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

If you have sold or transferred all your shares in EDICO Holdings Limited, you should at once hand this circular and the accompanying 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 or transferee.

EDICO Holdings Limited

鉅京控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8450)

(1) PROPOSED GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of this cover page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the 2026 AGM to be held at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 6th March 2026 at 11:00 a.m. is set out on pages 16 to 20 of this circular.

A form of proxy for use in connection with the 2026 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.edico.com.hk). If you are not able or do not intend to attend the 2026 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2026 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2026 AGM or its adjournment if you so wish. If you attend and vote in person at the 2026 AGM, the instrument appointing a proxy shall be deemed to have been revoked.

This circular together with the form of proxy will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange for at least 7 days from the date of its publication and on the Company’s website at www.edico.com.hk.

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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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This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular will prevail.

DEFINITIONS

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

“2025 AGM”	the AGM held on 18th February 2025
“2026 AGM”	the AGM to be held at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 6th March 2026 at 11:00 a.m.
“AGM”	the annual general meeting of the Company
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Chief Executive Officer”	the chief executive officer of the Company
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	EDICO Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on GEM (stock code: 8450)
“controlling shareholder”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time
“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 People’s Republic of China
“INED(s)”	the independent non-executive Director(s)

DEFINITIONS

“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2026 AGM to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares) not exceeding 20% of the aggregate number of the issued Shares (excluding any Treasury Shares) as at the date of passing the relevant resolution granting such mandate
“Latest Practicable Date”	Wednesday, 31st December 2025, being the latest practicable date for ascertaining certain information prior to the printing of this circular
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2026 AGM to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares (excluding any Treasury Shares) as at the date of passing the relevant resolution granting such mandate
“Risk Management Committee”	the risk management committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of nominal or par value of HK\$0.01 each 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
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time
“Treasury Share(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Year”	the year ended 30th September 2025
“%”	per cent

LETTER FROM THE BOARD

EDICO Holdings Limited

鉅京控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8450)

Executive Directors:

Mrs. Donati Chan Yi Mei Amy

(Chief Executive Officer)

Mr. Ip Tsz King

Non-executive Director:

Ms. Ma Chui Ki Venus

Registered Office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Independent Non-executive Directors:

Mr. Iu Wai Kit

Mr. Tang Chi Chiu

Mr. So Yiu Tung

Headquarters and Principal Place of

Business in Hong Kong:

8/F., Wheelock House

20 Pedder Street

Central

Hong Kong

7th January 2026

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;**

**(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND**

(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Directors will propose at the 2026 AGM the resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; and (iii) the re-election of retiring Directors.

The purpose of this circular is to give you notice of the 2026 AGM and provide you with the information regarding the above resolutions to be proposed at the 2026 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

* For identification purpose only

LETTER FROM THE BOARD

ISSUE MANDATE

Given that the general and unconditional mandate granted to the Directors to allot, issue and deal with Shares pursuant to the approval by Shareholders at the 2025 AGM will lapse at the conclusion of the 2026 AGM, an ordinary resolution will be proposed at the 2026 AGM to grant the Issue Mandate to the Directors. Based on 1,000,000,000 Shares (excluding any Treasury Shares) in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2026 AGM, the Directors will be authorised to allot, issue and deal with up to a total of 200,000,000 Shares (excluding any Treasury Shares), being 20% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2026 AGM. The Issue Mandate, if granted at the 2026 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REPURCHASE MANDATE

Given that the general and unconditional mandate granted to the Directors to repurchase Shares pursuant to the approval by Shareholders at the 2025 AGM will lapse at the conclusion of the 2026 AGM, an ordinary resolution will be proposed at the 2026 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate, based on 1,000,000,000 Shares in issue (excluding any Treasury Shares) as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2026 AGM, the Company would be allowed to repurchase a maximum of 100,000,000 Shares (including any sale or transfer of Treasury Shares), being 10% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the 2026 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF THE ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2026 AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there were two executive Directors, namely Mrs. Donati Chan Yi Mei Amy (“**Mrs. Donati**”) and Mr. Ip Tsz King; one non-executive Director, namely Ms. Ma Chui Ki Venus (“**Ms. Ma**”) and three INEDs, namely Mr. Iu Wai Kit (“**Mr. Iu**”), Mr. Tang Chi Chiu (“**Mr. Tang**”) and Mr. So Yiu Tung.

