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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)**

## **MAJOR AND CONNECTED TRANSACTION IN RELATION TO PROPOSED ACQUISITION OF THE MACHINERY**

### **THE PROPOSED ACQUISITION AND THE FINANCE LEASE**

The Board is pleased to announce that on 16 May 2023 (after trading hours), the Purchaser, the Vendor and the Foreign Trade Agent entered into the Acquisition Agreement, pursuant to which the Purchaser has conditionally agreed to purchase, the Vendor has conditionally agreed to sell, and the Foreign Trade Agent has conditionally agreed to provide import/export services in relation to the sale of, the Machinery at the Consideration of HK\$18,700,000.

As part of the Consideration will be financed under the hire purchase facility to be provided by BEA, the Purchaser (as hirer), BEA (as owner) and the Company (as guarantor) will enter into the Hire Purchase Agreement for a facility of HK\$16,830,000 after obtainment of the Independent Shareholders' approval at the EGM.

### **GEM LISTING RULES IMPLICATIONS**

Pursuant to HKFRS 16, the entering into of the Acquisition Agreement and the Hire Purchase Agreement will require the Group to recognise a right-of-use asset. It is expected that the value of right-of-use asset to be recognised by the Group would be approximately HK\$18.8 million under the Acquisition Agreement and the Hire Purchase Agreement calculated based on a discount rate of 6.81667% per annum (i.e. the one month HIBOR of 4.31667% as at the date of this announcement plus 2.50%) assuming that there will be no change in such HIBOR during the lease term.

As the highest applicable percentage ratio in respect of the Proposed Acquisition (after taking into account the Finance Lease) exceeds 25% but is less than 100%, the Proposed Acquisition constitutes a major transaction and is subject to the reporting, announcement and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

For the avoidance of any potential conflict of interests in view of Mr. Lam's association with Mr. Zhang and Mr. Li, (i) Mr. Lam has voluntarily abstained from voting on the relevant resolutions of the Board; (ii) New Metro (being a controlling shareholder of the Company and a company beneficially wholly owned by Mr. Lam) also intends to voluntarily abstain from voting on the relevant resolution(s) at the EGM; and (iii) the Board has decided to take a more stringent corporate governance approach and the Company will fulfil the connected transaction requirements under Chapter 20 of the GEM Listing Rules, i.e. circular (including independent financial advice) and Independent Shareholders' approval requirements.

The EGM will be convened and held by the Company to seek the Independent Shareholders' approval of the Acquisition Agreement, the Hire Purchase Agreement and the transactions contemplated thereunder.

Given Mr. Chau and Mr. Hsu are both parties acting in concert with Mr. Lam and New Metro pursuant to the Deed of Acting in Concert Undertaking, they will also voluntarily abstain from voting on the relevant resolution(s) at the EGM approving the Acquisition Agreement, the Hire Purchase Agreement and the transactions contemplated thereunder.

Save as disclosed above and to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Shareholder has or is deemed to have a material interest in the Proposed Acquisition, the Finance Lease and the transactions contemplated thereunder and therefore, no other Shareholder is required to abstain from voting at the EGM for the relevant resolution(s).

A circular containing, inter alia, further information on the Acquisition Agreement, the Hire Purchase Agreement and the transactions contemplated thereunder, a letter from the Independent Board Committee, a letter of advice from an independent financial adviser, and a notice convening the EGM to approve the Acquisition Agreement, the Hire Purchase Agreement and the transactions contemplated thereunder will be despatched to the Shareholders on or before 2 June 2023 in accordance with the GEM Listing Rules.

**Shareholders and potential investors of the Company should note that the Proposed Acquisition and the Finance Lease are subject to the fulfilment of the conditions under the Acquisition Agreement. As the Proposed Acquisition and the Finance Lease may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.**

The Board is pleased to announce that on 16 May 2023 (after trading hours), the Purchaser, the Vendor and the Foreign Trade Agent entered into the Acquisition Agreement, pursuant to which the Purchaser has conditionally agreed to purchase, the Vendor has conditionally agreed to sell, and the Foreign Trade Agent has conditionally agreed to provide import/export services in relation to the sale of, the Machinery at the Consideration of HK\$18,700,000.

