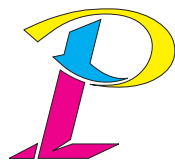

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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;
AND
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of the Company to be held at 3/F, Yip Cheung Centre, 10 Fung Yip Street, Chai Wan, Hong Kong on Tuesday, 8 May 2018 at 10 a.m. is set out on pages 14 to 18 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, 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.

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>.

29 March 2018

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 Tuesday, 8 May 2018 at 10 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 14 to 18 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
“Company”	Prosperous Printing Company Limited 萬里印刷有限公司
“Director”	the director(s) of the Company
“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 People’s Republic of China
“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 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	13 December 2017, being the date on which the Shares were listed and dealings in the Shares first commenced on GEM
“Prospectus”	the prospectus of the Company dated 29 November 2017
“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

DEFINITIONS

“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.

Unless stated otherwise, capitalized terms used herein shall have the same meaning as those defined in the Prospectus.



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

Non-executive Director:

Mr. Ong Chor Wei

Independent non-executive Directors:

Ms. Cheung Yin

Mr. Wong Hei Chiu

Mr. Leung Vincent Gar-Gene

29 March 2018

Dear Shareholders,

**(1) PROPOSED GRANT OF ISSUE MANDATE AND
REPURCHASE MANDATE;**

AND

(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; (ii) an explanatory statement on the Repurchase Mandate; (iii) the re-election of Directors; and (iv) the AGM Notice.

LETTER FROM THE BOARD

2. PROPOSED ISSUE MANDATE

The Company's existing mandate to issue Shares was approved by its then Shareholders on 15 November 2017, 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 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 15 November 2017, 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.

LETTER FROM THE BOARD

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.

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 Mr. Lam Sam Ming, Ms. Yao Yuan and Ms. Chan Sau Po 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 Tuesday, 8 May 2018 at 10 a.m. is set out on pages 14 to 18 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, 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 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 Thursday, 3 May 2018 to Tuesday, 8 May 2018, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 pm on Wednesday, 2 May 2018.

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

Hong Kong, 29 March 2018

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 of the Cayman Islands 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

As compared with the financial position of the Company as at 31 December 2017, the Directors have considered that there would not be any 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 in the Cayman Islands.

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 our 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 from the Listing Date and up to the Latest Practicable Date were as follows:

Month	Trading price per Share	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2017		
December (from the Listing Date)	0.415	0.280
2018		
January	0.510	0.285
February	0.345	0.235
March (up to the Latest Practicable Date)	0.345	0.280

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.

EXECUTIVE DIRECTORS

Mr. Lam Sam Ming (林三明) (“Mr. Lam”), aged 57, was appointed as our Director on 26 April 1993 and was re-designated as our executive Director on 8 September 2016. He is also the chairman and CEO of our Group, chairman of risk management committee and nomination committee, member of remuneration committee and a Controlling Shareholder.

Mr. Lam is primarily responsible for the overall management and formulation of business strategy of our Group. He also oversees the overall financial and operation functions of our Group.

Mr. Lam has over 35 years of experience in the printing industry. Mr. Lam began his career in the printing industry when he was registered as an apprentice of The Hong Kong Printers Association in September 1976. Prior to founding our Group, Mr. Lam started his career in the industry when he was first employed as an apprentice by Hing Yip Printing Co. Ltd (“HYP”). He spent over 10 years with HYP between January 1983 and March 1993 and his last position at HYP was a manager of the production department.

Mr. Lam established our Group through L & L in December 1992. Since then he has been in charge of the overall business strategies and operation of our Group. Please refer to the section headed “History, Reorganisation and Corporate Structure — Our Corporate Development” in the Prospectus for further details. Currently, Mr. Lam assumes various directorships in our Group including those in Printplus, Great Wall and Century Sight. Mr. Lam is the spouse of Ms. Yao who is also our executive Director.

Mr. Lam was the sole director of Topping Shiny Limited (“**Topping Shiny**”), which was incorporated in Hong Kong, prior to its dissolution on 17 March 2017. The principal business of Topping Shiny was the provision of personalised photo albums. Topping Shiny was dissolved by way of deregistration under section 750 of the Companies Ordinance. Under this section, an application for deregistration can only be made if (a) all the members of the company agreed to such deregistration; (b) the company has never commenced

business or operation, or has ceased to carry on business or ceased operation for more than 3 months immediately before the application; and (c) the company has no outstanding liabilities.

