
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 Workshop A1, Ground Floor, Tsing Yi Industrial Centre Phase 1, No. 1 to 33 Cheung Tat Road, Tsing Yi, New Territories, Hong Kong on Tuesday, 19 September 2023 at 11:00 a.m. is set out on pages 20 to 24 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 11:00 a.m. on Sunday, 17 September 2023, 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 website of the Stock Exchange at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and on the Company's website at www.uprintshop.hk.

25 August 2023

CHARACTERISTICS OF GEM

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 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.

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 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 Workshop A1, Ground Floor, Tsing Yi Industrial Centre Phase 1, No. 1 to 33 Cheung Tat Road, Tsing Yi, New Territories, Hong Kong on Tuesday, 19 September 2023 at 11:00 a.m., the notice of which is set out on pages 20 to 24 of this circular, or any adjourned meeting thereof;
“Articles of Association”	the articles of association of the Company as amended and restated, supplemented or modified from time to time;
“Board”	the board of Directors;
“close associates”	has the meaning ascribed to it under the GEM Listing Rules;
“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);
“controlling shareholder”	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)”	director(s) of the Company;
“Extension Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to extend the Issue Mandate by an amount representing the number of issued Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate;
“GEM”	GEM of the Stock Exchange;

DEFINITIONS

“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 unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the number of issued Shares as at the date of passing of the relevant resolution granting such mandate;
“Latest Practicable Date”	21 August 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular;
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the number of issued Shares 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;
“substantial shareholder”	has the meaning ascribed to it under the GEM Listing Rules;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong;

DEFINITIONS

“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. LAM Shing Tai (*Chairman and Chief Executive Officer*)

Ms. Li Shuang

Mr. Kao Jung

Mr. Yip Chi Man

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. WONG Chun Kwok

Mr. HO Kar Ming

Ms. SO Shuk Wan

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

Shop B3, G/F, Block 3

Kwun Tong Industrial Centre

448-458 Kwun Tong Road

Kwun Tong, Hong Kong

25 August 2023

To the Shareholders

Dear Sir or Madam,

**(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**

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 the Extension Mandate and the re-election of the retiring Directors.

A notice convening the AGM setting out the details of the resolutions to be proposed at the AGM is set out on pages 20 to 24 of this circular.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES AND EXTENSION MANDATE

At the annual general meeting of the Company held on 6 September 2022, the Directors were granted a general unconditional mandate to allot, issue and deal with new Shares with the aggregate nominal value not exceeding 20% of the number of issued Shares on the date of passing the relevant resolutions. As at the date of the aforesaid annual general meeting, 900,000,000 Shares were in issue and accordingly, a maximum of 180,000,000 Shares were authorised to be issued under the existing general mandate. During the period from the annual general meeting held on 6 September 2022 to the Latest Practicable Date, 98,000,000 Shares were issued by the Company pursuant to the existing general mandate on 3 May 2023. Further information on the new issue were disclosed in the Company's announcements dated 19 April 2023 and 3 May 2023. The existing general mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to give the Directors a general unconditional mandate to allot, issue and deal with new Shares with the aggregate nominal value not exceeding 20% of the number of issued Shares on the date of passing the relevant resolutions. Such general mandate, if granted at the AGM, 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 of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (c) when varied, revoked or renewed by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

Assuming that no Shares will be issued or repurchased by the Company subsequent to the Latest Practicable Date up to the date of the AGM, the Shares in issue as at the date of the AGM will be 998,000,000 Shares. Subject to the approval of the Shareholders for the grant of the Issue Mandate, the Directors will be authorised to issue and allot a maximum of 199,600,000 Shares (not taking into account the extension of the Issue Mandate to add the number of Shares to be repurchased by the Company under the Repurchase Mandate) if the Issue Mandate is granted.

If the Issue Mandate is granted together with the Repurchase Mandate, a separate ordinary resolution will be proposed to increase the number of issued Shares which may be issued and allotted under the Issue Mandate by the aggregate number of Shares repurchased by the Company under the Repurchase Mandate. The Company does not have any present intention to exercise the Issue Mandate (if granted at the AGM).

