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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)

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO

(1) PROPOSED SHARE CONSOLIDATION;

(2) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;

(3) PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TWO (2) CONSOLIDATED SHARES HELD ON THE RECORD DATE ON FULLY UNDERWRITTEN BASIS;

(4) CONNECTED TRANSACTION IN RELATION TO THE UNDERWRITING AGREEMENT AND THE SUPPLEMENTAL RIGHTS AGREEMENTS;

(5) APPLICATION FOR WHITEWASH WAIVER;

AND

(6) DELAY IN DESPATCH OF CIRCULAR

Reference is made to the Announcements of Universe Printshop Holdings Limited (the “**Company**”) in relation to, among other things, the Share Consolidation, the Increase in Authorised Share Capital, the Rights Issue and the Whitewash Waiver. Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the Announcements. As disclosed in the Announcements, a circular (the “**Circular**”) containing, among other matters, (i) further details of the Increase in Authorised Share Capital, the Share Consolidation, the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreements), the Underwriting Agreement (as amended and supplemented by the Supplemental Rights Agreements) and the Whitewash Waiver; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Rights Issue, the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreements), the Underwriting Agreement (as amended and supplemented by the Supplemental Rights Agreements) and the Whitewash Waiver; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Rights Issue, the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreements), the Underwriting Agreement (as amended and supplemented by the Supplemental Rights Agreements) and the Whitewash Waiver; and (iv) a notice of the EGM, is expected to be despatched on or before 7 November 2023 (i.e. no later than 21 days after the date of the Second Supplemental Announcement pursuant to Rule 8.2 of the Takeovers Code).

As additional time is required to prepare and finalise certain information to be contained in the Circular (including but not limited to certain financial information of the Group), an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to extend the deadline for the despatch of the Circular, and the Executive has indicated that it is minded to grant its consent to extend the deadline for the despatch of the Circular to the Shareholders to 16 November 2023.

In light of the updates to the timetable of the Increase in Authorised Share Capital, the Share Consolidation, the Rights Issue and the Placing (which is set out in the section headed “Updated Expected Timetable of the Increase in Authorised Share Capital, the Share Consolidation, the Rights Issue and the Placing” below in this announcement), on 3 November 2023 (after trading hours), (i) the Company entered into the Third Supplemental Rights Agreement with New Metro to amend and supplement certain terms and conditions of the Underwriting Agreement (as amended and supplemented by the First Supplemental Rights Agreement and the Second Supplemental Rights Agreement); and (ii) the Company entered into the Second Supplemental Placing Agreement with the Placing Agent to amend and supplement certain terms and conditions of the Placing Agreement (as amended and supplemented by the First Supplemental Placing Agreement). The amendments and supplements to the aforesaid agreements are as follows:

Conditions of the Rights Issue

The Company sets out below updated conditions for the Rights Issue pursuant to the Third Supplemental Rights Agreement:

- (i) the passing of all necessary ordinary resolutions to be proposed at the EGM for the transactions contemplated thereunder (including but not limited to the Rights Issue, the Placing Agreement, the Supplemental Placing Agreements, the Underwriting Agreement and the Supplemental Rights Agreements) by the Independent Shareholders;
- (ii) the passing of the special resolution to be proposed at the EGM for the Whitewash Waiver by at least 75% of the votes cast by the Independent Shareholders;
- (iii) the Executive granting the Whitewash Waiver to New Metro and the satisfaction of all conditions (if any) attached to the Whitewash Waiver granted;
- (iv) the Increase in Authorised Share Capital and the Share Consolidation having become effective;
- (v) the issue by the Stock Exchange of a certificate authorising the registration of, and the registration with the Registrar of Companies in Hong Kong, respectively, of one copy of each of the Prospectus Documents not later than the Prospectus Posting Date and otherwise in compliance with the GEM Listing Rules and the Companies (WUMP) Ordinance;

- (vi) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus with Overseas Letter bearing a “For Information Only” stamp to the Non-Qualifying Shareholders, if any, for information purpose only on or before the Prospectus Posting Date;
- (vii) the GEM Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully paid forms (by no later than the first day of their dealings);
- (viii) the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreements) not having been terminated in accordance with the provisions thereof, including force majeure events;
- (ix) the obligations of New Metro becoming unconditional and the Underwriting Agreement (as amended and supplemented by the Supplemental Rights Agreements) not having been terminated in accordance with the provisions thereof, including force majeure events;
- (x) the compliance with and performance of all the undertakings and obligations under the Irrevocable Undertakings; and
- (xi) the compliance with any other mandatory requirements under the applicable laws and regulations of Hong Kong and the Cayman Islands.