Article 83(3) of the Articles of Association provides that the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Article 84(1) of the Articles of Association provides that at each AGM, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an AGM at least once every three years. Article 84(2) of the Articles of Association provides that a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been the longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, Mrs. Donati, Ms. Ma, Mr. Iu and Mr. Tang (collectively, the “**Retiring Directors**”) will retire from office by rotation at the 2026 AGM and being eligible, have offered themselves for re-election at the 2026 AGM.

The Nomination Committee had assessed and reviewed Mr. Iu and Mr. Tang’s annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed they remain independent. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors based on the nomination policy of the Company, which was disclosed in the annual report of the Company for the Year and found their performance satisfactory. The Nomination Committee also considered that the Retiring Directors’ experience, skills and other perspectives as set out in Appendix I to this circular can bring further contributions to the Board and its diversity. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the 2026 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2026 AGM. The Board believes that the continuous appointment of the Retiring Directors contributes to the stability and diversity of the Board.

LETTER FROM THE BOARD

The biographical details of each of the Retiring Directors to be re-elected at the 2026 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the GEM Listing Rules.

2026 AGM

The Company will convene the 2026 AGM at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 6th March 2026 at 11:00 a.m., at which resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include the number of Shares repurchased under the Repurchase Mandate; and (iii) the re-election of the Retiring Directors. The notice convening the 2026 AGM is set out on pages 16 to 20 of this circular.

A form of proxy for use in connection with the 2026 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.edico.com.hk). If you are not able or do not intend to attend the 2026 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2026 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2026 AGM or its adjournment should he/she/it so wish. If the Shareholder attends and votes in person at the 2026 AGM, the instrument appointing a proxy shall be deemed to have been revoked.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or an administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the 2026 AGM and contained in the notice of the 2026 AGM will be voted by way of a poll by the Shareholders. Treasury Shares, if any, registered in the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, Treasury Shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Company's general meeting(s).

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Directors consider that (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; and (iii) the re-election of Retiring Directors as set out in the notice of the 2026 AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2026 AGM as set out in the notice of the 2026 AGM on pages 16 to 20 of this circular.

Yours faithfully,

For and on behalf of the Board

EDICO Holdings Limited

Donati Chan Yi Mei Amy

Chief Executive Officer and Executive Director

The following are the biographical details of the Directors who will retire as required by the Articles of Association and the GEM Listing Rules and are proposed to be re-elected at the 2026 AGM.

Save as disclosed below, there is no other matter concerning the re-election of each of the Retiring Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mrs. Donati Chan Yi Mei Amy (陳綺媚)

Mrs. Donati, aged 51, is the Chief Executive Officer, an executive Director and the compliance officer of our Company and is responsible for overseeing the daily operations, general management and strategic planning of our Group, and ensuring the Group's compliance with the GEM Listing Rules and other relevant laws and regulations. Mrs. Donati is also a member of the Remuneration Committee. She was appointed as an executive Director on 22nd June 2017 and as the Chief Executive Officer on 30th June 2017. She joined our Group on 1st August 2010 and has held the position of managing director prior to her appointment as the Chief Executive Officer. Mrs. Donati is also the Chief Executive Officer of EDICO Financial Press Services Limited, an indirect wholly-owned subsidiary of the Company.

