to every such Shareholder, the Company is required, on such a request, to ensure that the representations are read out at the EGM.

EFFECT ON THE BOARD AND THE BOARD COMMITTEES

As at the Latest Practicable Date, the Board comprises 13 Directors, being six executive Directors, one non-executive Director and six independent non-executive Directors. If all the Proposed Resolutions are passed, the Board will comprise eight Directors, being four executive Directors, namely Mr. Lam Sam Ming (Chairman), Ms. Chan Sau Po, Ms. Xu Yuling and Mr. Tsoi Wai Kuen, and four independent non-executive Directors, namely Ms. Cheung Yin, Mr. Wong Hei Chiu, Mr. Yeung Kwun Po and Dr. Poon Wai Kong. The Board would then continue to include at least three independent non-executive Directors, representing at least one-third of the Board, under rules 5.05(1) and 5.05A of the GEM Listing Rules.

LETTER FROM THE BOARD

Of the Directors named in the Proposed Resolutions, Ms. Chan Ming Kwan is a member of the Audit Committee and Mr. Siu Chi Yiu Kenny is a member of the risk management committee of the Company. None of Mr. Ye Baiming, Mr. Lai Chi-Yin Samuel and Mr. Lam John Cheung-wah is a member of any Board committee, and none of the five Directors is a member of the remuneration committee or the nomination committee of the Company.

If the Proposed Resolution to remove Ms. Chan Ming Kwan is passed, the Audit Committee will comprise three members, namely Ms. Cheung Yin (chairman), Mr. Wong Hei Chiu and Dr. Poon Wai Kong, all of whom are independent non-executive Directors. Three is the minimum number of members required by rule 5.28 of the GEM Listing Rules. At least one of them has appropriate professional qualifications or accounting or related financial management expertise as required by rules 5.05(2) and 5.28 of the GEM Listing Rules.

If the Proposed Resolution to remove Mr. Siu Chi Yiu Kenny is passed, the risk management committee of the Company will comprise two members, namely Mr. Lam Sam Ming (chairman) and Ms. Chan Sau Po.

The Company will announce the results of the EGM and any change in the composition of the Board and its committees in accordance with the GEM Listing Rules.

POSITION OF THE BOARD

The Proposed Resolutions are proposed by the Requisitionist and not by the Board. The Board makes no recommendation to the Shareholders as to how they should vote on any of the Proposed Resolutions. Shareholders should read this circular carefully and decide how to vote on each Proposed Resolution. Shareholders who are in any doubt as to how to vote are encouraged to consult their own professional advisers.

EGM AND PROXY ARRANGEMENT

The EGM Notice is set out on pages 10 to 12 of this circular. The EGM will be held at Room A, 7/F, Pat Tat Industrial Building, 1 Pat Tat Street, San Po Kong, Kowloon, Hong Kong on Wednesday, 28 October 2026 at 11:00 a.m.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed on it and return it to the Share Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the EGM or any adjournment of it. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment of it should you so wish, and in that event the form of proxy will be deemed to be revoked.

Under article 79 of the Articles, the quorum for a general meeting is two members entitled to vote present in person or by proxy. Under article 81 of the Articles, if a quorum is not present

LETTER FROM THE BOARD

within 15 minutes from the time appointed for the EGM, the EGM, being convened upon the requisition of members, will be dissolved.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any of the Proposed Resolutions at the EGM.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 23 October 2026 to Wednesday, 28 October 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for attending and voting at the EGM is Wednesday, 28 October 2026. In order to be entitled to attend and vote at the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Share Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 22 October 2026.

VOTING BY POLL

Under rule 17.47(4) of the GEM Listing Rules and article 85 of the Articles, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the Proposed Resolutions will be voted on by poll at the EGM.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, has one vote for each fully paid Share of which it is the holder. A Shareholder entitled to more than one vote need not use all its votes or cast all the votes it uses in the same way. The Company will announce the results of the poll in the manner prescribed under rule 17.47(5) of the GEM Listing Rules.

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.

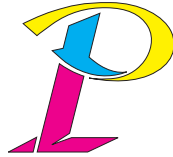
LETTER FROM THE BOARD

LANGUAGE

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

Yours faithfully,
For and on behalf of the Board
Prosperous Printing Company Limited
Lam Sam Ming
Chairman and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



Prosperous Printing Company Limited

萬里印刷有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 8385)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Prosperous Printing Company Limited (the “**Company**”), called on the request of members of the Company under section 566 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”) and article 74 of the articles of association of the Company (the “**Articles**”), will be held at Room A, 7/F, Pat Tat Industrial Building, 1 Pat Tat Street, San Po Kong, Kowloon, Hong Kong on Wednesday, 28 October 2026 at 11:00 a.m. for the purpose of considering and, if thought fit, passing each of the following resolutions as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** Mr. Ye Baiming be and is hereby removed as a director of the Company with immediate effect.”
2. “**THAT** Mr. Lai Chi-Yin Samuel be and is hereby removed as a director of the Company with immediate effect.”
3. “**THAT** Mr. Lam John Cheung-wah be and is hereby removed as a director of the Company with immediate effect.”
4. “**THAT** Mr. Siu Chi Yiu Kenny be and is hereby removed as a director of the Company with immediate effect.”
5. “**THAT** Ms. Chan Ming Kwan be and is hereby removed as a director of the Company with immediate effect.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

This notice contains a statement of the intention to remove each of the directors of the Company named in the resolutions above. The resolutions are proposed on the requisition of HKSCC Nominees Limited on the instruction of Infinity Credits Co., Limited, and special notice of each of them has been given to the Company under sections 462(4) and 578 of the Companies Ordinance.

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

Hong Kong, 2 October 2026

*Registered office, head office and
principal place of business
in Hong Kong:*

Room A, 7/F
Pat Tat Industrial Building
1 Pat Tat Street
San Po Kong
Kowloon
Hong Kong

Notes:

- (1) Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him or her. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (3) A form of proxy for use at the EGM is enclosed with the circular of the Company dated 2 October 2026. 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 that power or authority, must be deposited 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, not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for holding the EGM or any adjournment of it.
- (4) Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Where there are joint registered holders of any share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and 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 that share.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (6) The register of members of the Company will be closed from Friday, 23 October 2026 to Wednesday, 28 October 2026, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with 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 Thursday, 22 October 2026.
- (7) Each of the resolutions set out in this notice will be voted on by poll.
- (8) Each director of the Company named in the resolutions set out in this notice is entitled to be heard on the resolution concerning him or her at the EGM.
- (9) A statement containing the information and explanation reasonably necessary to indicate the purpose of the resolutions is set out in the circular of the Company dated 2 October 2026.
- (10) References to times and dates in this notice are to Hong Kong times and dates.

As at the date of this notice, the executive Directors are Mr. Lam Sam Ming (Chairman), Ms. Chan Sau Po, Ms. Xu Yuling, Mr. Ye Baiming, Mr. Lai Chi-Yin Samuel and Mr. Tsoi Wai Kuen; 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. Siu Chi Yiu Kenny, Ms. Chan Ming Kwan, Mr. Yeung Kwun Po and Dr. Poon Wai Kong.