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EDICO Holdings Limited

鉅京控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8450)

CONNECTED TRANSACTION RELATING TO COOPERATION AGREEMENT

THE COOPERATION AGREEMENT

On 5th November 2025 (after trading hours), Voice Production, a non wholly-owned subsidiary of the Company, and StarMac entered into the Cooperation Agreement, pursuant to which StarMac (as the operator of the Event) agreed to entrust Voice Production with the coordination and management of the venue setup and installation works for the Event. In consideration of Voice Production's assumption of the responsibilities and obligations, StarMac shall pay Voice Production an aggregate fee of MOP1,200,000 (equivalent to approximately HK\$1,165,000).

GEM LISTING RULES IMPLICATION

As at the date of this announcement, StarMac is beneficially owned as to 50% by Mr. Lou and 50% by Ms. Lou Fong Tan (who is Mr. Lou's sister). Meanwhile, Mr. Lou is a substantial shareholder and a director of Voice Production, a non wholly-owned subsidiary of the Company, and is thus a connected person of the Company at the subsidiary level under Chapter 20 of the GEM Listing Rules. StarMac is regarded as an associate of Mr. Lou and thus a connected person of the Company at the subsidiary level. Therefore, the entering into of the Cooperation Agreement constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

As the Cooperation Agreement and the FIBA Cooperation Agreement are a series of connected transactions entered into by the Group with the same party within a 12-month period and are of a similar nature, the transactions contemplated under the Cooperation Agreement and the FIBA Cooperation Agreement shall be aggregated pursuant to Rule 20.79 of the GEM Listing Rules. As (i) Mr. Lou and StarMac are the connected persons of the Company at the subsidiary level; (ii) the Board has approved the Cooperation Agreement and the transactions contemplated thereunder; and (iii) the independent non-executive Directors have confirmed that the terms of the Cooperation Agreement are fair and reasonable and the Cooperation Agreement and the transactions contemplated thereunder are on normal commercial terms or better and in the interests of the Company and the Shareholders as a whole, by virtue of Rule 20.99 of the GEM Listing Rules, the entering into of the Cooperation Agreement and the transactions contemplated thereunder are subject to the reporting and announcement requirements, and are exempt from the circular, independent financial advice and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

THE COOPERATION AGREEMENT

On 5th November 2025 (after trading hours), Voice Production, a non wholly-owned subsidiary of the Company, and StarMac entered into the Cooperation Agreement, the principal terms of which are as follows:

Date

5th November 2025 (after trading hours)

Parties

- (i) Voice Production; and
- (ii) StarMac

Subject matter

Pursuant to the Cooperation Agreement, StarMac (as the operator of the Event) agreed to entrust Voice Production with the coordination and management of the venue setup and installation works for the Event.

The Event in subject is the 3-on-3 basketball competition event of the National Games to be staged in the Macau competition region. The National Games is the country's highest-level and largest national multi-sport event, featuring competition events for 34 sports and mass participation events for 23 sports, in Guangdong, Hong Kong and Macau in November 2025. The National Games Coordination Office (Macau) has designated StarMac for the operations coordination and management of the Event.

Cooperation arrangement

Pursuant to the Cooperation Agreement, Voice Production shall assume the responsibility for coordinating and managing the venue setup and installation works for the Event (which include but are not limited to the erection of the sports venue and courts, installation and dismantling works, and site decoration), and shall bear all costs and expenses incurred in connection with such works.

The principal duties of Voice Production as stipulated under the Cooperation Agreement include, among others, (i) coordination, planning, management and oversight of the venue setup and installation works; (ii) selection, engagement and management of qualified third-party contractor(s) for erection, dismantling, installation and decoration works; (iii) ensuring compliance of the venue setup and installation works with the technical specifications provided by StarMac or the National Games Coordination Office (Macau), the recognised international industry standards and applicable regulations in Macau; (iv) ensuring timely completion of all stages of works within agreed timeline; and (v) on-site safety management and ensuring third-party contractor(s) maintain compliance with all applicable safety regulations.

In consideration of Voice Production's assumption of the abovementioned responsibilities and obligations, StarMac shall pay Voice Production an aggregate fee of MOP1,200,000 (equivalent to approximately HK\$1,165,000), which shall be settled prior to the completion of the Event, i.e. on or before 15 November 2025. Such fee was determined through arm's length negotiation between the parties on normal commercial terms, having regard to complexity and technical specifications of the Event, scope of responsibilities of Voice Production and prevailing market rates for comparable works.

The executive committee of the Board has assessed the budget plan and the projected profitability analysis prepared by the operation team of Voice Production, taking into account the third-party contractor engagement fee, labour and material costs and miscellaneous expenses, with reference to prevailing market quotations and rates for comparable sports venue setup and installation works and industry practice. All expenditures related to the venue setup and installation works will be funded by the internal resources of the Group.

