
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Universe Printshop Holdings Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

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

A notice convening the annual general meeting of Universe Printshop Holdings Limited to be held at the United Conference Centre, 10th Floor, United Centre, 95 Queensway, Hong Kong on Wednesday, 4 September 2019 at 10:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend such meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of the power of attorney or authority, to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting (i.e. not later than 10:00 a.m. on Monday, 2 September 2019, Hong Kong time) or any adjourned meeting thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting in person at such meeting or any adjourned meeting thereof (as the case may be) should you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company's website at www.uprintshop.hk.

CHARACTERISTICS OF GEM

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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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at the United Conference Centre, 10th Floor, United Centre, 95 Queensway, Hong Kong on Wednesday, 4 September 2019 at 10:00 a.m., the notice of which is set out on pages 14 to 18 of this circular, or any adjourned meeting thereof;
“Articles”	the articles of association of the Company as amended and restated, supplemented or modified from time to time;
“associates”	has the meaning ascribed to it under the GEM Listing Rules;
“Board”	the board of Directors;
“Company”	Universe Printshop Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM (stock code: 8448);
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules;
“Director(s)”	directors of the Company;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the Peoples’ Republic of China;
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate;
“Latest Practicable Date”	19 July 2019, being the latest practical date prior to the printing of this circular for the purpose of ascertaining certain information in this circular;
“Memorandum”	the memorandum of association of the Company as amended and restated, supplemented or modified from time to time;

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. CHAU Man Keung (*Chairman*)
Mr. HSU Ching Loi (*Chief Executive Officer*)
Mr. LEUNG Yuet Cheong
Mr. WONG Man Hin Joe

Registered office:

Cricket Square Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Independent Non-executive Directors:

Mr. WAN Aaron Chi Keung, *BBS, JP*
Mr. CHAN Chun Kit
Dr. SUN Yongjing

*Head office and principal place of
business in Hong Kong:*

Office F, 12/F
Legend Tower
No. 7 Shing Yip Street
Kwun Tong, Kowloon
Hong Kong

26 July 2019

To the Shareholders

Dear Sir or Madam,

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding the following resolutions to be proposed at the AGM relating to the granting of the Issue Mandate, the granting of the Repurchase Mandate, the granting of an extension to the Issue Mandate and the re-election of the retiring Directors.

A notice convening the AGM setting out the details of the ordinary resolutions to be proposed at the AGM is set out on pages 14 to 18 of this circular.

ISSUE MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 22 August 2018, an ordinary resolution was passed by the Shareholders to approve, among other things, the existing general mandate. As at the date of passing such resolutions, the Directors have been granted general

LETTER FROM THE BOARD

unconditional mandates (i) to allot, issue and deal with Shares; and (ii) to repurchase Shares. Such general mandates would expire: (a) at the conclusion of the next annual general meeting of the Company; (b) at the expiration of the period within which the Company is required by any applicable laws or the Articles to hold its next annual general meeting; or (c) when varied, revoked or renewed by an ordinary resolution of Shareholders in general meeting, whichever is the earliest.

As at the Latest Practicable Date, the existing general mandates have not been utilised and will lapse at the conclusion of the AGM. Therefore, ordinary resolutions will be proposed at the AGM that the Directors be granted

- (i) a general unconditional mandate to allot, issue and deal with new Shares with the aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company on the date of passing the relevant resolution (that is, the Issue Mandate);
- (ii) a general unconditional mandate to exercise all the powers of the Company to purchase or repurchase Shares with the aggregate nominal value not exceeding 10% of the aggregate nominal value of the issued share capital of the Company on the date of passing the relevant resolution (that is, the Repurchase Mandate); and
- (iii) subject to the passing of the aforesaid ordinary resolutions granting the Issue Mandate and the Repurchase Mandate, to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

An explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular.

The Company had in issue an aggregate of 900,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolutions for the approval of the Issue Mandate and the Repurchase Mandate and in accordance with the terms therein, the Company would be allowed to allot, issue and deal with a maximum of 180,000,000 new Shares and to repurchase a maximum of 90,000,000 Shares respectively, on the basis that no further Shares will be issued or repurchased by the Company between the Latest Practicable Date to the date of the AGM.

RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles, Mr. Chau Man Keung, Mr. Chan Chun Kit and Dr. Sun Yongjing, shall retire from office at the AGM and, being eligible, offers themselves for re-election.