The principal terms of the Acquisition Agreement are as follows:

- Date: 16 May 2023 (after trading hours)
- Parties: (i) the Purchaser (as purchaser);  
(ii) the Vendor (as vendor); and  
(iii) the Foreign Trade Agent (as an agent to facilitate import and export of the Machinery)
- Machinery to be acquired: Two sets of four-colour digital ink-jet printing machine manufactured by FUJIFILM (model: Jet Press 750S)
- Expected date of delivery: Within 90 days from the date of approval of the Independent Shareholders at the EGM in respect of the transactions contemplated under the Acquisition Agreement.
- Consideration and payment terms: The unit price is HK\$9,350,000 per set of the printing machine and the total Consideration for two sets of the printing machine is HK\$18,700,000, which shall be paid in the following manner:
- (i) 10% of the Consideration, being HK\$1,870,000 (the “**Deposit**”) shall be paid by the Purchaser in cash to the Foreign Trade Agent for the Vendor within five Business Days after signing the Acquisition Agreement; and
- (ii) 90% of the Consideration, being HK\$16,830,000 shall be paid by the Purchaser in cash to the Foreign Trade Agent for the Vendor when installation and testing of the Machinery and training of relevant staff for the operation of the Machinery are completed.
- Warranty: The Vendor warrants that the Machinery shall be free from defects in materials and workmanship for a period of one (1) year commencing from the completion of installation and testing of the Machinery and training of relevant staff for the operation of the Machinery.

During the warranty period, the Vendor will be responsible for any service charges and material costs for repairing the Machinery and/or replacement of defective parts of the Machinery.

The warranty does not cover (i) damages caused by misuse, negligence, accident, or alteration of the Machinery by anyone other than the Vendor or their authorized representatives; and (ii) normal wear and tear, routine maintenance, or consumable items.

The Purchaser must promptly notify the Vendor in writing of any defects in the Machinery covered by the warranty.

The Vendor shall not be responsible for any costs associated with removing or reinstalling the Machinery, or for any loss of revenue, profits, or other consequential damages arising from the use or inability to use the Machinery.

The warranty is the sole and exclusive remedy available to the Purchaser for any defects in the Machinery.

Conditions:

The Acquisition Agreement shall be conditional upon the obtaining of the approval of the Independent Shareholders at the EGM in respect of the transactions contemplated under the Acquisition Agreement and the obtainment of relevant hire purchase facility by the Purchaser from bank (the “**Condition(s)**”) within three (3) months from the date of the Acquisition Agreement (the “**Long Stop Date**”).

If the Conditions are not fulfilled at or before 5:00 p.m. (Hong Kong time) on the Long Stop Date, the Vendor, the Foreign Trade Agent and the Purchaser may agree in writing to postpone the Long Stop Date by up to three (3) months. If the Long Stop Date is not postponed or the Conditions remain to be fulfilled by 5:00 p.m. (Hong Kong time) on the postponed Long Stop Date, (i) the Vendor and/or the Purchaser may terminate the Acquisition Agreement by written notice to the other parties; (ii) the Foreign Trade Agent for the Vendor and/or the Vendor shall return the Deposit in full to the Purchaser in cash within five (5) calendar days after the Long Stop Date or the postponed Long Stop Date (as the case may be); and (iii) all obligations of the parties to the Acquisition Agreement shall cease except customary surviving provisions and save for rights and liabilities of the parties which have already accrued before termination.

The Consideration was determined after arm's length negotiations between the Purchaser and the Vendor after considering the official recommended price and the historical transaction price of the Machinery. The Deposit will be funded by internal resources of the Group and the Company intends to obtain bank facility to finance the remaining Consideration by entering into the Hire Purchase Agreement subject to the Independent Shareholders' approval on the Proposed Acquisition at the EGM.

