



Prosperous Printing Company Limited
萬里印刷有限公司

(Incorporated in Hong Kong with Limited Liability)

Stock Code: 8385

2022 FIRST QUARTERLY REPORT

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*This report, for which the directors (each, a “**Director**”) of Prosperous Printing Company Limited (the “**Company**” together with its subsidiaries, collectively, the “**Group**”) and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (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 report 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 report misleading.*

This report will remain on the GEM website with the domain name of www.hkgem.com on the “Latest Company Announcement” page for at least 7 days from the date of publication and on the website of the Company at www.prosperous-printing-group.com.hk.



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Lam Sam Ming (*Chairman*)
Ms. Yao Yuan
Ms. Chan Sau Po

Independent non-executive Directors

Ms. Cheung Yin
Mr. Wong Hei Chiu
Mr. Leung Vincent Gar-Gene

AUDIT COMMITTEE

Ms. Cheung Yin (*Chairman*)
Mr. Wong Hei Chiu
Mr. Leung Vincent Gar-Gene

REMUNERATION COMMITTEE

Mr. Wong Hei Chiu (*Chairman*)
Ms. Cheung Yin
Mr. Lam Sam Ming

NOMINATION COMMITTEE

Mr. Lam Sam Ming (*Chairman*)
Mr. Wong Hei Chiu
Ms. Cheung Yin

RISK MANAGEMENT COMMITTEE

Mr. Lam Sam Ming (*Chairman*)
Ms. Chan Sau Po
Ms. Yao Yuan

COMPANY SECRETARY

Mr. Chen Kun (*Solicitor of HKSAR*)

AUTHORISED REPRESENTATIVES

Mr. Lam Sam Ming
Ms. Chan Sau Po

COMPLIANCE OFFICER

Ms. Chan Sau Po

REGISTERED OFFICE, HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

3/F, Yip Cheung Centre
10 Fung Yip Street
Chai Wan
Hong Kong

SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 22
Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank (Hong Kong) Limited

HONG KONG LEGAL ADVISOR

Peter Chen Law Office

AUDITOR

TANDEM (HK) CPA Limited
Units 1002-3, 10/F.
Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

COMPANY'S WEBSITE

www.prosperous-printing-group.com.hk

STOCK CODE

8385

The board of Directors (the “**Board**”) of the Company is pleased to announce the unaudited condensed consolidated financial results of the Group for the three months ended 31 March 2022 (together with the comparative unaudited figures for the corresponding period in 2021) as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 31 March 2022

	Notes	Three months ended 31 March	
		2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Revenue	4	43,303	57,009
Cost of sales		(36,740)	(43,349)
Gross profit		6,563	13,660
Other income		1,423	2,158
Distribution costs		(8,258)	(4,237)
Administration expenses		(15,310)	(14,085)
Loss from operations		(15,582)	(2,504)
Finance costs		(1,232)	(1,589)
Loss before taxation		(16,814)	(4,093)
Income tax	5	(108)	(111)
Loss for the period		(16,922)	(4,204)
Other comprehensive income/(expense)			
<i>Item that maybe reclassified subsequent to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		143	(313)
Total comprehensive expenses for the period		(16,779)	(4,517)
Loss per share:		HK cents	HK cents
Basic and diluted	6	2.12	(0.53)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 31 March 2022

	Attributable to equity share holders of the Company					
	Share capital HK\$'000	Exchange reserve HK\$'000	Statutory surplus reserve HK\$'000	Capital reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2021	100,843	(3,936)	—	3,318	108,122	208,347
Loss for the period	—	—	—	—	(4,204)	(4,204)
Other comprehensive expense for the period	—	(313)	—	—	—	(313)
At 31 March 2021 (unaudited)	100,843	(4,249)	—	3,318	103,918	203,830
At 1 January 2022	100,843	1,088	5,125	3,318	19,911	130,285
Loss for the period	—	—	—	—	(16,922)	(16,922)
Other comprehensive income for the period	—	143	—	—	—	143
At 31 March 2022 (unaudited)	100,843	1,231	5,125	3,318	2,989	113,506

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

Prosperous Printing Company Limited (the “**Company**”) was incorporated in Hong Kong on 23 December 1992 with limited liability under the Hong Kong Companies Ordinance. The shares of the Company were listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 13 December 2017.

The address of the Company’s registered office is 3/F, Yip Cheung Centre, 10 Fung Yip Street, Chai Wan, Hong Kong.