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 6 September 2022, the Directors were granted a general unconditional mandate to repurchase Shares with the number not exceeding 10% of the number of issued Shares. As at the date of the aforesaid annual general meeting, 900,000,000 Shares were in issue and accordingly, a maximum of 90,000,000 Shares were authorised to be repurchased under the existing general mandate. Such mandate had not been utilised as at the Latest Practicable Date and will lapse at the conclusion of the AGM (assuming such mandate remains unutilised up to the date of the AGM).

An ordinary resolution will be proposed at the AGM to give the Directors a general unconditional mandate to repurchase Shares with the number not exceeding 10% of the number of issued Shares on the date of passing the relevant resolutions. Such general mandate, if granted at the AGM, 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 of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (c) when varied, revoked or renewed by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

Assuming that no Shares will be issued or repurchased by the Company subsequent to the Latest Practicable Date up to the date of the AGM, the Shares in issue as at the date of the AGM will be 998,000,000 Shares. Subject to the approval of the Shareholders for the grant of the Repurchase Mandate, the Company will be authorised to repurchase up to a maximum of 99,800,000 Shares under the Repurchase Mandate if granted.

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.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 83 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting of members of the Company after his/her appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election. Accordingly, ordinary resolutions will be proposed at the AGM to re-elect Ms. Li Shuang, Mr. Kao Jung and Mr. Yip Chi Man as executive Directors in accordance with the Articles of Association.

In accordance with Article 84 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Wong Chun Kwok, Mr. Ho Kar Ming and Ms. So Shuk Wan, all being independent non-executive Directors, shall retire from office at the AGM and, being eligible, offer themselves for re-election.

Mr. Wong Chun Kwok, Mr. Ho Kar Ming and Ms. So Shuk Wan, serving as independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 5.09 of the GEM Listing Rules. The nomination committee of the Board and the Board considered that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the GEM Listing Rules.

The nomination committee of the Board has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the character, professional qualifications, skills, knowledge and experience that are relevant to the Company's business of the retiring Directors with reference to the nomination principles and criteria set out in the Company's nomination policy and Board diversity policy along with the Company's corporate strategy. The Board recommended the re-election of all the retiring Directors.

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

AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at 11:00 a.m. on Tuesday, 19 September 2023 at Workshop A1, Ground Floor, Tsing Yi Industrial Centre Phase 1, No. 1 to 33 Cheung Tat Road, Tsing Yi, New Territories, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions as stated therein is set out on pages 20 to 24 of this circular.

LETTER FROM THE BOARD

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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 11:00 a.m. on Sunday, 17 September 2023, 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 of Association.

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 Thursday, 14 September 2023 to Tuesday, 19 September 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 13 September 2023 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 Mandate and re-election of the 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

Lam Shing Tai

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 998,000,000 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 after the Latest Practicable Date and 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 99,800,000 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 per Share 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 of Association to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Companies Act 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 than 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 of Association and subject to the Companies Act 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 of Association and subject to the Companies Act 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 2023) 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 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 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 of Association.

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.

APPENDIX I**EXPLANATORY STATEMENT ON THE
REPURCHASE MANDATE**

If the Repurchase Mandate is 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	Capacity/Nature of Interest	Number of Shares/ underlying shares held	Approximate percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Lam Shing Tai	Interest in controlled corporation (<i>Note 1</i>)	354,659,000	35.54%	39.48%
	Interest held jointly with another person (<i>Note 2</i>)	151,866,000	15.21%	16.91%
New Metro Inc.	Beneficial owner	354,659,000	35.54%	39.48%
	Interest held jointly with another person (<i>Note 2</i>)	151,866,000	15.21%	16.91%
Ms. Fung Chi Kuen	Interest of spouse (<i>Note 3</i>)	506,525,000	50.75%	56.39%
Mr. Chau Man Keung	Beneficial owner	41,366,000	4.14%	4.60%
	Interest held jointly with another person (<i>Note 2</i>)	465,159,000	46.61%	51.79%
Ms. Siu Man Yam	Interest of spouse (<i>Note 4</i>)	506,525,000	50.75%	56.39%
Mr. Hsu Ching Loi	Beneficial owner	110,500,000	11.07%	12.30%
	Interest held jointly with another person (<i>Note 2</i>)	396,025,000	39.68%	44.09%
Ms. Ng Lai Nga	Interest of spouse (<i>Note 5</i>)	506,525,000	50.75%	56.39%