The principal terms of the Hire Purchase Agreement are as follows:

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| Parties:          | (i) the Purchaser (as hirer);<br>(ii) BEA (as owner of the Machinery); and<br>(iii) the Company (as guarantor)   |
| Subject assets:   | Two sets of four-colour digital ink-jet printing machine manufactured by FUJIFILM (model: Jet Press 750S)  |
| Facility amount:  | HK\$16,830,000   |
| Period of hire:   | 60 months  |
| Interest rate:    | One month HIBOR + 2.50% per annum payable on monthly basis   |
| Default interest: | 5% per annum over the contractual interest rate of the facility on each overdue instalment.  |
| Purchase option:  | At the expiry of the hiring period, an option fee of HK\$500 per agreement should be paid.   |
| Guarantee:        | The Company shall irrevocably and unconditionally guarantee the due and prompt payment, performance and discharge by the Purchaser of all its obligations under and compliance with all provisions of the Hire Purchase Agreement. |

Pursuant to HKFRS 16, the entering into of the Acquisition Agreement and the Hire Purchase Agreement will require the Group to recognise a right-of-use asset. It is expected that the value of right-of-use asset to be recognised by the Group would be approximately HK\$18.8 million under the Acquisition Agreement and the Hire Purchase Agreement calculated based on a discount rate of 6.81667% per annum (i.e. the one month HIBOR of 4.31667% as at the date of this announcement plus 2.50%) assuming that there will be no change in such HIBOR during the lease term.

## INFORMATION ON THE PARTIES

### The Company and the Purchaser

The Company is an investment holding company. The Group is principally engaged in providing printing services to customers in Hong Kong. The printing services of the Group include offset printing, ink-jet printing and toner-based digital printing.

The Purchaser, namely Universe Printing Holdings Limited, is a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company. The principal business activities of the Purchaser are provision of general printing services and trading of printing products in Hong Kong.

### The Vendor

The Vendor, namely 素位科技(深圳)有限公司 (transliterated as Suwei Technology (Shenzhen) Co., Ltd. for identification purposes), is a limited liability company established under the laws of the PRC. The business scope of the Vendor includes, among others, development of internet-of-things technology, provision of supply chain and three dimensional (3D) printing services and sales, installation and maintenance of machinery. The Vendor is also an authorised seller of FUJIFILM (China) Investment Co., Ltd. in respect of the Machinery in the PRC and Hong Kong. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor is owned as to 99% by 張少勇 (Zhang Shaoyong) (“**Mr. Zhang**”) and 1% by 任莉 (Ren Li) (“**Ms. Ren**”). As at the date of this announcement, Mr. Zhang is shareholder, legal representative and/or director of various companies indirectly owned by Mr. Lam and/or his close associate, and Ms. Ren is an Independent Third Party.

### The Foreign Trade Agent

The Foreign Trade Agent, namely 重慶保晟國際貿易有限公司 (transliterated as Chongqing Polysun International Trade Co., Ltd. for identification purposes), is a limited liability company established under the laws of the PRC. The business scope of the Foreign Trade Agent includes, among others, provision of agency services for international shipment of goods and import and export of goods and technologies. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Foreign Trade Agent is owned as to 70% by 李栗 (Li Li) (“**Mr. Li**”) and 30% by 傅博 (Fu Bo) (“**Ms. Fu**”). As at the date of this announcement, Mr. Li is a supervisor of a company indirectly owned by Mr. Lam, and Ms. Fu is an Independent Third Party.

Although the Vendor, Mr. Zhang, the Foreign Trade Agent and Mr. Li are not associate of Mr. Lam under the GEM Listing Rules and Mr. Lam does not have any existing or proposed agreement, arrangement, understanding or undertaking with the aforesaid parties in relation to the Proposed Acquisition under Rule 20.18(1) of the GEM Listing Rules, for the avoidance of any potential conflict of interests in view of Mr. Lam's association with Mr. Zhang and Mr. Li, (i) Mr. Lam has voluntarily abstained from voting on the relevant resolutions of the Board; (ii) New Metro (being a controlling shareholder of the Company and a company beneficially wholly owned by Mr. Lam) also intends to voluntarily abstain from voting on the relevant resolutions at the EGM; and (iii) the Board has decided to take a more stringent corporate governance approach and the Company will fulfil the connected transaction requirements under Chapter 20 of the GEM Listing Rules.