Having evaluated the foregoing review and financial analysis, the Directors (including the independent non-executive Directors) are of the view that the terms of the Cooperation Agreement are fair and reasonable and the Cooperation Agreement and the transactions contemplated thereunder are on normal commercial terms or better.

Termination

Voice Production shall have the right to terminate the Cooperation Agreement immediately upon written notice to StarMac upon the occurrence of: (i) StarMac's breach of relevant clauses in the Cooperation Agreement; (ii) deterioration of financial conditions of StarMac impacting the execution of the Event; or (iii) any other circumstances that Voice Production reasonably believes may harm the interests of the Event. Upon such termination, StarMac shall fully compensate Voice Production for all expenses paid or fees due to be paid by it in connection with the Event within seven days following the termination written notice and shall indemnify Voice Production against any incidental or consequential losses or damages.

REASONS FOR AND BENEFITS OF THE COOPERATION AGREEMENT

The Company is an investment holding company incorporated in the Cayman Islands with limited liability. The Group principally engages in the business of providing 24-hour integrated printing services for customers mainly in the financial and capital markets in Hong Kong. The Group also undertakes the entertainment programs production and events planning.

It is the intention of the Group to capitalize on the collaboration with StarMac under the Cooperation Agreement to enhance the brand awareness and market presence of the Group, while simultaneously supplementing and diversifying its revenue stream. Through its involvement in the 3-on-3 basketball competition event of the National Games (being the country's highest-level and largest national multi-sport event), the Group expects to benefit from increased exposure and significant market recognition

within the entertainment programs production sector, thereby strengthening its market position and diversifying its revenue sources. The prospective operational profits arising from the Event are expected to enhance the Group's financial performance and value to the Shareholders.

The Group's strong cash position and sustainable operating cash inflows generated from its core financial printing business provide it with adequate financial resources and liquidity to meet the expenditure required for the venue setup and installation works. The executive committee of the Board has conducted a thorough review of the budget plan and the projected profitability analysis, and evaluated the financial metrics of the Event, in accordance with the Group's internal control policies and procedures regarding the production of entertainment programs and events planning. Having assessed (i) the viability, terms, budget plan and expected returns of the Event; (ii) the financial and liquidity position of the Group; and (iii) the aforementioned commercial merits of entering into the Cooperation Agreement, the executive committee of the Board considered that the risk-return profile and the Group's liquidity position prudent, and accordingly proposed the Cooperation Agreement and the transactions contemplated thereunder to the Board for consideration and approval.

After due consideration, the Directors (including the independent non-executive Directors) are of the view that the terms of the Cooperation Agreement are fair and reasonable and the Cooperation Agreement and the transactions contemplated thereunder are on normal commercial terms or better and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board has approved the Cooperation Agreement and the transactions contemplated thereunder.

INFORMATION OF VOICE PRODUCTION

Voice Production is a company incorporated in the BVI with limited liability and its principal business is the production of entertainment programs and events planning. As at the date of this announcement, Voice Production is beneficially owned as to 65% by the Company and 35% by Mr. Lou.

INFORMATION OF STARMAC

StarMac is a company incorporated under the laws of Macau with limited liability and is principally engaged in the business of entertainment programs production and events planning. It specializes in the organization of concerts, artist showcases, sports events, exhibitions, as well as providing comprehensive production and management services for high-end branded commercial performances and various entertainment activities.

StarMac has an established track record of event management and coordination for prominent sports events in Macau, Hong Kong and the PRC, including but not limited to the International Basketball Federation (FIBA) 3x3 World Tour Macau Masters, the International Volleyball Federation (FIVB) Women's Volleyball Nations League, the 3x3 Greater Bay Area Tour, the National Youth Basketball Open, the Dartslive Open and the international marathons. Leveraging a team of professionals with deep expertise in sports, StarMac was the first to stage premium sports competition at the Ruins of St. Paul's in the Historic Centre of Macau, a famous UNESCO World Heritage site.

Since 2018, StarMac has been actively involved in the entertainment industry and has hosted numerous innovative concerts and world tours. Its portfolio features renowned Korean pop music groups such as “GOT7 2018 Eyes On You World Tour” and “Super Junior World Tour — Super Show 8: Infinite Time”, and famous Taiwanese artists such as “Wakin Chau World Tour Live”, “Jam Hsiao Wild/Mild World Tour”, “Rainie Yang LIKE A STAR World Tour Concert”, “Cyndi Wang SUGAR HIGH World Tour Concert” and “Rachel Liang Scenery From The Passenger’s Seat Asia Tour” in Macau. While upholding its commitment to deepening its presence in Macau’s local entertainment and sports sectors, StarMac has strategically expanded its footprint into external markets including Shanghai, Taipei, Hong Kong and other cities within the Greater Bay Area, by organizing and driving comprehensive and diversified event initiatives. It has established long-term collaborative relationships with artists across Japan, Korea, Thailand, Taiwan, Hong Kong and Macau, continuously introducing premium entertainment projects from diverse regions.

