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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) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING; (2) INCREASE IN AUTHORISED SHARE CAPITAL BECOMING EFFECTIVE; AND (3) GRANT OF THE WHITEWASH WAIVER

Reference is made to the circular (the “**Circular**”) and notice of extraordinary general meeting (the “**EGM Notice**”) 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.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the resolutions as set out in the EGM Notice to approve (i) the Share Consolidation and the Increase in Authorised Share Capital were duly passed by the Shareholders; and (ii) the Rights Issue, the Underwriting Agreement, the Supplemental Rights Agreements, the Placing Agreement, the Supplemental Placing Agreements, the Whitewash Waiver and the transactions contemplated thereunder were duly passed by the Independent Shareholders by way of poll at the EGM held on Thursday, 21 December 2023.

The poll results taken in respect of the resolutions proposed at the EGM are set out as follows:

ORDINARY RESOLUTIONS*		FOR	AGAINST
1.	To approve the Increase in Authorised Share Capital as set out in the EGM Notice.	508,348,600 (100%)	0 (0%)
2.	To approve the Share Consolidation as set out in the EGM Notice.	508,348,600 (100%)	0 (0%)
3.	To approve, confirm and ratify the proposed Rights Issue, the Placing Agreement, the Supplemental Placing Agreements, the Underwriting Agreement, the Supplemental Rights Agreements, and the transactions contemplated thereunder as set out in the EGM Notice.	102,823,600 (100%)	0 (0%)
SPECIAL RESOLUTION*		FOR	AGAINST
4.	To approve the Whitewash Waiver and the transactions contemplated thereunder as set out in the EGM Notice.	102,823,600 (100%)	0 (0%)

* Full text of the resolutions are set out in the EGM Notice dated 30 November 2023.

As more than 50% of the votes were cast by (i) the Shareholders in favour of each of the resolutions numbered 1 and 2 above; and (ii) the Independent Shareholders in favour of the resolution numbered 3 above, all such resolutions were duly passed as ordinary resolutions of the Company. As at least 75% of the votes were cast by the Independent Shareholders in favour of the resolution numbered 4 above, such resolution was duly passed as a special resolution of the Company.

As at the date of the EGM, (i) the total number of issued Shares was 998,000,000 Existing Shares; (ii) New Metro (the underwriter and controlling shareholder of the Company) beneficially held 354,659,000 Existing Shares (representing approximately 35.54% of the entire issued share capital of the Company); (iii) Mr. Lam (the sole ultimate beneficial owner of New Metro) is deemed to be interested in the 354,659,000 Existing Shares beneficially held by New Metro; (iv) Mr. Hsu beneficially held 110,500,000 Existing Shares (representing approximately 11.07% of the entire issued share capital of the Company); (v) Mr. Chau beneficially held 41,366,000 Existing Shares (representing approximately 4.14% of the entire issued share capital of the Company); and (vi) Ms. Au beneficially held 9,500,000 Existing Shares (representing approximately 0.95% of the entire issued share capital of the Company). Therefore, New Metro and parties acting in concert with it (i.e. Mr. Lam, Mr. Chau, Mr. Hsu and Ms. Au) were, in aggregate, interested in 516,025,000 Existing Shares, representing approximately 51.71% of the issued share capital of the Company as at the date of the EGM. In accordance with the GEM Listing Rules and the Takeovers Code, New Metro and parties

acting in concert with it (i.e. Mr. Lam, Mr. Chau, Mr. Hsu and Ms. Au) were required to and had abstained from voting on the resolutions to approve the Rights Issue, the Underwriting Agreement, the Supplemental Rights Agreements, the Placing Agreement, the Supplemental Placing Agreements, the Whitewash Waiver and the transactions contemplated thereunder (i.e. resolutions numbered 3 and 4). Save as disclosed above, no Shareholder was required to abstain from voting on the resolutions proposed at the EGM.

The total number of the Existing Shares entitling the Shareholders to attend and vote on the resolutions numbered 1 and 2 was 998,000,000 and the total number of the Existing Shares entitling the Independent Shareholders to attend and vote on the resolutions numbered 3 and 4 was 481,975,000. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of the EGM, there were no Shares entitling other Shareholders to attend but abstain from voting in favour of the resolutions at the EGM as set out in Rule 17.47A of the GEM Listing Rule and no Shareholders had stated his/her/its intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the EGM. Tricor Investor Services Limited, the Company's Hong Kong branch share registrar, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

The Company would like to report that Mr. Yip Chi Man (chairman of the EGM) attended the EGM in person. All other members of the Board including Mr. Lam Shing Tai, Ms. Li Shuang and Mr. Kao Jung (being executive Directors) and Mr. Wong Chun Kwok, Mr. Ho Kar Ming and Ms. So Shuk Wan (being independent non-executive Directors) attended the EGM by electronic means.

INCREASE IN AUTHORISED SHARE CAPITAL BECOMING EFFECTIVE

Pursuant to the expected timetable set out in the Circular, the Increase in Authorised Share Capital has become effective at the time when the ordinary resolution numbered 1 is passed by the Shareholders at the EGM on 21 December 2023.