## **BEA**

The Bank of East Asia, Limited is a licensed bank incorporated and domiciled in Hong Kong and the principal activities of which include provision of banking and related financial services. The shares of BEA are listed on the Stock Exchange (stock code: 23). To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, BEA and the ultimate beneficial owners of BEA are Independent Third Parties.

## **REASONS FOR AND BENEFITS OF THE PROPOSED ACQUISITION AND THE FINANCE LEASE**

The Company is an investment holding company and the Group is principally engaged in providing printing services to customers in Hong Kong. The printing services of the Group include offset printing, ink-jet printing and toner-based digital printing. Generally, offset printing offers consistently high image quality for products and is relatively cost-efficient for large volume print orders. As pre-press setting and plate-making are required for offset printing, it may not be as economical or time efficient for low volume or urgent printing orders as compared to digital printing. Digital printing provides solutions for low volume printing and allows for more flexibility since texts and images can be changed from one copy to the next without stopping or slowing the printing process. In view of recent change in printing volume per order and the increasing customers' demand on the printing quality and shorter delivery time, the Company considers that expansion of the Group's digital printing services might fit the business needs of the Group and the types, features and specification of machinery which the Group possesses are crucial factors to maintain its edge in, among others, production capability and efficiency as well as cost efficiency and support the Group's long term development.

The Machinery to be acquired pursuant to the Acquisition Agreement comprise two sets of four-colour digital inkjet printing machine manufactured by Fujifilm (model: Jet Press 750S) accompanied with servers and Fujifilm XMF Workflow system which enhance printing management for higher efficiency and consistency. Each of Jet Press 750S has a high productivity of 3600 B2 sheets per hour and resolution up to 1200 x 1200 dot per inch (dpi).

As disclosed in the announcement of the Company dated 18 April 2023, the performance of the Group's traditional printing business in the past years was unsatisfactory and the Board has decided to optimise the Group's production in Hong Kong to cope with the current challenging operating environment. The Company believes that by investing in advanced printing machinery with forefront of technology, the Company could further undertake the production process on its own and maintain its competitiveness by offering more printing options to meet customers' needs and the industry trend on technological advancement.

The Company intends to obtain bank financing for the Proposed Acquisition in order to retain more capital for its daily operation and business development when opportunities arise. Hence, it is intended that out of the Consideration of HK\$18,700,000, the Deposit of HK\$1,870,000 will be funded by internal resources of the Group whilst the balance of HK\$16,830,000 will be financed by BEA pursuant to the Hire Purchase Agreement.

Therefore, the Board (other than the independent non-executive Directors whose view will be set out in the circular of the Company in relation to the Proposed Acquisition to be despatched to the Shareholders) considers that the Proposed Acquisition, the Finance Lease and the terms of the Acquisition Agreement and the Hire Purchase Agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

Pursuant to HKFRS 16, the entering into of the Acquisition Agreement and the Hire Purchase Agreement will require the Group to recognise a right-of-use asset. It is expected that the value of right-of-use asset to be recognised by the Group would be approximately HK\$18.8 million under the Acquisition Agreement and the Hire Purchase Agreement calculated based on a discount rate of 6.81667% per annum (i.e. the one month HIBOR of 4.31667% as at the date of this announcement plus 2.50%) assuming that there will be no change in such HIBOR during the lease term.

As the highest applicable percentage ratio in respect of the Proposed Acquisition (after taking into account the Finance Lease) exceeds 25% but is less than 100%, the Proposed Acquisition constitutes a major transaction and is subject to the reporting, announcement and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

Although the Vendor, Mr. Zhang, the Foreign Trade Agent and Mr. Li are not associate of Mr. Lam under the GEM Listing Rules and Mr. Lam does not have any existing or proposed agreement, arrangement, understanding or undertaking with the aforesaid parties in relation to the Proposed Acquisition under Rule 20.18(1) of the GEM Listing Rules, for the avoidance of potential conflict of interests in view of Mr. Lam's association with Mr. Zhang and Mr. Li (please refer to the paragraph headed "Information on the parties" above for details), (i) Mr. Lam has voluntarily abstained from voting on the relevant resolutions of the Board; (ii) New Metro (being a controlling shareholder of the Company and a company beneficially wholly owned by Mr. Lam) also intends to voluntarily abstain from voting on the relevant resolution(s) at the EGM; and (iii) the Board has decided to take a more stringent corporate governance approach and the Company will fulfil the connected transaction requirements under Chapter 20 of the GEM Listing Rules, i.e. circular (including independent financial advice) and Independent Shareholders' approval requirements.

