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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)

**DISCLOSEABLE AND CONNECTED TRANSACTION
RELATING TO
INVESTMENT IN CONCERT**

THE CONCERT JOINT INVESTMENT AGREEMENT

On 6 March 2026 (after trading hours), Voice Production, a non wholly-owned subsidiary of the Company, and StarMac entered into the Concert Joint Investment Agreement, pursuant to which Voice Production has agreed to participate in a joint investment with StarMac in respect of the Co-organizer Interest. Voice Production shall contribute the Investment Sum of HK\$7,486,000 to StarMac in exchange for the entitlement to enjoy 96% of the economic benefits (including profit sharing and the obligation to bear costs and losses) derived from the Co-organizer Interest held by StarMac.

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 Concert Joint Investment Agreement constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

As the Concert Joint Investment Agreement, the FIBA Cooperation Agreement and the NG 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 Concert Joint Investment Agreement, the FIBA Cooperation Agreement and the NG Cooperation Agreement shall be aggregated pursuant to Rule 20.79 of the GEM Listing Rules.

As the highest applicable percentage ratio (as defined in the GEM Listing Rules) in respect of the transactions contemplated under the Concert Joint Investment Agreement when aggregated with the FIBA Cooperation Agreement and the NG Cooperation Agreement is more than 5% but less than 25%, the transactions contemplated under the Concert Joint Investment Agreement when aggregated with the FIBA Cooperation Agreement and the NG Cooperation Agreement constitute a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and are therefore subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

As (i) Mr. Lou and StarMac are only connected persons of the Company at the subsidiary level; (ii) the Board has approved the Concert Joint Investment Agreement and the transactions contemplated thereunder; and (iii) the independent non-executive Directors have confirmed that the terms of the Concert Joint Investment Agreement are fair and reasonable and the Concert Joint Investment 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 Concert Joint Investment Agreement and the transactions contemplated thereunder are subject to the reporting and announcement requirements, and are exempt from the circular, independent financial advice and shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

THE CONCERT JOINT INVESTMENT AGREEMENT

On 6 March 2026 (after trading hours), Voice Production, a non wholly-owned subsidiary of the Company, and StarMac entered into the Concert Joint Investment Agreement, the principal terms of which are as follows:

Date

6 March 2026 (after trading hours)

Parties

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

Subject matter

Pursuant to the Concert Joint Investment Agreement, Voice Production has agreed to participate in a joint investment with StarMac in respect of the Co-organizer Interest. Voice Production shall contribute the Investment Sum of HK\$7,486,000 to StarMac in exchange for the entitlement to enjoy 96% of the economic benefits (including profit sharing and the obligation to bear costs and losses) derived from the Co-organizer Interest held by StarMac.

The Investment Sum, representing approximately 96% of the amount actually paid by StarMac for the Co-organizer Interest, was determined with reference to Voice Production's approximate 96% proportionate share of the Co-organizer's Share of Total Cost. The Investment Sum has been satisfied upon execution of the Concert Joint Investment Agreement.

StarMac is a co-organizer of the Concert and the holder of the Co-organizer Interest under the Concert Agreement and enjoys all the economic benefits (including revenue and the obligation to bear costs and losses) derived therefrom, along with the relevant co-organizing rights and obligations. Under the Concert Joint Investment Agreement, StarMac remains the co-organizer of the Concert and continues to be responsible for exercising all rights and fulfilling all obligations of the co-organizer as stipulated under the Concert Agreement and for liaising with the Organizer. All rights, obligations, and economic benefits of Voice Production in relation to the Concert are managed and settled by StarMac acting as the holder of the Co-organizer Interest.

Cost, profit and loss allocation mechanism

Voice Production is entitled to 96% of the economic benefits (including profit sharing and the obligation to bear costs and losses) derived from the Co-organizer Interest, while StarMac retains 4% of the economic benefits derived from the Co-organizer Interest. Accordingly, Voice Production and StarMac shall bear 96% and 4%, respectively, of the Co-organizer's Share of Total Cost. Any cost overrun shared at the level of the Organizer and StarMac shall continue to be shared between Voice Production and StarMac in accordance with the sharing ratio (96:4) under the Concert Joint Investment Agreement.

Upon settlement of profits or losses between the Organizer and StarMac pursuant to the Concert Agreement, StarMac shall complete the settlement with Voice Production within 14 days after confirming the final financial report submitted by the Organizer. Pursuant to the Concert Agreement, if there is a profit, the Organizer shall refund to StarMac its entire investment amount and distribute profits in proportion to the profit and loss ratio. In such circumstances, StarMac shall refund to Voice Production the Investment Sum and distribute profits to Voice Production in accordance with the sharing ratio (96:4) under the Concert Joint Investment Agreement.

