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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)

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

Reference is made to the prospectus (the “**Prospectus**”) of Universe Printshop Holdings Limited (the “**Company**”) dated 9 January 2024 in relation to the Rights Issue and the announcement of the Company dated 25 January 2024 (the “**Announcement**”) in relation to, among other things, the number of Untaken Shares subject to the Placing. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE, THE PLACING AND THE UNDERWRITING AGREEMENT (AS AMENDED AND SUPPLEMENTED BY THE SUPPLEMENTAL RIGHTS AGREEMENTS)

As disclosed in the Announcement, the total number of Rights Shares offered under the Rights Issue is 299,400,000. As at 4:00 p.m. on Tuesday, 23 January 2024, being the Latest Time for Acceptance, a total of seven valid acceptances and applications for a total of 180,050,367 Rights Shares had been received, representing approximately 60.14% of the total number of Rights Shares offered under the Rights Issue. Pursuant to the Irrevocable Undertakings, New Metro, Mr. Tsang and Mr. Chiu have respectively subscribed for 106,397,700 Rights Shares, 14,700,000 Rights Shares and 14,700,000 Rights Shares provisionally allotted to it/him. As at the Record Date, (i) the total number of issued Shares was 199,600,000 and the number of Rights Shares to be issued pursuant to the Rights Issue is 299,400,000; and (ii) there were no Non-Qualifying Shareholders and the number of the NQS Unsold Rights Shares was nil. The remaining 119,349,633 Untaken Shares, representing approximately 39.86% of the Rights Shares, were subject to the Placing.

As at 5:00 p.m. on Tuesday, 30 January 2024, being the Placing End Date for placing the Placing Shares, no Untaken Shares had been placed to any placee. Therefore, there is no Net Gain available to be distributed to the No Action Shareholders under the Placing.

As a result of the under-subscription of the Rights Shares and the Placing, there are a total of 119,349,633 Untaken Shares, representing approximately 39.86% of the Rights Shares. New Metro had performed its underwriting obligations under the Underwriting Agreement (as amended and supplemented by the Supplemental Rights Agreements) to take up all the Untaken Shares. Based on the 119,349,633 Untaken Shares underwritten by New Metro, together with the 106,397,700 Rights Shares provisionally allotted to, and subscribed by New Metro and the number of Shares already held by New Metro as at the Record Date, the aggregate number of Shares held by New Metro is 296,679,133, representing approximately 59.45% of the enlarged issued share capital of the Company upon completion of the Rights Issue.

As all the conditions set out in 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) had been fulfilled and 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) were not terminated by the Placing Agent and New Metro respectively, the Rights Issue became unconditional at 5:00 p.m. on Wednesday, 31 January 2024.

The gross proceeds raised from the Rights Issue is approximately HK\$34.43 million and the estimated net proceeds from the Rights Issue after deduction of all estimated expenses is approximately HK\$32.81 million. As disclosed in the Prospectus, the Company intends to apply the net proceeds from the Rights Issue for (i) repayment of trade and other payables and accruals; (ii) partial repayment of the Shareholder's Loan; and (iii) general working capital.

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

Set out below is the shareholding structure of the Company immediately before and after completion of the Rights Issue:

Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	Number of Shares	%	Number of Shares	%
New Metro and parties acting in concert with it				
New Metro <i>(Notes 1 & 2)</i>	70,931,800	35.54	296,679,133	59.45
Mr. Lam <i>(Notes 1 & 2)</i>	–	–	–	–
Mr. Chau <i>(Note 2)</i>	8,273,200	4.14	8,273,200	1.66
Mr. Hsu <i>(Note 2)</i>	22,100,000	11.07	22,100,000	4.43
Ms. Au <i>(Note 3)</i>	1,900,000	0.95	4,750,000	0.95
Sub-total	<u>103,205,000</u>	<u>51.71</u>	<u>331,802,333</u>	<u>66.49</u>
Public Shareholders				
Mr. Tsang	9,800,000	4.91	24,500,000	4.91
Mr. Chiu	9,800,000	4.91	24,500,000	4.91
Placees	–	–	–	–
Other Public Shareholders	<u>76,795,000</u>	<u>38.47</u>	<u>118,197,667</u>	<u>23.69</u>
Sub-total	<u>96,395,000</u>	<u>48.29</u>	<u>167,197,667</u>	<u>33.51</u>
Total	<u><u>199,600,000</u></u>	<u><u>100.00</u></u>	<u><u>499,000,000</u></u>	<u><u>100.00</u></u>

Notes:

1. New Metro beneficially held 70,931,800 Shares immediately before completion of the Rights Issue. 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.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

Share certificates for the fully-paid Rights Shares are expected to be posted on or before Wednesday, 7 February 2024 to those entitled thereto at their registered addresses by ordinary post at their own risk.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Thursday, 8 February 2024.

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

Hong Kong, 6 February 2024

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.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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.