As at the date of this announcement, (i) New Metro (a company beneficially wholly owned by Mr. Lam, the chairman of the Board and the executive Director) is interested in 354,659,000 Shares, representing approximately 35.54% of the total issued capital of the Company; (ii) Mr. Chau is interested in 41,366,000 Shares, representing approximately 4.14% of the total issued capital of the Company; and (iii) Mr. Hsu is interested in 110,500,000 Shares, representing approximately 11.07% of the total issued capital of the Company. Given Mr. Chau and Mr. Hsu are both parties acting in concert with Mr. Lam and New Metro pursuant to the Deed of Acting in Concert Undertaking, they will also voluntarily abstain from voting on the relevant resolution(s) at the EGM approving the Acquisition Agreement, the Hire Purchase Agreement and the transactions contemplated thereunder. Both Mr. Chau and Mr. Hsu have also voluntarily abstained from voting on the relevant resolutions of the Board.

Save as disclosed above and to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Shareholder has or is deemed to have a material interest in the Proposed Acquisition, the Finance Lease and the transactions contemplated thereunder and therefore, no other Shareholder is required to abstain from voting at the EGM for the relevant resolution(s).

A circular containing, inter alia, further information on the Acquisition Agreement, the Hire Purchase Agreement and the transactions contemplated thereunder, a letter from the Independent Board Committee, a letter of advice from an independent financial adviser, and a notice convening the EGM to approve the Acquisition Agreement, the Hire Purchase Agreement and the transactions contemplated thereunder will be despatched to the Shareholders on or before 2 June 2023 in accordance with the GEM Listing Rules.

**Shareholders and potential investors of the Company should note that the Proposed Acquisition and the Finance Lease are subject to the fulfilment of the conditions under the Acquisition Agreement. As the Proposed Acquisition and the Finance Lease may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.**

## DEFINITIONS

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

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| “Acquisition Agreement” | the conditional agreement entered into among the Purchaser, the Vendor and the Foreign Trade Agent on 16 May 2023 (after trading hours) for the Proposed Acquisition   |
| “acting in concert”     | has the meaning ascribed to it under the Hong Kong Code on Takeovers and Mergers   |
| “BEA”                   | The Bank of East Asia, Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (stock code: 23)  |
| “Board”                 | the board of Directors   |
| “Business Day”          | any day (excluding a Saturday, Sunday, public holiday and any day on which “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licenced banks are generally open for business in Hong Kong during normal working hours |
| “close associate(s)”    | has the meaning ascribed to it under the GEM Listing Rules   |
| “Company”               | Universe Printshop Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM of the Stock Exchange (stock code: 8448)   |
| “Completion”            | the completion of the Proposed Acquisition in accordance with the terms and conditions of the Acquisition Agreement  |
| “connected person(s)”   | has the meaning ascribed to it under the GEM Listing Rules   |
| “Consideration”         | the consideration for the sale and purchase of the Machinery pursuant to the Acquisition Agreement   |

