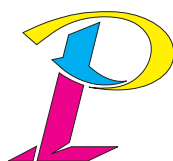

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Prosperous Printing Company Limited**, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Prosperous Printing Company Limited

萬里印刷有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 8385)

**(1) PROPOSED GRANT OF ISSUE MANDATE AND
REPURCHASE MANDATE;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meaning as those defined in the section headed “Definitions” of this circular.

A notice convening the AGM of the Company to be held at 3/F, Yip Cheung Centre, 10 Fung Yip Street, Chai Wan, Hong Kong on Friday, 19 May 2023 at 11 a.m. is set out on pages AGM-1 to AGM-4 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s share registrar and transfer office, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated URL (<https://spot-emeeting.tricor.hk/>) by using the username and password provided on the notification letter sent by the Company, not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending the AGM and voting in person should you so wish. In such event, your form of proxy will be deemed to be revoked.

The AGM will be held as a hybrid meeting whereby Shareholders can participate electronically through the e-Meeting System. The Company encourages Shareholders to attend and vote at the AGM electronically through the e-Meeting System in person or by proxy or to exercise their voting rights by appointing the Chairman of the AGM as proxy to cast the votes on their behalf.

This circular will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and the Company’s website at <http://www.prosperous-printing-group.com.hk>.

31 March 2023

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

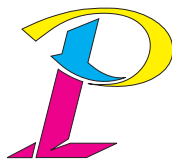
“AGM”	the annual general meeting of the Company to be held at 3/F, Yip Cheung Centre, 10 Fung Yip Street, Chai Wan, Hong Kong on Friday, 19 May 2023 at 11 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages AGM-1 to AGM-4 of this circular
“Articles”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Chairman”	chairman of the AGM
“Company”	Prosperous Printing Company Limited 萬里印刷有限公司
“Director”	the director(s) of the Company
“e-Meeting System”	https://spot-emeeting.tricor.hk/
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all power of the Company to allot, issue and otherwise deal with additional Shares of up to 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the ordinary resolution in relation thereof
“Latest Practicable Date”	26 March 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Principal Meeting Place”	3/F, Yip Cheung Centre, 10 Fung Yip Street, Chai Wan, Hong Kong

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this Circular, excludes Hong Kong, the Macao Special Administrative Region and Taiwan
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares up to 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the ordinary resolution in relation thereof
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	percent

In this circular, unless the context otherwise requires, the terms “associate”, “connected person”, “controlling shareholder”, “core connected person”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the GEM Listing Rules.

LETTER FROM THE BOARD



Prosperous Printing Company Limited

萬里印刷有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 8385)

Executive Directors:

Mr. Lam Sam Ming (*Chairman*)

Ms. Yao Yuan

Ms. Chan Sau Po

*Registered Office and Principal Place of
Business in Hong Kong:*

3/F, Yip Cheung Centre,

10 Fung Yip Street,

Chai Wan, Hong Kong

Independent Non-executive Directors:

Ms. Cheung Yin

Mr. Wong Hei Chiu

Mr. Leung Vincent Gar-Gene

31 March 2023

Dear Sir or Madam,

**(1) PROPOSED GRANT OF ISSUE MANDATE AND
REPURCHASE MANDATE;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the following information: (i) details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate together with an explanatory statement on the Repurchase Mandate; (ii) the re-election of Directors; and (iii) the AGM Notice.

2. PROPOSED ISSUE MANDATE

The Company's existing mandate to issue Shares was approved by its then Shareholders on 20 May 2022, which will lapse at the conclusion of the AGM unless otherwise renewed.

LETTER FROM THE BOARD

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with additional Shares of up to 20% of the aggregate nominal value of the issued share capital of the Company as at the date of the AGM.

Details of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 4 of the AGM Notice.

The Issue Mandate will remain in effect until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or (iii) the time when the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting (the “**Relevant Period**”).

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares. Subject to the passing of the proposed resolution to grant the Issue Mandate and on the basis that no further Shares are allotted, issued or repurchased prior to the date of the AGM, the Directors would be allowed to allot, issue and deal with a maximum of 160,000,000 Shares pursuant to the Issue Mandate.