StarMac has irrevocably warranted and undertaken to Voice Production that, if (i) the final financial report shows a break-even or loss (i.e. no net profit); or (ii) the Concert Agreement is terminated pursuant to clause 6.2 thereof, StarMac shall, within 14 days after confirming the final financial report submitted by the Organizer, unconditionally refund the Investment Sum in full to Voice Production.

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 ticket sales performance, estimated revenue (from ticketing and sponsorship) and projected operational costs of the Concert. Having evaluated the financial analysis and considered the irrevocable warranty and undertaking provided by StarMac to refund the entire Investment Sum as aforementioned, the Directors

(including the independent non-executive Directors) are of the view that the terms of the Concert Joint Investment Agreement are fair and reasonable and the Concert Joint Investment Agreement and the transactions contemplated thereunder are on normal commercial terms or better.

REASONS FOR AND BENEFITS OF THE ENTERING INTO OF THE CONCERT JOINT INVESTMENT 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 engages in the entertainment programs production and events planning.

The parent company of the Organizer is a market leader in the film and entertainment sector in Taiwan, with a proven track record in managing a wide range of cultural and creative activities, including film production, concerts, music publishing, artist management and creative planning. Leveraging the Organizer's proven track record and the artist's strong market appeal, the Company anticipates that the investment in the Concert will yield attractive risk-adjusted returns. The prospective economic benefits are expected to strengthen the Group's earnings profile and create sustainable value for 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. 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 Concert, 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 Concert; (ii) the financial and liquidity position of the Group; and (iii) the downside protection provided by StarMac's refund warranty and undertaking, the executive committee of the Board considered that the risk-return profile of the investment in the Concert is prudent and the Group's liquidity position remains healthy, and accordingly proposed the Concert Joint Investment Agreement and the transactions contemplated thereunder to the Board for consideration and approval.

After due consideration of the factors above, the Directors (including the independent non-executive Directors) are of the view that the terms of the Concert Joint Investment Agreement are fair and reasonable and the Concert Joint Investment 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 Concert Joint Investment 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 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 Concert Joint Investment Agreement constitutes a connected transaction of the Company under Chapter 20 of the GEM Listing Rules.

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As (i) Mr. Lou and StarMac are only connected persons of the Company at the subsidiary level; (ii) the Board has approved the Concert Joint Investment Agreement and the transactions contemplated thereunder; and (iii) the independent non-executive Directors have confirmed that the terms of the Concert Joint Investment Agreement are fair and reasonable and the Concert Joint Investment 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 Concert Joint Investment Agreement and the transactions contemplated thereunder are subject to the reporting and announcement requirements, and are exempt from the circular, independent financial advice and shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

None of the Directors has a material interest in the Concert Joint Investment 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 Concert Joint Investment 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)
“Concert”	“AUT NIHILO” Sun Yanzi in Concert — Hong Kong (孫燕姿《就在日落以後》巡迴演唱會) to be held on 13 and 15 March 2026
“Concert Agreement”	the formal cooperation agreement dated 17 November 2025 entered into between the Organizer and StarMac regarding the investment and cooperation for the Concert
“Concert Joint Investment Agreement”	the concert joint investment agreement dated 6 March 2026 entered into between Voice Production and StarMac in relation to the joint investment in the Concert
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Co-organizer Interest”	the 10% interest in the Concert held by StarMac pursuant to the Concert Agreement, which includes the entitlement to all economic benefits (including revenue and the obligation to bear costs and losses) derived therefrom, along with the relevant co-organizing rights and obligations
“Co-organizer’s Share of Total Cost”	the 10% share of the total costs and expenses of the Concert to be borne by StarMac pursuant to the Concert Agreement
“Director(s)”	the director(s) of the Company

“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
“Investment Sum”	HK\$7,486,000, being the total investment amount payable by Voice Production to StarMac under the Concert Joint Investment Agreement
“Macau”	the Macau Special Administrative Region of the PRC
“Mr. Lou”	Mr. Lou Kit Long (老傑龍先生)
“NG Cooperation Agreement”	the cooperation agreement dated 5 November 2025 entered into between Voice Production and StarMac in relation to the 3-on-3 basketball competition event of the 15th National Games of the PRC
“Organizer”	the organizer of the Concert, namely Kwan’s Entertainment International Co. Ltd., a company incorporated in Hong Kong with limited liability and a third party independent of the Company and its connected persons
“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.

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

Hong Kong, 6 March 2026

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*