Notes:

1. Mr. Lam Shing Tai holds 100% of the issued share capital of New Metro Inc. (“**New Metro**”) and is deemed to be interested in the 354,659,000 Shares held by New Metro under the SFO.
2. Pursuant to the deed of acting in concert undertaking dated 4 April 2022 entered into among New Metro, Mr. Lam Shing Tai (being the sole ultimate beneficial owner of New Metro), Mr. Chau Man Keung and Mr. Hsu Ching Loi (collectively the “**Concerted Controlling Shareholders**”), each of them is deemed to be interested in the Shares held by the others. As at the date of this circular, New Metro is the beneficial owner of 354,659,000 Shares, Mr. Chau Man Keung is the beneficial owner of 41,366,000 Shares and Mr. Hsu Ching Loi is the beneficial owner of 110,500,000 Shares. Accordingly, the Concerted Controlling Shareholders are each interested in 506,525,000 Shares, representing approximately 50.75% of the entire issued share capital of the Company.
3. Ms. Fung Chi Kuen is the spouse of Mr. Lam Shing Tai, an executive Director, therefore she is deemed to be interested in all the Shares in which Mr. Lam Shing Tai is interested or deemed to be interested under the SFO.
4. Ms. Siu Man Yam is the spouse of Mr. Chau Man Keung, a former executive Director who resigned with effect from 1 July 2023, therefore she is deemed to be interested in all the Shares in which Mr. Chau Man Keung is interested or deemed to be interested under the SFO.
5. Ms. Ng Lai Nga is the spouse of Mr. Hsu Ching Loi, a former executive Director who resigned with effect from 1 July 2023, therefore she is deemed to be interested in all the Shares in which Mr. Hsu Ching Loi is interested or deemed to be interested under the SFO.

As at the Latest Practicable Date, each of the Concerted Controlling Shareholders, Ms. Fung Chi Kuen, Ms. Siu Man Yam and Ms. Ng Lai Nga is deemed to be interested in 506,525,000 Shares, representing approximately 50.75% of the entire issued share capital of the Company. In the event that the Directors exercise in full the Repurchase Mandate, the interests in the Company of each of the Concerted Controlling Shareholders, Ms. Fung Chi Kuen, Ms. Siu Man Yam and Ms. Ng Lai Nga would be increased to approximately 56.39% of the total number of the issued Shares and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code. The Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no change in the total number of issued Shares after the Latest Practicable Date and up to the date of a repurchase, an exercise of the Repurchase Mandate in whole or in part will not result in the aggregate amount of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the GEM Listing Rules.

SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
August	0.062	0.054
September	0.068	0.041
October	0.049	0.030
November	0.041	0.032
December	0.043	0.035
2023		
January	0.041	0.036
February	0.037	0.031
March	0.032	0.027
April	0.038	0.026
May	0.035	0.027
June	0.033	0.028
July	0.032	0.025
August (up to the Latest Practicable Date)	0.030	0.022

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 GEM or otherwise).

GEM LISTING RULES RELATING TO REPURCHASE OF SHARES

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their shares on GEM 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.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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

Ms. Li Shuang (李爽) (“Ms. Li”), aged 53, is appointed as an executive Director with effect from 1 July 2023, primarily responsible for providing general business advice to the Group. Ms. Li has over 20 years of experience in the import and export industry and over 7 years of experience in financial leasing. Ms. Li obtained her bachelor of arts degree in French from Sichuan School of Foreign Language* (四川外語學院) (currently known as Sichuan International Studies University) in 1992. Ms. Li is currently an executive director and manager of Yihua Financial Leasing (Chongqing) Co., Ltd.* (怡華融資租賃(重慶)有限公司), and is primarily responsible for developing financing and leasing business for equipment procured by companies for revitalising enterprise assets and supporting the technological improvement of corporate entities.