The biographical details of the retiring Directors who offered themselves for re-election are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at 10:00 a.m. on Wednesday, 4 September 2019 at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions as stated therein is set out on pages 14 to 18 of this circular.

A form of proxy for use in connection with the AGM is enclosed herewith and such form of proxy is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.uprintshop.hk. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 10:00 a.m. on Monday, 2 September 2019, Hong Kong time) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) should you so wish.

VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, 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, all the resolutions proposed at the AGM will be taken by way of poll. None of the Shareholders is required to abstain from voting at the AGM pursuant to the GEM Listing Rules and/or the Articles.

An announcement on the poll results will be made by the Company after the AGM on websites of the Stock Exchange at www.hkexnews.hk and the Company at www.uprintshop.hk in due course.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 29 August 2019 to 4 September 2019, both days inclusive, during which period no transfer of Shares will be registered. For determining the entitlement of members of the Company to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on 28 August 2019 for registration.

RESPONSIBILITY STATEMENT

Your attention is drawn to the additional information set out in the Appendices to this circular.

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Directors believe that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are in the interests of the Company as well as 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.

Yours sincerely,
By order of the Board
Universe Printshop Holdings Limited
Chau Man Keung
Chairman and Executive Director

The following is the explanatory statement as required by the GEM Listing Rules to be provided to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors at the AGM.

SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 900,000,000 Shares in issue.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate at the AGM and on the basis that there will be no change in the total number of issued Shares before the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 90,000,000 Shares, representing 10% of the total number of issued Shares as at the date of the AGM.

REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

SOURCE OF FUNDS

The Company is empowered by the Articles to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Law of the Cayman Islands, the GEM Listing Rules and/or other applicable laws, rules and regulations, as the case may be.

A company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise in accordance with the trading rules of the Stock Exchange from time to time. Any repurchases by the Company may be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Law of the Cayman Islands, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or out of the Company's share premium account or, if authorised by the Articles and subject to the Companies Law of the Cayman Islands, out of capital.

MATERIAL ADVERSE CHANGE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2019) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

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 applicable laws of the Cayman Islands and the Articles.

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors' exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for Shares under Rule 26 of the Takeovers Code.

If the Repurchase Mandate were exercised in full, the shareholding percentage of the Shareholders, who have an interest in 5% or more of the issued share capital of the Company (based on the number of the Shares they held as at the Latest Practicable Date), before and after such repurchase would be as follows:

Shareholder	Number of Shares/ underlying shares held	Percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Chau Man Keung (<i>Note 1</i>)	280,400,000	31.16%	34.61%
Ms. Siu Man Yam (<i>Note 1</i>)	280,400,000	31.16%	34.61%
Mr. Hsu Ching Loi (<i>Note 2</i>)	110,500,000	12.28%	13.64%
Ms. Ng Lai Nga (<i>Note 2</i>)	110,500,000	12.28%	13.64%
Mr. Leung Yuet Cheong (<i>Note 3</i>)	66,460,000	7.38%	8.20%
Ms. Mok Chun Ngor (<i>Note 3</i>)	66,460,000	7.38%	8.20%
Mr. Chia Kar Hin Eric John (<i>Note 4</i>)	114,760,000	12.75%	14.17%
Ms. Wan Wai Ching Lilian (<i>Note 4</i>)	114,760,000	12.75%	14.17%

Notes:

1. Ms. Siu Man Yam is the spouse of Mr. Chau Man Keung, an executive Director, therefore she is deemed to be interested in all the shares in which Mr. Chau Man Keung is interested in.
2. Ms. Ng Lai Nga is the spouse of Mr. Hsu Ching Loi, an executive Director, therefore she is deemed to be interested in all the shares in which Mr. Hsu Ching Loi is interested in.
3. Ms. Mok Chun Ngor is the spouse of Mr. Leung Yuet Cheong, an executive Director, therefore she is deemed to be interested in all the shares in which Mr. Leung Yuet Cheong is interested in.
4. Ms. Wan Wai Ching Lilian is the spouse of Mr. Chia Kar Hin Eric John, therefore she is deemed to be interested in all the shares in which Mr. Chia Kar Hin Eric John is interested in.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

SHARE PRICES

The highest and lowest traded prices for the Shares on the Stock Exchange during each of the twelve months prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
July	0.141	0.105
August	0.115	0.088
September	0.118	0.077
October	0.110	0.070
November	0.093	0.070
December	0.082	0.065
2019		
January	0.079	0.065
February	0.076	0.066
March	0.092	0.069
April	0.080	0.068
May	0.076	0.064
June	0.084	0.060
July (up to the Latest Practicable Date)	0.079	0.063

SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company during the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

GEM LISTING RULES RELATING TO REPURCHASE OF SHARES

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the Company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions.