Mrs. Donati has over 2 decades of experience in the financial printing industry. Prior to joining our Group, she was a general manager and sales director of iOne (Regional) Financial Press Limited from November 2005 to December 2009, responsible for the sales and marketing activities and general management of the company. From June 2001 to October 2005, Mrs. Donati worked at Donnelley Financial Solutions Hong Kong Limited (formerly known as Roman Financial Press Limited), and her last position held was an associate sales director primarily responsible for overseeing the sales and marketing activities of the company. She was also the sales trainee of RR Donnelley Financial Asia Limited from April 2000 to May 2001, responsible for project management. Mrs. Donati graduated from the University of Keele in England with a Bachelor of Laws (LLB) and a Bachelor of Business Administration in July 1996.

Mrs. Donati entered into a letter of appointment with the Company on 16th January 2018 for an initial term of three years commencing on 2nd February 2018 (the listing date) and shall continue thereafter unless terminated by at least three months notice in writing served by either party. Pursuant to the letter of appointment, Mrs. Donati is entitled to a director's fee of HK\$10,000 per month and a discretionary bonus. The aggregate emolument of Mrs. Donati received from the Group for the Year amounted to HK\$1,968,000. Mrs. Donati is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

Ms. Ma Chui Ki Venus (馬翠琪)

Ms. Ma, aged 28, was appointed as a non-executive director on 7th April 2025. Ms. Ma is also a member of the Nomination Committee.

Ms. Ma was admitted as a solicitor in Hong Kong in December 2023. She obtained her Bachelor of Arts degree in Law with First Class Honours and Master of Arts degree in July 2022 and July 2024, respectively, from the University of Cambridge in the United Kingdom. She has been an assistant solicitor at Lo & Lo, a law firm, since January 2024 and is primarily responsible for advising clients on real estate matters, including advising developers in Hong Kong on sale and development of first-hand properties. She has been appointed as an Honorary Life Chairlady and pro bono legal consultant of the Federation of Hong Kong Yunfu Community Organisations (香港雲浮社團聯合總會永遠名譽主席及義務法律顧問), a committee member of the 7th Committee of Yunfu City of The Chinese People's Political Consultative Conference (中國人民政治協商會議第七屆雲浮市委員會委員), a council member of sixth term of the Yunfu Overseas Friendship Association Committee (雲浮海外聯誼會第六屆理事會理事) and a member of the eighth term of the Steering Committee of the New Energy Transport Fund (新能源運輸基金督導委員會) of the Environment and Ecology Bureau of the Government of the Hong Kong Special Administrative Region since November 2024, January 2025, February 2025 and April 2025, respectively.

Ms. Ma has entered into a letter of appointment with the Company for an initial term of three years with effect from 7th April 2025 unless terminated by at least one month's notice in writing served by either party. Pursuant to the letter of appointment, Ms. Ma is entitled to a director's fee of HK\$20,000 per month. Ms. Ma is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

Mr. Iu Wai Kit (姚偉傑)

Mr. Iu, aged 35, was appointed as an INED on 1st June 2025. Mr. Iu is also the chairman of each of the Nomination Committee and the Risk Management Committee and a member of each of the Audit Committee and the Remuneration Committee.

Mr. Iu has over 10 years of experience in the legal industry of Hong Kong. He was admitted as a solicitor in Hong Kong in 2016 and is currently a practicing solicitor in Hong Kong, specialising in corporate finance, commercial and regulatory compliance matters. Mr. Iu graduated with his dual bachelor's degrees in business administration and laws from The University of Hong Kong in November 2011 and November 2013, respectively.

Mr. Iu has entered into a letter of appointment with the Company for an initial fixed term of one year with effect from 1st June 2025 unless terminated by at least one month's notice in writing served by either party. Pursuant to the letter of appointment, Mr. Iu is entitled to a director's fee of HK\$10,000 per month. Mr. Iu is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

Mr. Tang Chi Chiu (鄧志釗)

Mr. Tang, aged 42, was appointed as an INED on 1st June 2025. Mr. Tang is also the chairman of the Audit Committee and a member of the Risk Management Committee.