Ms. Li has entered into a service contract with the Company commencing on 1 July 2023, which has no fixed term and may be terminated in accordance with the terms of his service agreement. She is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Under the service contract, Ms. Li is entitled to receive an annual remuneration of HK\$600,000 from the Company, which is determined based on her responsibilities in the Company, experience, the prevailing market rate and the remuneration policy of the Company. Ms. Li may also receive such discretionary bonus as may be determined by remuneration committee of the Board and the Board from time to time with reference to the operating results of the Group and her performance.

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

Mr. Kao Jung (高榮) (“Mr. Kao”), aged 54, is appointed as an executive Director with effect from 1 July 2023, primarily responsible for providing advice in relation to printing business. Mr. Kao has over 30 years of experience in the printing industry. He has experience in overseeing printing equipment affairs of company and leading sales of digital product equipment. Mr. Kao founded Mao Hua Enterprise Co., Ltd. (茂華實業股份有限公司) in July 2006 and has been serving as a general manager since then. Mr. Kao is currently a general manager of Home Making Creative Printing Co., Ltd. (家裡蹲創意印刷股份有限公司). Mr. Kao completed a two-year course in electronic engineering at the computing engineering department of Kuang Wu Industry Junior College (currently known as Taipei City University of Science and Technology) in 1990.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Kao has entered into a service contract with the Company commencing on 1 July 2023, which has no fixed term and may be terminated in accordance with the terms of his service agreement. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Under the service contract, Mr. Kao is entitled to receive an annual remuneration of HK\$600,000 from the Company, which is determined based on his responsibilities in the Company, experience, the prevailing market rate and the remuneration policy of the Company. Mr. Kao may also receive such discretionary bonus as may be determined by remuneration committee of the Board and the Board from time to time with reference to the operating results of the Group and his performance.

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

Mr. Yip Chi Man (葉子民) (“Mr. Yip”), aged 58, is appointed as an executive Director with effect from 1 July 2023. Mr. Yip has over 30 years of experience in the printing industry with involvements along the printing process ranging from production and product research and development to marketing. He joined the Group in April 2022 as the assistant to the chairman of the Board and the chief operating officer of the Company and is mainly responsible for the day-to-day operations of the Company. Prior to joining the Group, Mr. Yip was employed at Promise Network Printing Limited from October 2014 to August 2021 as the business development director. Mr. Yip is also a director of each of All In 1 Printing (Group) Limited, Universe Printing Holdings Limited, Print Shop Limited, Startec Colour Separation Printing Limited, Net Printshop Limited and Quick Logistics Company Limited, being subsidiaries of the Company.

Mr. Yip was directors of the following companies which were incorporated in Hong Kong immediately prior to their respective dissolutions:

Name of company	Nature of business	Means of dissolution	Reasons of dissolution	Date of dissolution
PRO-PRINT PRODUCTION PRINTING LIMITED	Providing printing related services	Deregistration	Inactive	25 July 2014
PRINT ART PRODUCTION CENTRE LIMITED	Manufacturing of banners	Deregistration	Inactive	30 January 2014

* *For identification purpose only*

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Yip confirmed that each of the above companies was solvent with no outstanding liability at the time of its dissolutions and to the best of his knowledge and understanding, the dissolutions of the above companies have not resulted in any liability or obligation to be imposed against him. Mr. Yip further confirmed that there was no wrongful act on his part leading to the dissolutions of the above companies and he is not aware of any actual or potential claim that has been or will be made against him as a result of the dissolutions of the above companies as at the date of this circular.