3. PROPOSED REPURCHASE MANDATE

The Company’s existing mandate to repurchase Shares was approved by its then Shareholders on 20 May 2022, which will lapse at the conclusion of the AGM unless otherwise renewed.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the aggregate nominal value of the issued share capital of the Company as at the date of the AGM. The Repurchase Mandate would allow the Company to repurchase the Shares during the Relevant Period.

Details of the Repurchase Mandate are set out in the ordinary resolution as referred to in resolution no. 5 of the AGM Notice.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide you with the requisite information on whether to approve the grant of the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares. Subject to the passing of the proposed resolution to grant the Repurchase Mandate and on the basis that no further Shares are allotted, issued or repurchased prior to the date of the AGM, the Directors would be allowed to repurchase a maximum of 80,000,000 Shares pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

4. EXTENSION OF ISSUE MANDATE

In addition, conditional upon the Issue Mandate and the Repurchase Mandate being granted, a separate ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the number of the Shares which may be allotted, issued or otherwise dealt with by the Directors pursuant to the Issue Mandate of an amount representing the number of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

Details of the extension of the Issue Mandate are set out in the ordinary resolution as referred to in resolution no. 6 of the AGM Notice.

5. RE-ELECTION OF DIRECTORS

In accordance with the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation but shall be eligible for re-election. Where the number of Directors is not three or a number divisible by three, the number of Directors to retire will be the number which is nearest to but not less than one-third of the total number of Directors, accordingly each of Ms. Yao Yuan and Mr. Leung Vincent Gar-Gene will retire from office and, being eligible, offer themselves for re-election at the AGM.

Profiles of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

6. AGM AND ARRANGEMENT OF PROXY

A notice convening the AGM to be held at 3/F, Yip Cheung Centre, 10 Fung Yip Street, Chai Wan, Hong Kong on Friday, 19 May 2023 at 11 a.m. is set out on pages AGM-1 to AGM-4 of this circular. As set out in the section headed “E-MEETING ARRANGEMENTS FOR THE AGM” contained in Appendix III to this circular, the AGM will be held as a hybrid meeting to facilitate the participation of the AGM by the Shareholders. Shareholders will be able to participate in the AGM by (1) attending and voting at the AGM electronically via the e-Meeting System in person or by proxy; (2) appointing the Chairman of the AGM or another person as proxy to attend and vote at the AGM on their behalf; or (3) attending and voting physically at the AGM in person.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s share registrar and transfer office Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated URL <https://spot-emeeting.tricor.hk/by> using the username and password provided on the notification letter sent by the Company, not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the form of proxy form will not preclude you from attending the AGM and voting in person should you so wish. In such event, your form of proxy will be deemed to be revoked.

LETTER FROM THE BOARD

All resolutions at the AGM will be taken by poll (except where the Chairman of the AGM decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the GEM website at www.hkgem.com and the Company's website at www.prosperous-printing-group.com.hk in accordance with the GEM Listing Rules.

7. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 16 May 2023 to Friday, 19 May 2023, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company will ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4: 30 pm on Monday, 15 May 2023.

8. RECOMMENDATION

The Directors believe that the proposed resolutions as set out in the AGM Notice, including, among other things, the proposed grant of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of Directors would be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

9. RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

By order of the Board
Prosperous Printing Company Limited
Mr. Lam Sam Ming
Chairman and Executive Director

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 of the GEM Listing Rules, to provide you with the requisite information on whether to approve the grant of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares. Subject to the passing of the proposed resolution to grant the Repurchase Mandate and on the basis that no further Shares are allotted, issued or repurchased prior to the date of the AGM, the Directors would be allowed to repurchase a maximum of 80,000,000 Shares pursuant to the Repurchase Mandate.

2. REASON FOR REPURCHASES

The Directors believe that it would be in the best interests of the Company and the Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares pursuant to the Repurchase Mandate will be financed from the Company's internal resources.