The Company and its subsidiaries (together referred to as the “**Group**”) are principally engaged in the production and trading of books and paper products.

2. BASIS OF PREPARATION

This quarterly financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, including compliance with Hong Kong Accounting Standard (“**HKAS**”) 34, Interim financial reporting, issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

The quarterly financial report has been prepared in accordance with the same accounting policies adopted in the 2021 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2022 annual financial statements. Details of any changes in accounting policies are set out in Note 3.

This quarterly financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2021 annual financial statements. The condensed consolidated quarterly financial results and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with HKFRSs.

The quarterly results are unaudited but have been reviewed by the audit committee of the Company.

The financial information relating to the financial year ended 31 December 2021 that is included in the quarterly financial report as comparative information does not constitute the Company’s statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap. 622) is as follows:

The Company has delivered the financial statements for the year ended 31 December 2021 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company’s auditor has reported on those financial statements. The auditor’s report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under section 406(2), 407(2) or (3) of the Companies Ordinance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued several amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this quarterly financial report. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

4. REVENUE AND SEGMENT REPORTING

(a) Revenue

Revenue represents revenue arising from sales of goods and provision of services. An analysis of the Group's revenue for the period is as follows:

	For the three months ended 31 March	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Revenue from contracts with customers within the scope of HKFRS 15		
– Sales of books and paper products	43,245	57,009
– Provision of sub-contracting services in relation to books and paper products	58	—
	43,303	57,009

Disaggregation of revenue from contracts with customers by timing of recognition:

	For the three months ended 31 March	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Timing of revenue recognition at a point in time	43,303	57,009

(b) Segment reporting

Information reported to the board of directors of the Company, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. The CODM has determined that it only has one operating segment which is books and paper products production segment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. INCOME TAX

	For the three months ended 31 March	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Current tax		
Hong Kong Profits Tax		
– Current year	108	111
PRC Enterprise Income Tax		
– Current year	—	—
	108	111

- i) Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Provision for Hong Kong Profits Tax has been made for the period ended 31 March 2022 and 2021 under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%.

- ii) Under the Law of the PRC on EIT (the “EIT Law”) and Implementation Regulations of the EIT Law, the tax rate of the PRC subsidiary is 25% for both periods.
- iii) The Group’s subsidiaries in the BVI are not subject to taxation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. LOSS PER SHARE

The calculation of loss per share is based on the loss attributable to ordinary equity shareholders of the Company of HK\$16,922,000 and HK\$4,204,000 for the three months ended 31 March 2022 and 2021 respectively and weighted average of 800,000,000 (2021: 800,000,000) ordinary shares of the Company in issue during the period.

There were no dilutive potential ordinary shares during the three months ended 31 March 2022 and 2021, and therefore, diluted loss per share is the same as the basic loss per share.

7. DIVIDEND

The Board does not recommend the payment of dividend for the three months ended 31 March 2022 (for the three months ended 31 March 2021: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Unless otherwise stated, the capitalized terms used in this report shall have the same meaning as those used in the prospectus (“**Prospectus**”) dated 29 November 2017.

BUSINESS REVIEW

The Group is a provider of printing products to Hong Kong-based print brokers with customers in overseas markets and to international publishers mainly located in the United States of America (the “U.S.”), the United Kingdom (the “U.K.”), Australia and Europe (excluding U.K.). The products comprise mainly books and other paper-related products. Paper and ink are the principal raw materials of the Group. The two production sites were the Shenzhen Factory and the Hong Kong Factory. Each of these factories is a self-functioning printing and production arm of the Group, and they share the printing workload allocated by the management. The Group’s revenue decreased by approximately 24% from approximately HK\$57.0 million for the three months ended 31 March 2021, to approximately HK\$43.3 million for the three months ended 31 March 2022 due to decrease in sales order as a result of COVID-19 and overall global economic uncertainty which is worsened by the Russia-Ukraine war. The Group recorded a net loss of approximately HK\$16.9 million during the three months ended 31 March 2022, as compared to a net loss of approximately HK\$4.2 million during the three months ended 31 March 2021, which was mainly due to decrease in sales orders as well as increase in distribution costs.

On 28 March 2022, the Company and the Underwriter mutually agreed to terminate the Underwriting Agreement. For details, please refer to the announcement dated 28 March 2022.