Mr. Yip has entered into a service contract with the Company commencing on 1 July 2023, which has no fixed term and may be terminated in accordance with the terms of his service agreement. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Under the service contract, Mr. Yip agreed to receive an annual remuneration of HK\$900,000 from the Company, which is determined based on his responsibilities in the Company, experience, the prevailing market rate and the remuneration policy of the Company. Mr. Yip may also receive such discretionary bonus as may be determined by remuneration committee of the Board and the Board from time to time with reference to the operating results of the Group and his performance.

As at the Latest Practicable Date, the spouse of Mr. Yip held 9,500,000 Shares (representing approximately 0.95% of the entire issued share capital of the Company). By virtue of Part XV of the SFO, Mr. Yip is deemed to be interested in the above-mentioned 9,500,000 Shares.

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

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Chun Kwok (“Mr. Wong”), aged 41, has over 17 years of experience in accounting and finance. Mr. Wong currently serves as a non-executive director of DW Consulting Corporation Limited, the chief financial officer of Huisen Household International Group Limited, a company listed on the Main Board of the Stock Exchange with stock code 2127 and an independent director of Datasea Inc. (NASDAQ: DTSS). He served as the financial controller from February 2017 to January 2018 and the chief financial officer from January 2018 to August 2020 of Fitness World (Group) Limited. He was a senior associate in the assurance practice of PricewaterhouseCoopers Limited (PwC) from January 2016 to January 2017. He worked at Moore Stephens Associates Limited (Hong Kong) as an audit senior associate from October 2010 to December 2015. He worked at KLC CPA Limited from October 2005 to August 2010 with his last position being a supervisor. Mr. Wong is a fellow member of Association of Chartered Certified Accountants and an affiliate member of The Society of Chinese Accountants & Auditors. Mr. Wong obtained his Bachelor of Commerce degree in Accounting from Macquarie University in Sydney, Australia in 2005.

Mr. Wong has entered into a service contract with the Company with fixed term of three years commencing from 1 July 2022 until terminated by not less than one month’s 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 of Association. Mr. Wong is entitled to the annual remuneration of HK\$144,000. Mr. Wong is also eligible to participate in the share option scheme of the Company. The emoluments of Mr. Wong are determined by the Board based on the recommendation of the remuneration committee of the Board and with regard to the prevailing market conditions, his experience and his duties and responsibilities as an independent non-executive Director and the remuneration policy of the Company.

Mr. Ho Kar Ming (“Mr. Ho”), aged 51, currently serves as the chief executive officer of Linpons Company Limited, a company established for provision of business advisory and promotion services, communication solution and language training, since September 2021 and the relationship manager of Infinity Asset Management Limited (a corporation licensed by the Securities and Futures Commission to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO) from July 2020 to May 2022. He served as the chief operating officer of Mastermind Strategy Advisors Limited, a company established for provision of business advisory services, from May 2019 to September 2021. He was a senior advisor of Di & Cooke Company Limited, a company established for provision of business advisory services and corporate planning and training, from March 2011 to March 2019. Mr. Ho obtained his Bachelor of Business degree in Banking and Finance from Queensland University of Technology in Australia in March 1995.

APPENDIX II BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Ho has entered into a service contract with the Company with fixed term of three years commencing from 1 July 2022 until terminated by not less than one month's 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 of Association. Mr. Ho is entitled to the annual remuneration of HK\$144,000. Mr. Ho is also eligible to participate in the share option scheme of the Company. The emoluments of Mr. Ho are determined by the Board based on the recommendation of the remuneration committee of the Board and with regard to the prevailing market conditions, his experience and his duties and responsibilities as an independent non-executive Director and the remuneration policy of the Company.

Ms. So Shuk Wan ("Ms. So"), aged 36, has over 10 years of experience in corporate governance. She currently serves as the Hong Kong Company Secretary of SouthGobi Resources Ltd. ("SGQ"), a mining company listed on the Main Board of the Stock Exchange with stock code 1878 and TSX Venture Exchange with stock code SGQ. Ms. So joined SGQ in February 2011 and has held various positions, including assistant company secretary before being appointed as the Hong Kong Company Secretary in January 2021. Ms. So obtained her Bachelor of Business Administration from the Bernard M. Baruch College of the City University of New York in June 2010 and a Master of Corporate Governance from the Hong Kong Polytechnic University in September 2019. Ms. So is an associate member of The Hong Kong Chartered Governance Institute, and a Certified ESG Planner of the International Chamber of Sustainable Development.