Any repurchase by the Company must be funded out of funds legally available for the purpose in accordance with the Articles, the applicable laws and the GEM Listing Rules. Our Company may not repurchase the Shares for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. MATERIAL ADVERSE IMPACT

Taking into account the financial position of the Company as at 31 December 2022, the Directors have considered that it might have material adverse impact on the working capital or the gearing position of the Company in the event that the Repurchase Mandate were to be carried out in full during the Relevant Period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, to the best of the knowledge of the Directors and after having made all reasonable enquiries, none of the Directors or their associates have any present intention to sell any Shares to the Company under the Repurchase Mandate if it is granted by the Shareholders and is exercised.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is granted to the Directors.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable law and regulations from time to time in force.

7. CONSEQUENCES UNDER THE TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) depending on the level of increase of our Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase.

Save as disclosed above, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any repurchase of Shares pursuant to the Repurchase Mandate. At present, so far as is known to the Directors, no Shareholder may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power in full to repurchase the Shares pursuant to the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue.

8. SHARE PRICES

The highest and lowest prices of the Shares traded on the Stock Exchange in each of the previous twelve months and up to the Latest Practicable Date were as follows:

Month	Trading price per Share	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2022		
April	0.040	0.029
May	0.042	0.031
June	0.043	0.033
July	0.067	0.037
August	0.041	0.026
September	0.038	0.027
October	0.050	0.030
November	0.054	0.035
December	0.058	0.042
2023		
January	0.043	0.038
February	0.040	0.037
March	0.038	0.031

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on GEM or otherwise) in the 6 months preceding the Latest Practicable Date.

Profiles of the Directors who will retire from office and, being eligible, offer themselves for re-election at the AGM are set out below.

1. Ms. Yao Yuan (姚遠)

Ms. Yao Yuan (姚遠) (“Ms. Yao”), aged 46, was appointed as a Director on 10 March 2016 and was redesignated as an executive Director on 8 September 2016.

Ms. Yao is primarily responsible for overseeing and liaising with local officials in relation to the Group’s operations in the PRC. She has over 14 years of experience in the management of printing business and operations in the PRC. Prior to joining the Group, Ms. Yao was the general manager and a majority shareholder of 深圳市皇泰印刷有限公司 (unofficial English translation being Shenzhen Royal Step Printing Company Limited) and was primarily responsible for the overall management from 2008 to 2015. Ms. Yao was also the director of Royal Step Printing Company Limited, a company incorporated in Hong Kong with limited liability, from 2008 to 2015.

Ms. Yao graduated from the University of Qiqihar (齊齊哈爾大學), the PRC, in July 1999 with a practicing diploma in Mechanical Design and Manufacturing (機械設計及製造). Ms. Yao is the spouse of Mr. Lam Sam Ming who is also an executive Director.

As at the Latest Practicable Date, Ms. Yao is deemed to be interested in 480,000,000 Shares held by Mr. Lam Sam Ming, the spouse of Ms. Yao, through First Tech Inc., which is wholly and beneficially owned by Mr. Lam Sam Ming.

Ms. Yao has entered into a service contract with a term of two years commencing from 13 December 2021 with the Company, pursuant to which Ms. Yao was entitled to director’s fee of HK\$324,000 per annum. During the year ended 31 December 2022, Ms. Yao’s emoluments (including director’s fee, salaries, allowance and benefits in kind, and retirement scheme contributions) was in total of HK\$396. Ms. Yao is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The appointment can be terminated by either party by serving not less than three months’ written notice to the other party.

2. Mr. Leung Vincent Gar-Gene (梁家進)

Mr. Leung Gar-gene Vincent (梁家進) (“Mr. Leung”), aged 37, is an experienced finance and accounting professional. He is currently a director of Gemcoast Limited, a private company in Hong Kong principally engaged in providing financial consultancy services to its clients. He is a member of Chartered Accountants in Australia and New Zealand and is a member of its Hong Kong Council. He is also a licensed person to carry on Type 9 (asset management) regulated activity under the Hong Kong Securities and Futures Commission (the “SFO”) since July 2019.

Since November 2017, Mr. Leung has been and continues to serve as an independent non-executive director of Prosperous Printing Company Limited (stock code: 8385) and independent non-executive director of GBA Holdings Limited (stock code: 261) from 27 March 2023. Previously, Mr Leung was an independent non-executive director of Samson Paper Holdings Limited (stock code: 731) from July 2020 to January 2022.