Mr. Tang is currently a practicing certified public accountant in Hong Kong and has over 15 years of experience in the field of accounting, auditing and company secretarial services. He has been serving as a director of a CPA firm since December 2014, and a corporate service firm since December 2011, for which he is responsible for overall strategic planning.

Mr. Tang joined Man Shun Group (Holdings) Limited (Stock Code: 1746) (“**Man Shun Group**”), a company listed on the Main Board of the Stock Exchange, as the chief financial officer in January 2017, and was later appointed as a director in February 2018 and redesignated as an executive director of Man Shun Group in March 2018 until his resignation in April 2019. He was appointed as an independent non-executive director of Optima Automobile Group Holdings Limited (Stock Code: 8418), a company listed on GEM of the Stock Exchange, from September 2019 to September 2020. Mr. Tang had served as a company secretary of Hephaestus Holdings Limited (formerly known as Union Asia Enterprise Holdings Limited) (Stock Code: 8173), a company listed on GEM of the Stock Exchange, from November 2019 to March 2022. Since December 2024, Mr. Tang has been serving as an independent non-executive director of Basic House New Life Group Limited (Stock Code: 8360), a company listed on GEM of the Stock Exchange.

Mr. Tang graduated from the City University of Hong Kong with a bachelor’s degree in business administration, majoring in accountancy in November 2006. He further obtained a master of science degree majoring in finance from the City University of Hong Kong in July 2016 and an executive master’s degree in business administration from The Chinese University of Hong Kong in October 2022. He was admitted as a member of the Hong Kong Institute of Certified Public Accountants in February 2011.

Mr. Tang has entered into a letter of appointment with the Company for an initial fixed term of one year with effect from 1st June 2025 unless terminated by at least one month’s notice in writing served by either party. Pursuant to the letter of appointment, Mr. Tang is entitled to a director’s fee of HK\$10,000 per month. Mr. Tang is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

General

The emoluments of each of the Retiring Directors are determined by the Board upon the recommendation of the Remuneration Committee by reference to each of the Retiring Director’s experience, responsibilities and duties within the Group.

Save as disclosed above, each of the Retiring Directors confirms with respect to his/her re-election that as at the Latest Practicable Date: he/she (i) had not held any directorship in the last three years in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) did not hold other positions in the Company or other members of the Group; (iii) did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

This appendix serves as an explanatory statement as required by Rule 13.08 of the GEM Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the 2026 AGM granting the Repurchase Mandate.

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the GEM Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, 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 sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the 2026 AGM, the Directors would be authorised to repurchase up to a maximum of 100,000,000 Shares, representing 10% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of passing the relevant resolution. The Repurchase Mandate will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding

arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the laws of the Cayman Islands and the Articles of Association for such purpose.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 30th September 2025, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on GEM during each of the previous twelve months up to the Latest Practicable Date were as follows:

Month	Traded Price per Share (HK\$)	
	Highest	Lowest
2024		
December	0.150	0.085
2025		
January	0.148	0.108
February	0.132	0.085
March	0.108	0.077
April	0.127	0.080
May	0.120	0.110
June	0.128	0.114
July	0.163	0.102
August	0.134	0.109
September	0.134	0.108
October	0.127	0.093
November	0.107	0.093
December (up to and including the Latest Practicable Date)	0.105	0.089

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, has any present intention to sell to the Company any of the Shares if the Repurchase Mandate is approved at the 2026 AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 13.08 of the GEM Listing Rules and that neither the explanatory statement nor the proposed Share repurchase has any unusual features.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. To the extent that any Treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as Treasury Shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

10. EFFECT OF THE TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Jantix Management Limited (“**Jantix**”) was beneficially interested in 557,800,000 Shares, representing 55.78% of the total number of the issued Shares. Jantix is wholly owned by Mr. Lui Yu Kin (“**Mr. Lui**”). Under the SFO, Mr. Lui is deemed to be interested in 557,800,000 Shares held by Jantix. In the event that the Directors exercise in full the Repurchase Mandate, the interests in the Company of each of Mr. Lui and Jantix would be increased to approximately 61.98% of the total number of the issued Shares and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

11. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING

EDICO Holdings Limited

鉅京控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8450)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of EDICO Holdings Limited (the “**Company**” and the “**AGM**”, respectively) will be held at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 6th March 2026 at 11:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 30th September 2025.
2.
 - (a) To re-elect Mrs. Donati Chan Yi Mei Amy as an executive director of the Company.
 - (b) To re-elect Ms. Ma Chui Ki Venus as a non-executive director of the Company.
 - (c) To re-elect Mr. Iu Wai Kit as an independent non-executive director of the Company.
 - (d) To re-elect Mr. Tang Chi Chiu as an independent non-executive director of the Company.
3. To authorise the board of directors (the “**Board**”) of the Company to fix the remuneration of the directors of the Company for the year ending 30th September 2026.
4. To re-appoint PKF Hong Kong Limited as the independent auditor of the Company and authorise the Board to fix its remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution below and pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as amended from time to time, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) (including

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the GEM Listing Rules) of the Company (the “**Treasury Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval 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 after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares; or (iii) the exercise of any options granted under the share option scheme of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”), shall not exceed 20% of the issued share capital of the Company (excluding any Treasury Shares) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 of Association or any applicable laws and regulations of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (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 restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on the Stock Exchange or any other exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange (the “**Recognised Stock Exchange**”) subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules or that of any other Recognised Stock Exchange, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the issued share capital of the Company (excluding any Treasury Shares) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 of Association or any applicable laws and regulations of the Cayman Islands to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by the passing of an ordinary resolution of the Shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions numbered 5 and 6 set out in the notice convening this meeting of which this resolution forms part being passed, the aggregate number of Shares which may be repurchased by the Company after the date of the passing of this resolution (up to a maximum of 10% of the issued share capital of the Company (excluding any Treasury Shares) as stated in resolution numbered 6 set out in the notice convening this meeting of which this resolution forms part) shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted and issued/Treasury Shares that may be sold or transferred by the Directors under the authority granted pursuant to resolution numbered 5 set out in the notice convening this meeting of which this resolution forms part.”

By Order of the Board
EDICO Holdings Limited
Donati Chan Yi Mei Amy
Chief Executive Officer and Executive Director

Hong Kong, 7th January 2026

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Headquarters and Principal Place of Business in Hong Kong:

8/F., Wheelock House
20 Pedder Street
Central
Hong Kong

Notes:

1. Any member of the Company (the “**Member**” or the “**Shareholder**”) entitled to attend and vote at the AGM shall be entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy need not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the AGM in person, the form of proxy will be deemed to have been revoked.

NOTICE OF ANNUAL GENERAL MEETING

3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the office of the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the AGM or its adjournment (as the case may be).
4. For determining the entitlement of the Members to attend and vote at the AGM, the register of members of the Company (the "**Register of Members**") will be closed from Tuesday, 3rd March 2026 to Friday, 6th March 2026 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the AGM, the non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 2nd March 2026.
5. In relation to the proposed resolutions numbered 2(a), 2(b), 2(c) and 2(d) above, Mrs. Donati Chan Yi Mei Amy, Ms. Ma Chui Ki Venus, Mr. Iu Wai Kit and Mr. Tang Chi Chiu will retire as directors of the Company (the "**Directors**") at the AGM and, being eligible, have offered themselves for re-election. Details of the above Directors are set out in Appendix I to the Company's circular dated 7th January 2026 (the "**Circular**").
6. In relation to the proposed resolution numbered 4 above, the Board concurs with the views of the audit committee of the Board and has recommended that PKF Hong Kong Limited be re-appointed as the independent auditor of the Company.
7. In relation to the proposed resolution numbered 5 above, approval is being sought from the Members for the grant to the Directors of a general and unconditional mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares.
8. In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix II to the Circular.
9. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll.
10. Where there are joint holders of any Share, any one of such joint holders 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 holders are present at the AGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.