FUTURE PROSPECTS

Looking forward, there are certain risks that the Group will face in further development such as challenges from the uncertainty of economies by reason of, among others, the U.S.-China trade dispute, an increase in paper cost and technological advancements in publishing and new forms of information dissemination. However, we remain cautiously optimistic of the prospects and believe that the printing market will be sustainable in a steady and healthy way, and intend to continue to build the Group’s competitive strengths so as to increase market share and profitability. To achieve its goal, the Group plans to implement the following business strategies: improving its equipment and the level of automation, expanding customer base and strengthening sales and marketing coverage, and continuing to attract and retain top talent in the industry.

In light of the breakout of respiratory illness caused by a novel coronavirus (“**COVID-19**”) since late-January 2020, the Group has implemented several measures including epidemic prevention and control, cancellation and rescheduling visits of customers in accordance with relevant national and local regulations on epidemic prevention and control, to ensure the health and safety of customers and employees. The Board pays great attention to the development of the COVID-19 and makes every effort on epidemic prevention and control and daily operation management. The Group is cautiously optimistic of the full-year performance in 2022.

FINANCIAL REVIEW

Revenue

The Group generates revenue primarily from the provision of printing products to Hong Kong-based print brokers with customers in overseas markets and to international publishers mainly located in the U.S., U.K., Australia and Europe (excluding U.K.). The revenue decreased by approximately 24% from approximately HK\$57 million for the three months ended 31 March 2021, to approximately HK\$43.3 million for the three months ended 31 March 2022. The decrease was primarily due to the decrease in sales orders due to COVID-19 and overall global economic uncertainty.

MANAGEMENT DISCUSSION AND ANALYSIS

Cost of Sales

The cost of sales primarily consists of raw materials and consumables, staff costs, sub-contracting fees, depreciation and water and electricity. The cost of sales decreased by approximately 15.2% from approximately HK\$43.3 million for the three months ended 31 March 2021 to approximately HK\$36.7 million for the three months ended 31 March 2022. The decrease was primarily attributable to the decrease in revenue and is a result of the implementation of stringent cost control measures by the Company.

Gross profit and gross profit margin

The gross profit was approximately HK\$13.7 million and HK\$6.6 million for the three months ended 31 March 2021 and 2022 respectively. The decrease in gross profit was primarily due to the decrease in the sales order. The gross profit margin was 24.0% and 15.2% during the three months ended 31 March 2021 and 2022 respectively. The gross profit margin decreased because of increase in the costs of sales which was driven by the increase in the average cost of paper used.

Other income

Other income mainly consists of the foreign exchange gain/loss, the profit arising from sales of scrap materials, rental income and income received from government grants. Other income decreased by approximately 36.4% from approximately HK\$2.2 million for the three months 31 March 2021 to HK\$1.4 million for the three months ended 31 March 2022. The decrease was due to a decrease in rental income.

Distribution costs

Th Group recorded distribution expenses of approximately HK\$8.3 million for the three months ended 31 March 2022 and HK\$4.2 million for the three months ended 31 March 2021. The increase was due to the increase of freight charges as well as commission paid.

Administrative expenses

Administrative expense primarily consists of staff costs and benefits, directors' emoluments and depreciation. The administrative expenses increase by approximately 8.7% from approximately HK\$14.1 million for the three months ended 31 March 2021 to HK\$15.3 million for the three months ended 31 March 2022 mainly due to increase in staff costs and office expenses.

Finance costs

The Group recorded finance costs of approximately HK\$1.2 million for the three months ended 31 March 2022 and HK\$1.6 million for the three months ended 31 March 2021. The finance costs remain stable for the reporting period.

MANAGEMENT DISCUSSION AND ANALYSIS

Income tax

Income tax represents income tax paid or payable by the Group, at the applicable tax rates in accordance with the relevant laws and regulations in each tax jurisdiction the Group operates or domiciles. The Group had no tax payable in other jurisdiction other than Hong Kong for the three months ended 31 March 2022. The operations in Hong Kong are subject to the two-tiered profits tax rate regime, which the first HK\$2 million of profits of qualifying entity will be taxed at 8.25% and profits above HK\$2 million will be taxed at 16.5%. The operations in the PRC are subject to a corporate income tax rate of 25.0%. The Group recorded income tax of approximately HK\$0.1 million for the three months ended 31 March 2021 and three months ended 31 March 2022 respectively. The tax payable remained stable during the reporting period.