Ms. So has entered into a service contract with the Company with fixed term of three years commencing from 1 July 2022 until terminated by not less than one month's 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 of Association. Ms. So is entitled to the annual remuneration of HK\$144,000. Ms. So is also eligible to participate in the share option scheme of the Company. The emoluments of Ms. So are determined by the Board based on the recommendation of the remuneration committee of the Board and with regard to the prevailing market conditions, her experience and her duties and responsibilities as an independent non-executive Director and the remuneration policy of the Company.

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 (the “**AGM**”) of Universe Printshop Holdings Limited (the “**Company**”) will be held at Workshop A1, Ground Floor, Tsing Yi Industrial Centre Phase 1, No. 1 to 33 Cheung Tat Road, Tsing Yi, New Territories, Hong Kong on Tuesday, 19 September 2023 at 11:00 a.m. (or the adjournment thereof) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

1. to receive, consider and adopt the audited consolidated financial statements of the Company, the report of the directors of the Company (the “**Director(s)**”) and the report of the independent auditor of the Company for the year ended 31 March 2023;
2. to re-elect Ms. Li Shuang as an executive Director;
3. to re-elect Mr. Kao Jung as an executive Director;
4. to re-elect Mr. Yip Chi Man as an executive Director;
5. to re-elect Mr. Wong Chun Kwok as an independent non-executive Director;
6. to re-elect Mr. Ho Kar Ming as an independent non-executive Director;
7. to re-elect Ms. So Shuk Wan as an independent non-executive Director;
8. to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
9. to re-appoint BDO Limited as auditor of the Company and authorise the Board to fix the auditor’s remuneration;
10. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on GEM 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;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors 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);
- (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 20% of the aggregate number of issued shares of the Company as at the 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.

NOTICE OF ANNUAL GENERAL MEETING

“**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 of the Company open for a period fixed by the Directors to holders of shares of the Company 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 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).”

11. **“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 the Company of all classes and securities which carry a right to subscribe or purchase shares issued directly or indirectly by the Company on GEM 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 under the Code on Share Buy-backs approved by the Securities and Futures Commission of Hong Kong, subject to and in accordance with all applicable laws and/or the requirements of the Securities and Futures Commission of Hong Kong, the Companies Act 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 number of the shares of the Company 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 of the Company as 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:

NOTICE OF ANNUAL GENERAL MEETING

“**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.”

12. “**THAT:**

conditional upon resolutions no. 10 and no. 11 above being passed (with or without amendments), the general and unconditional mandate granted to the Directors 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. 10 above be and is hereby extended by the addition thereto an amount of shares representing the aggregate number of shares of the Company purchased or repurchased by the Company pursuant to the authority granted to the Directors under resolution no. 11 above, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution.”

By order of the Board
Universe Printshop Holdings Limited
Lam Shing Tai
Chairman and Executive Director

Hong Kong, 25 August 2023

*Head office and principal place of
business in Hong Kong:*
Shop B3, G/F, Block 3
Kwun Tong Industrial Centre
448-458 Kwun Tong Road
Kwun Tong, Hong Kong

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating purely 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 the Stock Exchange 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 11:00 a.m. on Sunday, 17 September 2023, Hong Kong time) or any adjournment thereof.
4. An explanatory statement containing further details regarding resolution no. 11 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, 14 September 2023 to Tuesday, 19 September 2023 (both days inclusive), during which period no transfer of shares of the Company 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 in Hong Kong no later than 4:30 p.m. on Wednesday, 13 September 2023 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. Lam Shing Tai, Ms. Li Shuang, Mr. Kao Jung and Mr. Yip Chi Man and the independent non-executive Directors are Mr. Wong Chun Kwok, Mr. Ho Kar Ming and Ms. So Shuk Wan.