Mr. Leung obtained a bachelor of commerce degree from The University of New South Wales, Australia in March 2006. Except as disclosed above, Mr. Leung has not held any current or past directorships in any publicly listed companies whether in Hong Kong or overseas during the past three years.

Mr. Leung has entered into an appointment letter with a term of two years commencing from 13 December 2021 with the Company, pursuant to which Mr. Leung was entitled to director’s fee of HK\$120,000 per annum. During the year ended 31 December 2022, Mr. Leung’s emoluments (including director’s fee, salaries, allowance and benefits in kind, and retirement scheme contributions) was in total of HK\$120,000. Mr. Leung is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. The appointment can be terminated by either party by serving not less than three months’ written notice to the other party.

GENERAL

Save as disclosed above, to the best knowledge of the Directors, each of the above Directors (i) has not held any other positions in the Company or other members of the Group; (ii) has no relationship with any other Directors, senior management, controlling shareholder or substantial shareholder of the Company; (iii) has not held any directorship in other public companies which are listed in Hong Kong or overseas in the last three years; and (iv) does not have interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, to the best knowledge of the Directors, there was no other information in respect of each of the above Directors that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules as of the Latest Practicable Date, and after having made all reasonable enquiries, there was no other matter with respect to each of the above Directors that needs to be brought to the attention of the Shareholders.

To facilitate the participation of the AGM by the Shareholders, Shareholders will be able to participate in the AGM by (1) attending and voting at the AGM electronically via the e-Meeting System in person or by proxy; (2) appointing the Chairman of the AGM or another person as proxy to attend and vote at the AGM on their behalf; or (3) attending and voting physically at the AGM in person.

e-Meeting System

Shareholders can participate in the AGM through the e-Meeting System, which can be accessed from any location with access to the internet via smartphone, tablet device or computer. Shareholders participating in the AGM through the e-Meeting System will be counted towards the quorum and they will be able to view a live webcast of the AGM, submit questions and cast votes in near real-time through the e-Meeting System.

The e-Meeting System will be open for registered Shareholders and non-registered Shareholders (see below for login details and arrangement) to log in from 10:30 a.m. on Friday, 19 May 2023 (i.e. approximately 30 minutes prior to the commencement of the AGM). Shareholders should allow ample time to check into the e-Meeting System to complete the related procedures. Please refer to the Online Meeting User Guide for details of the procedures at <https://spot-emeeting.tricor.hk/>.

For registered Shareholders – information and login details for participating in the AGM through the e-Meeting System will be included in a letter from the Share Registrar to registered Shareholders to be sent out by post. In the case of a joint registered holders of any share, only ONE PAIR of log-in username and password will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto. Any registered Shareholder who has not received the information and login details by post by **11:00 a.m. on Friday, 19 May 2023**, please contact the Share Registrar for assistance.

For non-registered Shareholders – if you are a non-registered Shareholder and wish to attend the AGM through the e-Meeting System, you should instruct your banks, brokers, custodians or HKSCC Nominees Limited (collectively the “**Intermediaries**” and each, the “**Intermediary**”) through which your shares are held to appoint you as proxy or corporate representative to attend the AGM and provide your email address to the relevant Intermediary before the required time limit. Information and login details for participating in the AGM through the e-Meeting System will be emailed to you by the Share Registrar at the email address provided to the relevant Intermediary one day before the AGM. Any non-registered Shareholder who has provided an email address to the relevant Intermediary for this purpose but has not received the information and login details by email, please contact the Share Registrar for assistance.

Registered Shareholders and non-registered Shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the AGM and do not disclose them to anyone else. Neither the Company nor the Share Registrar assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

Physical Attendance

Shareholders may physically attend the AGM at the Principal Meeting Place. However, physical attendance is not necessary for the purpose of exercising Shareholders' rights. The Company encourages Shareholders to attend and vote at the AGM electronically through the e-Meeting System in person or by proxy or to exercise their voting rights by appointing the Chairman of the AGM as proxy to vote on the relevant resolutions at the AGM on their behalf.