Loss for the period

As a result of the foregoing, a loss of approximately HK\$16.9 million was recorded for the three months ended 31 March 2022 as compared to loss of HK\$4.2 million for the three months ended 31 March 2021 which was mainly due to decrease in sales orders due to COVID-19 and overall global economic uncertainty.

EVENTS AFTER THE REPORTING PERIOD

On 26 April 2022, Prosperous (SZ), a wholly-owned subsidiary of the Company, entered into the Lease Financing General Agreement with the Purchaser in respect of Prosperous (SZ)'s sale and leaseback of the Machinery. For details, please refer to the announcement dated 26 April 2022.

As disclosed in the announcement dated 1 April 2022, the Group, in the ordinary course of business, obtained banking facilities (the “**Facility**”) from a commercial bank in Hong Kong (the “**Bank**”) with an outstanding principal amount of HK\$136,407,884 as at 31 March 2022 secured by, among others, the pledged bank deposits, charge over property, and corporate guarantees from the Company and certain subsidiaries. One of the terms of the Facility is that the tangible net worth of the Group shall not be less than HK\$200,000,000. The Group's breach (the “**Breach**”) of the said term of Facility was noted when the Group performed an impairment assessment on the trade receivables as at 31 December 2021 in preparing the annual results for the year ended 31 December 2021, and an impairment loss of HK\$56,150,000 was made which took into consideration higher degree of recoverability uncertainties in light of economy uncertainty and COVID-19 pandemic, which decreased the Group's tangible net worth to be less than HK\$200,000,000. As of current, the Company is in renegotiation of the terms of the Facility with the Bank.

Save as disclosed herein, the Board is not aware of any events after the reporting period that requires disclosure.

DIVIDEND

The Board does not recommend the payment of dividend for the three months ended 31 March 2022 (for the period ended 31 March 2021: Nil).

OTHER INFORMATION

CORPORATE GOVERNANCE PRACTICE

The Board is responsible for performing the corporate governance duties in the Corporate Governance Code and Corporate Governance Report (the “**CG Code**”) as set out in Appendix 15 of the GEM Listing Rules, which includes developing and reviewing the Company’s policies and practices on corporate governance, training and continuous professional development of Directors, and reviewing the Company’s compliance with the code provision in the CG Code and disclosures in this report.

The Company has complied with the principles and applicable code provisions of the CG Code for the three months ended 31 March 2022, except the deviation from code provision C.2.1 of the CG Code as set out below.

Chairman and Chief Executive Officer

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

Mr. Lam Sam Ming (“**Mr. Lam**”) is the chairman and the chief executive officer of the Company. Mr. Lam has over 38 years of experience in the printing industry. Mr. Lam established our Group through L & L Limited in December 1992. Since then he has been in charge of the overall business strategies and operation of our Group. The Directors are of the view that it would be in the Group’s best interest for Mr. Lam to continue performing the two roles in terms of effective management and business development. The Directors further believe that the balance of power and authority is adequately ensured by the operations of the Board, which comprises experienced and high-caliber individuals, with three of them being independent non-executive Directors.

Based on the above factors, the Board considers that the deviation from the code provision C.2.1 of the CG Code is appropriate.

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY THE DIRECTORS

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the Shares (the “**Code of Conduct**”). Having made specific enquiries to all Directors, each of them has confirmed that he/she has fully complied with the required standard of dealings set out in the Code of Conduct during the three months ended 31 March 2022.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the “**Scheme**”), the principal terms of which are summarised in the sub-section headed “Appendix V — Statutory and General Information — D. Share Option Scheme” in the Prospectus.

No share option has been granted or exercised under the Scheme during the three months ended 31 March 2022. No share option was outstanding as at 31 March 2022.

OTHER INFORMATION

PURCHASE, SALE OR REDEMPTION OF THE SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Shares for the three months ended 31 March 2022.