The above conditions are incapable of being waived. If the above conditions are not satisfied in whole or in part by the Latest Time for Termination (or such other time stipulated above), the Underwriting Agreement (as amended and supplemented by the Supplemental Rights Agreements) shall be terminated and (save in respect of any provisions relating to, among other matters, notices and governing law and any rights or obligations which may accrue under the Underwriting Agreement (as amended and supplemented by the Supplemental Rights Agreements) prior to such termination) no party will have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches, and the Rights Issue will not proceed. The Company shall use all reasonable endeavours to procure the fulfilment of all the above conditions by the Latest Time for Termination (or such other time stipulated above).

Conditions of the Placing

The Company sets out below updated conditions for the Placing pursuant to the Second Supplemental Placing Agreement:

- (i) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares, including the Placing Shares, in their nil-paid and fully paid forms (subject to customary conditions) and such approval not having been withdrawn or revoked;

- (ii) approval of the Rights Issue by the Independent Shareholders at the EGM;
- (iii) the passing of the special resolution to be proposed at the EGM for the Whitewash Waiver by at least 75% of the votes cast by the Independent Shareholders;
- (iv) the Executive granting the Whitewash Waiver to New Metro and the satisfaction of all conditions (if any) attached to the Whitewash Waiver granted;
- (v) none of the representations, warranties or undertakings contained in the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreements) being or having become untrue, inaccurate or misleading in any material respect at any time before the completion, and no fact or circumstance having arisen and nothing having been done or omitted to be done which would render any of such undertakings, representations or warranties untrue or inaccurate in any material respect if it was repeated as at the time of completion of the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreements); and
- (vi) the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreements) not having been terminated in accordance with the provisions thereof.

The Placing Agent may, in its absolute discretion, waive the fulfilment of all or any part of the conditions (other than those set out in paragraphs (i) to (iv) above) by notice in writing to the Company.

Completion of the Placing

Subject to the fulfilment of conditions of the Placing as set out in the paragraph headed “Conditions of the Placing” above, the completion of the Placing is expected to take place on the Placing Long Stop Date (i.e. 5:00 p.m. on Wednesday, 17 January 2024) or such later date as the Company may announce.

UPDATED EXPECTED TIMETABLE OF THE INCREASE IN AUTHORISED SHARE CAPITAL, THE SHARE CONSOLIDATION, THE RIGHTS ISSUE AND THE PLACING

The updated expected timetable for the Increase in Authorised Share Capital, the Share Consolidation, the Rights Issue and the Placing is set out below:

Event	Timeline
Latest time for lodging transfer documents of the Shares to qualify for attendance and voting at the EGM	4:30 p.m. on Thursday, 30 November 2023

Event	Timeline
Closure of register of members of the Company to determine entitlement to attend and vote at the EGM	Friday, 1 December 2023 to Thursday, 7 December 2023 (both days inclusive)
Latest time for lodging proxy forms for the EGM	11:00 a.m. on Tuesday, 5 December 2023
Record date for attending and voting at the EGM	Thursday, 7 December 2023
EGM.	11:00 a.m. on Thursday, 7 December 2023
Announcement of poll results of the EGM.	Thursday, 7 December 2023
 The following events are conditional on the fulfilment of the condition(s) for the implementation of the Increase in Authorised Share Capital, the Share Consolidation, the Rights Issue and the Placing	
Effective Date of the Increase in Authorised Share Capital	Thursday, 7 December 2023 (the Increase in Authorised Share Capital will become effective at the time when the relevant ordinary resolution is passed by the Shareholders at the EGM)
Re-opening of the register of members of the Company	Friday, 8 December 2023
Effective date of the Share Consolidation	Monday, 11 December 2023
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Monday, 11 December 2023
Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes.	9:00 a.m. on Monday, 11 December 2023
Temporary counter for trading in the Consolidated Shares in board lots of 4,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Monday, 11 December 2023

Event	Timeline
First day for free exchange of existing share certificates for the Existing Shares into new share certificates for the Consolidated Shares	Monday, 11 December 2023
Last day of dealings in the Consolidated Shares on a cum-entitlement basis of the Rights Issue	Monday, 11 December 2023
First day of dealings in the Consolidated Shares on an ex-entitlement basis of the Rights Issue	Tuesday, 12 December 2023
Latest time for lodging transfer documents of the Consolidated Shares to qualify for the Rights Issue.	4:30 p.m. on Wednesday, 13 December 2023
Closure of register of members of the Company to determine the entitlements to the Rights Issue	Thursday, 14 December 2023 to Wednesday, 20 December 2023 (both days inclusive)
Record Date for determining entitlements to the Rights Issue	Wednesday, 20 December 2023
Re-opening of the register of members of the Company	Thursday, 21 December 2023
Despatch of the Prospectus Documents (including the Prospectus and the PALs; in the case of the Non-Qualifying Shareholders, the Prospectus with the Overseas Letter only).	Thursday, 21 December 2023
First day of dealings in nil-paid Rights Shares	Wednesday, 27 December 2023
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Wednesday, 27 December 2023
Original counter for trading in the Consolidated Shares in board lots of 20,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Wednesday, 27 December 2023