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| “controlling shareholder(s)”            | has the meaning ascribed to it under the GEM Listing Rules  |
| “Deed of Acting in Concert Undertaking” | the deed of acting in concert undertaking dated 4 April 2022 entered into among New Metro, Mr. Lam, Mr. Chau and Mr. Hsu  |
| “Director(s)”                           | the director(s) of the Company  |
| “EGM”                                   | an extraordinary general meeting of the Company to be convened and held for the purposes of, among other matters, considering and, if thought fit, approving the Acquisition Agreement, the Hire Purchase Agreement and the transactions contemplated thereunder  |
| “Finance Lease”                         | the proposed finance lease arrangement between the Purchaser (as hirer), BEA (as owner) and the Company (as guarantor) in relation to the hire purchase of the Machinery  |
| “Foreign Trade Agent”                   | 重慶保晟國際貿易有限公司 (transliterated as Chongqing Polysun International Trade Co., Ltd. for identification purposes), a limited liability company established under the laws of the PRC   |
| “GEM”                                   | GEM operated by the Stock Exchange  |
| “GEM Listing Rules”                     | the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited   |
| “Group”                                 | the Company and its subsidiaries  |
| “HIBOR”                                 | the Hong Kong Interbank Offered Rate  |
| “Hire Purchase Agreement”               | the agreement between the Purchaser and BEA in relation to the financing arrangement for the Proposed Acquisition, together with a guarantee to be executed by the Company for due and prompt payment, performance and discharge by the Purchaser of all its obligations under and compliance with all provisions of the Hire Purchase Agreement, which are expected to be entered into as soon as practicable upon the obtainment of Independent Shareholders’ approval on the Proposed Acquisition at the EGM |

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| “HKFRS”                            | Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants  |
| “HK\$”                             | Hong Kong dollar, the lawful currency of Hong Kong   |
| “Hong Kong”                        | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Independent Board Committee”      | the independent board committee of the Board comprising all independent non-executive Directors, which has been established to advise the Independent Shareholders in respect of the Acquisition Agreement and the transactions contemplated thereunder  |
| “Independent Shareholder(s)”       | Shareholders of the Company other than New Metro, Mr. Chau and Mr. Hsu and those who are required to abstain from voting at the EGM under the GEM Listing Rules  |
| “Independent Third Party(ies)”     | any person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best knowledge, information and belief of the Directors, having made all reasonable enquiries, is/are not connected with, and are third parties independent of, the Company and its connected persons (as defined in the GEM Listing Rules) |
| “Machinery”                        | two sets of FUJIFILM four-colour digital inkjet printing machine (model Jet Press 750S) as specified under the Acquisition Agreement   |
| “Mr. Chau” or “Mr. Chau Man Keung” | Mr. Chau Man Keung, an executive Director  |
| “Mr. Hsu” or “Mr. Hsu Ching Loi”   | Mr. Hsu Ching Loi, an executive Director   |
| “Mr. Lam” or “Mr. Lam Shing Tai”   | Mr. Lam Shing Tai, an executive Director, the chairman of the Board  |
| “New Metro”                        | New Metro Inc., a company incorporated in the British Virgin Islands with limited liability, which is wholly owned by Mr. Lam  |
| “percentage ratios”                | has the meaning ascribed to it under the GEM Listing Rules   |

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| “PRC”                  | the People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan               |
| “Proposed Acquisition” | the proposed acquisition of the Machinery under the Acquisition Agreement   |
| “Purchaser”            | Universe Printing Holdings Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company                 |
| “Share(s)”             | ordinary share(s) of HK\$0.01 each in the share capital of the Company  |
| “Shareholder(s)”       | holder(s) of the Share(s)   |
| “Stock Exchange”       | The Stock Exchange of Hong Kong Limited   |
| “Vendor”               | 素位科技(深圳)有限公司 (transliterated as Suwei Technology (Shenzhen) Co., Ltd. for identification purposes), a limited liability company established under the laws of the PRC |
| “%”                    | per cent.   |

By order of the Board  
**UNIVERSE PRINTSHOP HOLDINGS LIMITED**  
**Lam Shing Tai**  
*Chairman and Executive Director*

Hong Kong, 16 May 2023

*As at the date of this announcement, the executive Directors are Mr. Lam Shing Tai, Mr. Chau Man Keung and Mr. Hsu Ching Loi and the independent non-executive Directors are Mr. Wong Chun Kwok, Mr. Ho Kar Ming and Ms. So Shuk Wan.*

*This announcement, 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 announcement 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 announcement misleading.*

*This announcement will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page for at least 7 days from the date of its posting. This announcement will also be published and remains on the website of the Company at [www.uprintshop.hk](http://www.uprintshop.hk).*