The GEM Listing Rules provide that all proposed repurchases of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general repurchase mandate or by a specific approval of a particular transaction, and that the shares to be repurchased must be fully paid up.

Set out below are the biographical details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

EXECUTIVE DIRECTORS

Mr. CHAU Man Keung (周文強), aged 58, is an executive Director and the chairman of our Board. Mr. Chau was a cofounder of our Group and is primarily responsible for the overall management, strategic planning and development of our Group. Mr. Chau was appointed as a Director on 27 April 2017 and was re-designated as an executive Director and appointed as the chairman of the Board on 2 June 2017. He is the compliance officer on the Company, the chairman of the risk management committee and a member of both the remuneration committee and the nomination committee of our Board. He is also a director of each of the subsidiaries of our Company, namely, Universe Printshop Limited, All In 1 Printing (Group) Limited, Universe Printing Holdings Limited, Print Shop Limited, Startec Colour Separation Printing Limited and Net Printshop Limited.

Mr. Chau has 31 years of experience in the printing industry in Hong Kong. He co-founded our Group in 2001. Prior to joining our Group, Mr. Chau had accumulated more than 15 years' industry experience through setting up a partnership business with his other business partners to provide printing services in Hong Kong from June 1987 to 2001 prior to cofounding our Group. Mr. Chau attended secondary education in Hong Kong. He completed the Assessor Training course "Printing industry — Electronic Commerce Business" (competency level 4) in May 2017 under the Recognition of Prior Learning (RPL) scheme, aiming to enable practitioners with various backgrounds to receive formal recognition of the knowledge, skills and experience already acquired.

Mr. Chau has entered into a service contract with the Company with no fixed term commencing from the 28 March 2018 until terminated by not less than three months' notice in writing served by either party. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Mr. Chau is entitled to the annual remuneration of HK\$960,000 and a discretionary bonus and such remuneration is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chau is the beneficial owner of 280,400,000 Shares, represented approximately 31.16% of the Shares in issue.

As at the Latest Practicable Date, save as disclosed herein, Mr. Chau does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

INDEPENDENT NON- EXECUTIVE DIRECTOR

Mr. CHAN Chun Kit (陳俊傑), aged 36, was appointed as an independent non-executive Director on 26 February 2018. He is the chairman of the audit committee and a member of the remuneration committee, the nomination committee and the risk management committee of our Board.

Mr. Chan has both academic foundation, professional qualifications and hand-on experience in various listed companies. Mr. Chan is currently the regional financial controller of KTL Global Limited, a global service provider in oil and gas industry listed on the mainboard of the Singapore Exchange (“SGX”) (Stock Code: EB7). Prior to this position, between 2011 to 2018 he was the chief financial officer and company secretary at China Flexible Packaging Holdings Limited, a company which was listed on the mainboard of SGX (Stock Code: CFLX). Before joining China Flexible, Mr. Chan worked in an international audit firm since 2007.

Concurrently, Mr. Chan is the independent non-executive director of GS Holdings Limited which is listed on SGX (Stock Code: GSHO.SI). He had also served as the independent non-executive director (also acting as the chairman of the audit committee) of Hua Han Health Industry Holdings Limited, a listed company of the Main Board of the Stock Exchange of Hong Kong Limited (Stock Code: 587) from 2017 to 2018.

Mr. Chan is a member of the Singapore Institute of Directors, and a member of the Hong Kong Institute of Certified Public Accountants. He is also a Member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. Mr. Chan graduated from the Hong Kong Polytechnic University with a Master’s Degree in Corporate Governance in 2014 and a Bachelor Degree in Accountancy in 2007.