As at the Latest Practicable Date, to the best knowledge of the Directors, Fine Time held 480,000,000 Shares, representing 60% of the issued share capital of the Company. Mr. Lam beneficially owns 100% of the issued share capital of Fine Time. Therefore Mr. Lam is deemed to be interested in all the Shares which are beneficially owned by Fine Time for the purpose of the SFO. Mr. Lam is a director of Fine Time.

Under the service agreement of Mr. Lam with the Company for his service as an executive Director, he was appointed for a term of two years commencing on 13 December 2017. His basic salary is HK\$180,000 per month and his total director's emoluments in 2017 is HK\$2,909,000 which was determined with reference to his experience, duties and responsibilities within the Company. Mr. Lam will retire from office and will be proposed for re-election at the AGM according to the Articles.

Save as disclosed above, to the best knowledge of the Directors, Mr. Lam (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 Mr. Lam 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 Mr. Lam that needs to be brought to the attention of the Shareholders.

Ms. Yao Yuan (姚遠) (“Ms. Yao”), aged 41, was appointed as our Director on 10 March 2016 and was re-designated as our executive Director on 8 September 2016. Ms. Yao is a member of the risk management committee.

Ms. Yao is primarily responsible for overseeing and liaising with local officials in relation to our Group's operations in the PRC. She has over 9 years of experience in the management of printing business and operations in the PRC. Prior to joining our Group, Ms. Yao was the general manager and a majority shareholder of Royal Step (SZ) which was one of our Group's sub-contractors during the Track Record Period and was primarily responsible for the overall management of the company, 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 and an Independent Third Party, from 2008 to 2015.

Ms. Yao graduated from the University of Qiqihar, the PRC, in July 1999 with a specialised diploma in Mechanical Design and Manufacturing. Ms. Yao is the spouse of Mr. Lam who is also our executive Director and is deemed to be interested in 60% of the share capital of the Company for the purpose of SFO.

Under the service agreement of Ms. Yao with the Company for her service as an executive Director, she was appointed for a term of two years commencing on 13 December 2017. Her basic salary is HK\$20,000 per month and her total director's emoluments in 2017 is HK\$283,000 which was determined with reference to her experience, duties and responsibilities within the Company. Ms. Yao will retire from office and will be proposed for re-election at the AGM according to the Articles.

Save as disclosed above, to the best knowledge of the Directors, Ms. Yao (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 Ms. Yao 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 Ms. Yao that needs to be brought to the attention of the Shareholders.

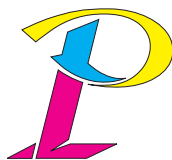
Ms. Chan Sau Po (陳秀寶) ("Ms. Chan"), aged 44, was appointed as our executive Director and chief financial controller of our Group on 8 September 2016. Ms. Chan is a member of the risk management committee. Ms. Chan is primarily responsible for corporate financial planning, risk management, investor relations, accounting and treasury management of our Group. Ms. Chan joined our Group in February 1997 and has over 26 years of experience in accounting. Prior to joining our Group, she was employed by Stephen Law & Company, an audit firm, as Audit Senior from September 1991 to February 1997. Ms. Chan obtained her higher diploma in accountancy from the Hong Kong Polytechnic University in 1999.

Under the service agreement of Ms. Chan with the Company for her service as an executive Director, she was appointed for a term of two years commencing on 13 December 2017. Her basic salary is HK\$60,800 per month and her total director's emolument in 2017 is HK\$969,000 which was determined with reference to her experience, duties and responsibilities within the Company. Ms. Chan will retire from office and will be proposed for re-election at the AGM according to the Articles.

Save as disclosed above, to the best knowledge of the Directors, Ms. Chan (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 Ms. Chan 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 Ms. Chan that needs to be brought to the attention of the Shareholders.

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 on Tuesday, 8 May 2018 at 10 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 2017;
2. (a) (i) To re-elect Mr. Lam Sam Ming as an executive Director;
(ii) To re-elect Ms. Yao Yuan as an executive Director; and
(iii) To re-elect Ms. Chan Sau Po as an 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 Crowe Horwarth (HK) 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 of the Cayman Islands to be held; 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, 29 March 2018

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 29 March 2018 (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 certified copy of such power or authority, shall be deposited at the Company’s share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, 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 Thursday, 3 May 2018 to Tuesday, 8 May 2018, 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 pm on Wednesday, 2 May 2018.
5. In relation to resolution no. 2, Mr. Lam Sam Ming, Ms. Yao Yuan and Ms. Chan Sau Po 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.

NOTICE OF ANNUAL GENERAL MEETING

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 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.