Voting at the AGM

e-Meeting system facilitates easy and intuitive voting procedures for Shareholders. For details regarding the online voting procedures at the AGM, Shareholders can refer to the Online Meeting User Guide by visiting <https://spot-emeeting.tricor.hk/>.

Voting by Proxy

Shareholders are encouraged to appoint the Chairman of the AGM as proxy to attend and vote at the AGM on their behalf. Shareholders can also appoint another person as proxy to attend and vote at the AGM electronically through the e-Meeting System or physically at the Principal Meeting Place in their stead. Shareholders are encouraged to return their completed proxy forms or submit their proxy appointment electronically through the e-Meeting System well in advance of the AGM. Return of the completed proxy forms or submission of proxy appointment electronically through the e-Meeting System or physically will not preclude the Shareholders from personally attending and voting at the AGM, or any adjournment thereof, through the e-Meeting System or physically if they so wish.

For registered Shareholders – a hard copy of the proxy form is enclosed with this circular and it can also be downloaded from the respective websites of the Company at www.prosperous-printing-group.com.hk and the GEM at www.hkgem.com. Proxy appointment can also be submitted electronically through the e-Meeting System.

Except when the Chairman of the AGM is appointed as proxy, registered Shareholders must provide a valid email address of their proxy in the proxy form. The email address so provided will be used by the Share Registrar for sending the login details for attending and voting at the AGM. Accordingly, registered Shareholders and their proxy should ensure that the email address provided will be appropriately secured for this purpose. If no email address is provided, their proxy cannot attend and vote electronically through the e-Meeting System. Information and login details for participating in the AGM through the e-Meeting System will be emailed to the appointed proxy from the Share Registrar one day before the date of the AGM. Any proxy who has not received the information and login details by email, please contact the Share Registrar for assistance.

Proxy forms completed in accordance with the instructions printed thereon must be returned together with the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of that power of attorney or authority) to the Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. In the case of a joint registered holders of any share, the proxy form may be signed by any joint registered holder. The deadline to return completed proxy forms and submit proxy appointment electronically through the e-Meeting System is 48 hours before the AGM.

For non-registered Shareholders – non-registered Shareholders should contact their Intermediary as soon as possible for assistance in the appointment of proxy.

Questions at the AGM

Shareholders attending the AGM electronically using the e-Meeting System will be able to submit questions relevant to the proposed resolutions online during the AGM. The Company will endeavour to address these questions at the AGM, if time permits.

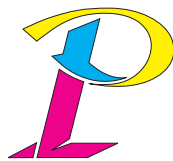
For enquiries in relation to the AGM arrangements, please contact the Share Registrar for assistance (contact details below):

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong

Telephone No.: (852) 2980 1333 (from 9:00 a.m. to 5:00 p.m. Monday to Friday, excluding Hong Kong Public Holidays)

Email Address: is-enquiries@hk.tricorglobal.com

NOTICE OF ANNUAL GENERAL MEETING



Prosperous Printing Company Limited

萬里印刷有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 8385)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Prosperous Printing Company Limited (the “**Company**”) will be held at 3/F, Yip Cheung Centre, 10 Fung Yip Street, Chai Wan, Hong Kong as the principal meeting place (the “**Principal Meeting Place**”) on Friday, 19 May 2023 at 11 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business to consider and, if thought fit, to pass with or without amendments, the following ordinary resolutions:

1. To receive and adopt the audited consolidated financial statements, the reports of the directors of the Company (the “**Directors**”) and the independent auditor’s report of the Company for the year ended 31 December 2022;
2. (a) (i) To re-elect Ms. Yao Yuan as an executive Director; and
(ii) To re-elect Mr. Leung Vincent Gar-Gene as an independent non-executive Director;
(b) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors;
3. To re-appoint CWK CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. “**THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and otherwise deal with additional shares of (the “**Shares**”) in the share capital of the Company or securities convertible into Shares or options, warrants, or similar right to subscribe for Shares or such convertible securities into the Shares, and to make or grant offers, agreements and options which might require the exercise of such power;
- (b) the mandate in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers (including but not limited to the power to allot, issue and otherwise deal with additional Shares in the share capital of the Company) after the end of the Relevant Period; and
- (c) the aggregate number of Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to the mandate in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the issued exercise of any options which may be granted under any share option scheme adopted by the Company or similar arrangement for the grant or issue of Shares or rights to subscribe for Shares; (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”); or (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities convertible into Shares, shall not exceed 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing this resolution; and
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws; or
- (iii) the time when the mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares or offer or issue of options, warrants or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any legal or practical problems, restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, a general mandate be and is hereby generally and unconditionally given to the Directors authorising them during the Relevant Period (as defined in paragraph (d) of resolution no. 4 in this notice) to repurchase on GEM or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or any other stock exchange on which the securities of the Company may be listed; and
- (b) such number of Shares to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing this resolution.”