As at the date of this announcement, StarMac is beneficially owned as to 50% by Mr. Lou and 50% by Ms. Lou Fong Tan (being Mr. Lou’s sister), who are entrepreneurs. Mr. Lou has extensive experience in the local sports community in Macau and has served as a member of the Sports Committee of Macau for multiple terms. Leveraging his extensive experience in organizing sports events and capitalizing on local government policy initiatives, Mr. Lou has led StarMac in successfully hosting numerous concerts and world tours, with an unwavering dedication to the diversified development of Macau’s economy. He was honored with the Entertainment Leading Excellence Award at the 8th Business Awards of Macau in 2025 in recognition of his outstanding contributions to the entertainment industry.

GEM LISTING RULES IMPLICATION

As at the date of this announcement, StarMac is beneficially owned as to 50% by Mr. Lou and 50% by Ms. Lou Fong Tan (who is Mr. Lou’s sister). Meanwhile, Mr. Lou is a substantial shareholder and a director of Voice Production, a non wholly-owned subsidiary of the Company, and is thus a connected person of the Company at the subsidiary level under Chapter 20 of the GEM Listing Rules. StarMac is regarded as an associate of Mr. Lou and thus a connected person of the Company at the subsidiary level. Therefore, the entering into of the Cooperation Agreement constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

As the Cooperation Agreement and the FIBA Cooperation Agreement are a series of connected transactions entered into by the Group with the same party within a 12-month period and are of a similar nature, the transactions contemplated under the Cooperation Agreement and the FIBA Cooperation Agreement shall be aggregated pursuant to Rule 20.79 of the GEM Listing Rules. As (i) Mr. Lou and StarMac are the connected persons of the Company at the subsidiary level; (ii) the Board has approved the Cooperation Agreement and the transactions contemplated thereunder; and (iii) the independent non-executive Directors have confirmed that the terms of the Cooperation Agreement are fair and reasonable and the Cooperation Agreement and the transactions contemplated thereunder are on normal commercial terms or better and in the interests of the Company and the Shareholders as a whole, by virtue of Rule 20.99 of the GEM Listing Rules, the entering into of the Cooperation

Agreement and the transactions contemplated thereunder are subject to the reporting and announcement requirements, and are exempt from the circular, independent financial advice and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

None of the Directors has a material interest in the Cooperation Agreement and the transactions contemplated thereunder, and therefore none of the Directors was required to abstain from voting on the resolution(s) of the Board in approving the Cooperation Agreement and the transactions contemplated thereunder.

DEFINITIONS

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

“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Company”	EDICO Holdings Limited (鉅京控股有限公司*), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange (stock code: 8450)
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Cooperation Agreement”	the cooperation agreement dated 5th November 2025 entered into between Voice Production and StarMac in relation to the Event
“Director(s)”	the director(s) of the Company
“Event”	the 3-on-3 basketball competition event of the National Games
“FIBA Cooperation Agreement”	the cooperation agreement dated 13 June 2025 entered into between Voice Production and StarMac in relation to the joint organization of the International Basketball Federation (FIBA) 3x3 World Tour Macau Masters
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Macau”	the Macau Special Administrative Region of the PRC
“MOP”	Macau Pataca, the lawful currency of Macau
“Mr. Lou”	Mr. Lou Kit Long (老傑龍先生)
“National Games”	the 15th National Games of the PRC
“National Games Coordination Office (Macau)”	the National Games Coordination Office (Macau) of the National Games, the 12th National Games for Persons with Disabilities and the 9th National Special Olympic Games
“PRC”	the People’s Republic of China
“Share(s)”	share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“StarMac”	StarMac Entertainment & Production Limited, a company incorporated under the laws of Macau with limited liability
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Voice Production”	The Voice Production Limited, a company incorporated in the BVI and a non wholly-owned subsidiary of the Company
“%”	per cent.

For the purpose of this announcement, unless otherwise indicated, conversion of MOP into HK\$ is calculated at the exchange rate of MOP1.00 to HK\$0.971. This exchange rate is for illustrative purpose only and does not constitute a representation that any amount has been, could have been, or may be exchanged at this or any other rate at all.

By order of the Board of
EDICO Holdings Limited
Ip Tsz King
Executive Director

Hong Kong, 5th November 2025

As at the date of this announcement, the executive Directors are Mrs. Donati Chan Yi Mei Amy (chief executive officer) and Mr. Ip Tsz King; the non-executive Director is Ms. Ma Chui Ki Venus; and the independent non-executive Directors are Mr. Iu Wai Kit, Mr. Tang Chi Chiu and Mr. So Yiu Tung.

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

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for a minimum period of seven days from the date of its publication and on the Company’s website at www.edico.com.hk.

** For identification purpose only*