DISCLOSURE OF INTERESTS

(a) Interests and/or short positions of Directors in the Shares, underlying shares or debentures of our Company and its associated corporations

As at 31 March 2022, our Directors had the following interests and/or short positions in the shares, underlying shares or debentures of our Company and its associated corporations (within the meaning of Part XV the SFO) which have been notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which have been required pursuant to section 352 of the SFO to be entered in the register referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by our Directors, been notified to our Company and the Stock Exchange:

(i) Interests in our Company

Name of Director	Capacity	Number of Shares (Note 1)	Percentage of interest in our Company
Mr. Lam (Notes 2 & 4)	Interest of controlled corporation	480,000,000 (L)	60%
Ms. Yao (Notes 3 & 4)	Interest of spouse	480,000,000 (L)	60%

Notes:

1. The letter "L" denotes the person's long positions in the Shares.
2. These 480,000,000 Shares are held by First Tech, which is wholly and beneficially owned by Mr. Lam. As such, Mr. Lam is deemed to be interested in these 480,000,000 Shares under the SFO upon the Listing.
3. Ms. Yao is the spouse of Mr. Lam. Under the SFO, Ms. Yao is deemed to be interested in the same number of Shares in which Mr. Lam is interested.
4. The Company was notified by First Tech Inc. ("First Tech"), a controlling shareholder (as defined under the GEM Listing Rules) of the Company, that on 12 October 2018, First Tech had executed a charge over its 72,000,000 Shares (the "Charged Shares") in the issued share capital of the Company in favour of a third party ("Lender") as security for a loan granted by the Lender to First Tech. First Tech is wholly owned by Mr. Lam Sam Ming, the chairman and controlling shareholder of the Company. As at 31 March 2022, the Charged Shares represent 9% of the issued share capital of the Company. For further details, please refer to the announcement of the Company dated 12 October 2018.

OTHER INFORMATION

(ii) Interests in an associated corporation of our Company

Name of Director	Name of associated corporation	Capacity	Number of shares held	Percentage of shareholding interest
Mr. Lam	First Tech	Beneficial owner	50,000	100%

Save as disclosed above, as at 31 March 2022, none of our Directors had any interests and/or short position in the shares, underlying shares or debentures of our Company and its associated corporations (within the meaning of Part XV of the SFO) which have been notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which have been required pursuant to section 352 of the SFO to be entered in the register referred to therein or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors.

(b) Interests and/or short position of substantial shareholders in the Shares which are discloseable under Divisions 2 and 3 of Part XV of the SFO

So far as is known to our Directors, as at 31 March 2022, the following persons (not being a Director or chief executive of our Company) had an interest or a short position in the Shares or underlying Shares which have been disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or interested in 10% or more of the total number of issued Shares of share capital carrying rights to vote in all circumstances at general meetings of any other members of our Group:

Name of Director	Capacity	Number of Shares (Note 1)	Percentage of interest in our Company
First Tech (Notes 2 & 3)	Beneficial owner	480,000,000 (L)	60%

Notes:

- The letter "L" denotes the person's long positions in the Shares.
- First Tech is a company incorporated in the BVI which is wholly and beneficially owned by Mr. Lam, an executive Director.
- The Company was notified by First Tech Inc. ("**First Tech**"), a controlling shareholder (as defined under the GEM Listing Rules) of the Company, that on 12 October 2018, First Tech had executed a charge over its 72,000,000 shares (the "**Charged Shares**") in the issued share capital of the Company in favour of a third party ("**Lender**") as security for a loan granted by the Lender to First Tech. First Tech is wholly owned by Mr. Lam Sam Ming, the chairman and controlling shareholder of the Company. As at the date of this report, the Charged Shares represent 9% of the issued share capital of the Company. For further details, please refer to the announcement of the Company dated 12 October 2018.

Save as disclosed above, so far as is known to our Directors, as at 31 March 2022, there are no other person (not being a Director or chief executive of our Company) who had an interest or a short position in the Shares or underlying shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or will be interested in 10% or more of the voting power at general meetings of any other members of our Group.

OTHER INFORMATION

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Other than members of the Group, none of the Directors or their respective close associates (as defined in the GEM Listing Rules) has interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group.

AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) on 15 November 2017 with its written terms of reference in compliance with the GEM Listing Rules. The Audit Committee has reviewed the unaudited consolidated financial results of the Group for the three months ended 31 March 2022. The Audit Committee is of the opinion that such financial results comply with the applicable accounting standards and the GEM Listing Rules and that adequate disclosures have been made.

By order of the Board of
Prosperous Printing Company Limited
Lam Sam Ming
Chairman

Hong Kong, 13 May 2022

As at the date of this report, the executive Directors are Mr. Lam Sam Ming, Ms. Chan Sau Po and Ms. Yao Yuan; and the independent non-executive Directors are Ms. Cheung Yin, Mr. Wong Hei Chiu and Mr. Leung Vincent Gar-Gene.