6. **“THAT:**

conditional upon resolutions no. 4 and 5 in this notice being passed, the unconditional general mandate granted to the Directors pursuant to resolution no. 4 in this notice be and is hereby extended by the addition to the aggregate nominal value of the issued share capital of the Company which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the unconditional general mandate referred to in resolution no. 5 in this notice, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the resolution no. 5.”

By order of the Board
Prosperous Printing Company Limited
Mr. Lam Sam Ming
Chairman and Executive Director

Hong Kong, 31 March 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy. A proxy need not be a member of the Company. Completion and return of a form of proxy will not preclude a member of the Company from attending the AGM and voting in person should he/she so wish. In such event, his/her form of proxy will be deemed to be revoked.
2. A form of proxy for the AGM is enclosed with the circular of the Company dated 31 March 2023 (the “Circular”) and published on the GEM website at www.hkgem.com and the Company’s website at <http://www.prosperous-printing-group.com.hk>. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the Company’s share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or via the designated URL <https://spot-emeeting.tricor.hk/> by using the username and password provided on the notification letter sent by the Company, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 16 May 2023 to Friday, 19 May 2023, both dates inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company will ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar and transfer office Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 pm on Monday, 15 May 2023.
5. In relation to resolution no. 2, Ms. Yao Yuan and Mr. Leung Vincent Gar-Gene will retire from office as Directors at the AGM in accordance with the Articles and, being eligible, will offer themselves for re-election. Profiles of these Directors are set out in Appendix II to the Circular.
6. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution no. 5 in this notice is set out in Appendix I to the Circular.
7. If typhoon signal no. 8 or above, or a “black” rainstorm warning is hoisted or remains hoisted at 1:00 pm on the date of the AGM, the meeting will be postponed. The Company will post an announcement on the GEM website at www.hkgem.com and the Company’s website at <http://www.prosperous-printing-group.com.hk> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
8. All resolutions at the AGM will be taken by poll (except where the Chairman of the AGM decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the GEM website at www.hkgem.com and the Company’s website at <http://www.prosperous-printing-group.com.hk> in accordance with the GEM Listing Rules.
9. The AGM will be a hybrid meeting. Shareholders will be able to attend and vote at the AGM electronically through the e-Meeting System at <https://spot-emeeting.tricor.hk/>. Shareholders attending the AGM through the e-Meeting System will be counted towards the quorum and they will be able to view a live webcast of the AGM, submit questions and cast votes via the e-Meeting System. Please refer to the section headed “E-MEETING ARRANGEMENTS FOR THE AGM” contained in Appendix III to the Circular for further details of the e-Meeting System.
10. *For registered shareholders*, their personalised login details for attending the AGM through the e-Meeting System will be provided by the Company’s Share Registrar, Tricor Investor Services Limited, by post. *For non-registered shareholders* whose shares are held by banks, brokers, custodians or HKSCC Nominees Limited who wish to attend the AGM electronically through the e-Meeting System, they should consult their banks, brokers, custodians or HKSCC Nominees Limited (as the case may be) for the necessary arrangements and the personalised login details will be sent to them upon receipt of request through the banks, brokers, custodians or HKSCC Nominees Limited.
11. In the case of appointment of proxy electronically, the appointment must be submitted through the e-Meeting System not later than 48 hours before the AGM, or in case of any adjournment thereof, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time appointed for the holding of such adjourned meeting.