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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)

DESPATCH OF CIRCULAR 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;

AND

(5) APPLICATION FOR WHITEWASH WAIVER

Reference is made to the Announcements and the circular (the “**Circular**”) of Universe Printshop Holdings Limited (the “**Company**”) dated 30 November 2023 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 Circular.

The Board wishes to announce that the Circular containing, among other matters, (i) details of 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 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, has been despatched to the Shareholders on 30 November 2023.

The EGM will be held at 11:00 a.m. on Thursday, 21 December 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, details of which are set out in the notice of the EGM despatched to the Shareholders on 30 November 2023.

WARNING OF THE RISKS OF DEALING IN SHARES, THE CONSOLIDATED SHARES AND/OR THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon the satisfaction of the conditions as set out in the paragraph headed “Conditions of the Share Consolidation” in the Circular. Accordingly, the Share Consolidation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities, the Consolidated Shares and/or nil-paid Rights Shares of the Company. If they are in doubt, they should consult their professional advisers.

The Rights Issue is subject to the fulfilment of conditions including, among other things, the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreements) and the Underwriting Agreement (as amended and supplemented by the Supplemental Rights Agreements) becoming unconditional and not being terminated in accordance with its terms, the granting of the Whitewash Waiver by the Executive and the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. If these conditions are not fulfilled, the Rights Issue will not proceed, in which case a further announcement will be made by the Company at the relevant time.

Shareholders should note that the Shares will be dealt in on an ex-rights basis commencing from Thursday, 28 December 2023 and that dealing in the Shares will take place while the conditions to which the Underwriting Agreement (as amended and supplemented by the Supplemental Rights Agreements) are subject remain unfulfilled.

Any Shareholder or other person dealing in the Shares up to the date on which all conditions to which the Rights Issue is subject are fulfilled (which is expected to be on 5:00 p.m. on Wednesday, 31 January 2024), will accordingly bear the risk that the Rights Issue cannot become unconditional and may not proceed. Any Shareholder or other person contemplating any dealings in the Shares and/or nil-paid Rights Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional advisers.

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

Hong Kong, 30 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.