GRANT OF WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on 19 December 2023, subject to (i) the Whitewash Waiver and the underlying transactions (i.e. the Rights Issue, the Underwriting Agreement, the Supplemental Rights Agreements, the Placing Agreement, the Supplemental Placing Agreements and the transactions contemplated thereunder) being separately approved by (a) at least 75% and (b) more than 50% respectively, of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at the EGM, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights should be made by New Metro (the underwriter) and parties acting in concert with it between the date of the Initial Announcement and the completion of the Rights Issue.

As at the date of this announcement, the aforesaid condition (i) has been fulfilled.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of the Initial Announcement and the EGM; (ii) immediately after the Share Consolidation; and (iii) immediately after the Share Consolidation and the completion of the Rights Issue in different scenarios, in each case assuming there is no change in the issued share capital of the Company as at the date of the EGM and up to and including the Record Date:

Shareholders	As at the date of the Initial Announcement and the EGM		Immediately after the Share Consolidation		Immediately after the Share Consolidation and upon the completion of the Rights Issue assuming full acceptance by all Shareholders under the Rights Issue		Immediately after the Share Consolidation and upon the completion of the Rights Issue assuming no subscription by the Shareholders (other than those subscriptions pursuant to the Irrevocable Undertakings) and all the Placing Shares are placed to the places under the compensatory arrangements		Immediately after the Share Consolidation and upon the completion of the Rights Issue assuming no subscription by the Shareholders (other than those subscriptions pursuant to the Irrevocable Undertakings) and none of the Placing Shares are placed to the places under the compensatory arrangements	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
New Metro and parties acting in concert with it										
New Metro ^(Notes 1 & 2)	354,659,000	35.54	70,931,800	35.54	177,329,500	35.54	177,329,500	35.54	340,931,800	68.32
Mr. Lam ^(Notes 1 & 2)	–	–	–	–	–	–	–	–	–	–
Mr. Chau ^(Note 2)	41,366,000	4.14	8,273,200	4.14	20,683,000	4.14	8,273,200	1.66	8,273,200	1.66
Mr. Hsu ^(Note 2)	110,500,000	11.07	22,100,000	11.07	55,250,000	11.07	22,100,000	4.43	22,100,000	4.43
Ms. Au ^(Note 3)	9,500,000	0.95	1,900,000	0.95	4,750,000	0.95	1,900,000	0.38	1,900,000	0.38
Sub-total	516,025,000	51.71	103,205,000	51.71	258,012,500	51.71	209,602,700	42.00	373,205,000	74.79
Public Shareholders										
Mr. Tsang	49,000,000	4.91	9,800,000	4.91	24,500,000	4.91	24,500,000	4.91	24,500,000	4.91
Mr. Chiu	49,000,000	4.91	9,800,000	4.91	24,500,000	4.91	24,500,000	4.91	24,500,000	4.91
Placees	–	–	–	–	–	–	163,602,300	32.79	–	–
Other Public Shareholders	383,975,000	38.47	76,795,000	38.47	191,987,500	38.47	76,795,000	15.39	76,795,000	15.39
Sub-total	481,975,000	48.29	96,395,000	48.29	240,987,500	48.29	289,397,300	58.00	125,795,000	25.21
Total	998,000,000	100.00	199,600,000	100.00	499,000,000	100.00	499,000,000	100.00	499,000,000	100.00

Notes:

1. New Metro beneficially held 354,659,000 Existing Shares (or 70,931,800 Consolidated Shares after the Share Consolidation having become effective) as at the date of the Initial Announcement and the EGM. As New Metro is beneficially wholly owned by Mr. Lam, the chairman of the Board and an executive Director, Mr. Lam is deemed to be interested in the Shares which New Metro beneficially holds.
2. New Metro, Mr. Lam (the sole ultimate beneficial owner of New Metro), Mr. Chau (a former executive Director) and Mr. Hsu (a former executive Director) entered into the Deed of Acting in Concert Undertaking dated 4 April 2022, pursuant to which the parties have agreed to consolidate their respective interests in the Company and control directly and/or indirectly in the Company and to vote on any resolution to be passed at any shareholders' meeting of the Company in an unanimous manner, and each of them is deemed to be interested in the Shares held by the others.
3. Ms. Au is the spouse of Mr. Yip, an executive Director who is presumed to be acting in concert with other Directors by virtue of class (6) of the definition of acting in concert.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHTS BASIS AND DESPATCH OF THE PROSPECTUS DOCUMENTS

The Rights Issue will proceed in accordance with the expected timetable set out in the Circular. Pursuant to the expected timetable, it is expected that the last day of dealings in the Shares on a cum-rights basis relating to the Rights Issue will be Wednesday, 27 December 2023 and the Shares will be dealt in on an ex-rights basis from Thursday, 28 December 2023. The Prospectus Documents are expected to be despatched to the Qualifying Shareholders (or the Prospectus is expected to be despatched to the Non-Qualifying Shareholders for information only) on Tuesday, 9 January 2024.

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, 21 December 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.