Event	Timeline
Parallel trading in the Consolidated Shares (in the form of both existing share certificates in board lots of 4,000 Consolidated Shares and new share certificates in board lots of 20,000 Consolidated Shares) commences	9:00 a.m. on Wednesday, 27 December 2023
Latest time for splitting of the PAL(s).	4:30 p.m. on Friday, 29 December 2023
Last day of dealings in nil-paid Rights Shares	Thursday, 4 January 2024
Latest time for acceptance of, and payment for, the Rights Shares	4:00 p.m. on Tuesday, 9 January 2024
Announcement of the number of the Untaken Shares and NQS Unsold Rights Shares subject to the Placing	Thursday, 11 January 2024
Commencement of the Placing (if there are any Untaken Shares and NQS Unsold Rights Shares available)	Friday, 12 January 2024
Placing End Date for placing the Placing Shares	5:00 p.m. on Tuesday, 16 January 2024
Designated broker ceases to provide matching services for odd lots of the Consolidated Shares.	4:00 p.m. on Wednesday, 17 January 2024
Temporary counter for trading in the Consolidated Shares in board lots of 4,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Wednesday, 17 January 2024
Parallel trading in the Consolidated Shares (in the form of both existing share certificates in board lots of 4,000 Consolidated Shares and new share certificates in board lots of 20,000 Consolidated Shares) ends.	4:10 p.m. on Wednesday, 17 January 2024

Event**Timeline**

Latest time to terminate the Underwriting Agreement (as amended and supplemented by the Supplemental Rights Agreements) and for the Rights Issue to become unconditional.	5:00 p.m. on Wednesday, 17 January 2024
Last time for free exchange of existing share certificates for the Existing Shares into new share certificates for the Consolidated Shares	4:30 p.m. on Friday, 19 January 2024
Announcement of results of the Rights Issue	Tuesday, 23 January 2024
Share certificates for the Rights Shares and refund cheques, if the Rights Issue is terminated, to be despatched	Wednesday, 24 January 2024
First day of dealings in the fully-paid Rights Shares	Thursday, 25 January 2024
Payment of Net Gain to relevant No Action Shareholders and Non-Qualifying Shareholders and net proceeds from the sale of nil-paid Rights Shares to the relevant Non-Qualifying Shareholders (if any)	Thursday, 8 February 2024

All updated time and dates specified in this announcement refer to Hong Kong local time and dates. Dates or deadlines specified in this announcement are indicative only and may be varied by the Company, the Placing Agent and New Metro. Further announcement(s) will be made by the Company when the Circular is despatched or if there is any change to the above expected timetable.

Save as disclosed in this announcement, all other information and contents set out in the Announcements remain unchanged.

DEFINITIONS

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

“Announcements”	the Initial Announcement, the First Supplemental Announcement and the Second Supplemental Announcement
“EGM”	an extraordinary general meeting of the Company to be convened and held on Thursday, 7 December 2023 at 11:00 a.m. for the purposes of, among other matters, considering and, if thought fit, approving the Increase in Authorised Share Capital, the Share Consolidation, the Rights Issue, the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreements), the Underwriting Agreement (as amended and supplemented by the Supplemental Rights Agreements) and the transactions contemplated thereunder, and the Whitewash Waiver
“First Supplemental Placing Agreement”	a supplemental placing agreement dated 19 October 2023 entered into between the Company and the Placing Agent to amend and supplement certain terms and conditions of the Placing Agreement
“Latest Time for Termination”	5:00 p.m. on Wednesday, 17 January 2024 or such later time or date as may be agreed between New Metro and the Company, being the latest time to terminate the Underwriting Agreement (as amended and supplemented by the Supplemental Rights Agreements)
“Prospectus Posting Date”	Thursday, 21 December 2023 or such other date as may be agreed between the Company and New Metro, being the date of despatch of the Prospectus Documents
“Second Supplemental Announcement”	a supplemental announcement of the Company dated 19 October 2023 in relation to, among other things, the Rights Issue, the Placing and the Whitewash Waiver
“Second Supplemental Placing Agreement”	a supplemental placing agreement dated 3 November 2023 entered into between the Company and the Placing Agent to amend and supplement certain terms and conditions of the Placing Agreement and the First Supplemental Placing Agreement

“Supplemental Placing Agreements”	the First Supplemental Placing Agreement and the Second Supplemental Placing Agreement
“Supplemental Rights Agreements”	the First Supplemental Rights Agreement, the Second Supplemental Rights Agreement and the Third Supplemental Rights Agreement
“Third Supplemental Rights Agreement”	a supplemental underwriting agreement dated 3 November 2023 entered into between the Company and New Metro to amend and supplement certain terms and conditions of the Underwriting Agreement, the First Supplemental Rights Agreement and the Second Supplemental Rights Agreement

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

Hong Kong, 3 November 2023

As at the date of this announcement, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement 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. This announcement will also be published and remains on the website of the Company at www.uprintshop.hk.