Mr. Chan has entered into a service contract with the Company with fixed term of three years commencing from the 28 March 2018 until terminated by not less than three months’ notice in writing served by either party. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Mr. Chan is entitled to the annual remuneration of HK\$144,000. Mr. Chan is also eligible to participate in the share option scheme of the Company. The emoluments of Mr. Chan are determined by the Board based on the recommendation of the Remuneration Committee and with regard to the prevailing market conditions and her duties and responsibilities as an independent non-executive Director.

Dr. SUN Yongjing (孫詠菁), aged 47, was appointed as an independent non-executive Director on 26 February 2018. Being the chairlady of the nomination committee and a member of the audit committee, the remuneration committee and the risk management committee of the Board, she is responsible for providing independent judgment to the Group.

Dr. Sun has been an assistant professor in the School of Accounting and Finance under the Faculty of Business at The Hong Kong Polytechnic University since 2004, after she completed her Doctor of Philosophy at the City University of Hong Kong. Dr. Sun worked as an assistant lecturer

at the Shanghai University of Finance & Economics during the period from September 1993 to August 1997. During the period from September 1997 to August 1999 and July 2002 to October 2004, Dr. Sun served various positions including demonstrator II, senior research assistant and lecturer at the City University of Hong Kong.

Dr. Sun has entered into a service contract with the Company with fixed term of three years commencing from the 28 March 2018 until terminated by not less than three months' notice in writing served by either party. She is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Dr. Sun is entitled to the annual remuneration of HK\$144,000. Dr. Sun is also eligible to participate in the share option scheme of the Company. The emoluments of Dr. Sun are determined by the Board based on the recommendation of the Remuneration Committee and with regard to the prevailing market conditions and her duties and responsibilities as an independent non-executive Director.

General

Save as disclosed above, to the best of the knowledge of the Directors having made all reasonable enquiries, there is no other information relating to the aforesaid Directors that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules, nor are there any other matters that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

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 IS HEREBY GIVEN THAT the annual general meeting of Universe Printshop Holdings Limited (the “Company”) will be held at United Conference Centre, 10th Floor, United Centre, 95 Queensway, Hong Kong on Wednesday, 4 September 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

1. to receive and consider the audited financial statements of the Company, the report of the directors (the “Directors”) and the report of the independent auditor for the year ended 31 March 2019;
2. to re-elect Mr. Chau Man Keung as an executive director;
3. to re-elect Mr. Chan Chun Kit as an independent non-executive director;
4. to re-elect Dr. Sun Yongjing 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; and

as special business, to consider and, if thought fit, pass the followings resolutions (with or without amendments) as ordinary resolutions:

7. **“THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the GEM (“GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (“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 shares 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 of the Company 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);

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (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 the aggregate of: (aa) 20% of the aggregate number of issued Shares as at the date of the passing of this resolution (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of such Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued shares of the Company as at 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 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 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

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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).”

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 all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company on the Stock Exchange 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, subject to and in accordance with all applicable laws and/or the requirements of the Securities and Futures Commission, the Companies Law 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 nominal amount of the shares 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 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.”

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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 of the Company to exercise the powers of the Company to allot, issue and deal with shares of the Company 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 nominal amount of shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the directors of the Company under resolution no. 8 above, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of the passing of this resolution.”

By order of the Board
Universe Printshop Holdings Limited
Chau Man Keung
Chairman and Executive Director

Hong Kong, 26 July 2019

*Head office and principal place of
business in Hong Kong:*
Office F, 12/F
Legend Tower
No. 7 Shing Yip Street
Kwun Tong, Kowloon
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 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 GEM of The Stock Exchange of Hong Kong Limited 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 Level 54,

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Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 10:00 a.m. on Monday, 2 September 2019, Hong Kong time) 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, 29 August 2019 to Wednesday, 4 September 2019 (both days inclusive), during which period no transfer of shares 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 and transfer office in Hong Kong no later than 4:30 p.m. on Wednesday, 28 August 2019 in order for the holders of the shares to qualify to attend and vote at the AGM or any adjournment thereof.

As at the date of this notice, the executive Directors are Mr. Chau Man Keung, Mr. Hsu Ching Loi, Mr. Leung Yuet Cheong and Mr. Wong Man Hin Joe and the independent non-executive Directors are Mr. Wan Aaron Chi Keung, BBS, JP, Dr. Sun Yongjing and Mr. Chan Chun Kit.

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 Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This notice will also be published on the Company's website at www.uprintshop.hk.