

5 November 2024

To: The Independent Board Committee and the Independent Shareholders

Dear Sirs,

**MANDATORY UNCONDITIONAL CASH OFFER BY
ASTRUM CAPITAL MANAGEMENT LIMITED
FOR AND ON BEHALF OF JANTIX MANAGEMENT LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
EDICO HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED
OR AGREED TO BE ACQUIRED BY JANTIX MANAGEMENT LIMITED
AND PARTIES ACTING IN CONCERT WITH IT)**

INTRODUCTION

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Offer and as to the acceptance of the Offer. Details of the Offer are set out in the composite document of the Company dated 5 November 2024 (the “**Composite Document**”), of which this letter forms a part. Terms used in this letter shall have the same meanings as those defined in the Composite Document unless the context otherwise requires.

Jantix Management Limited and the Company jointly announced that on 8 October 2024 (before trading hours), the Vendor, the Vendor Guarantor and the Offeror entered into the Share Purchase Agreement pursuant to which the Vendor agreed to sell, and the Offeror agreed to purchase, the Sale Shares, being 560,000,000 Shares (representing 56.0% of the total issued share capital of the Company as at the Latest Practicable Date), for a total cash Consideration of HK\$33,600,000 (being HK\$0.06 per Sale Share).

Prior to Completion, the Offeror and parties acting in concert with it did not own, control or have direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

Immediately following Completion, the Offeror and parties acting in concert with it hold in aggregate 560,000,000 Shares, representing 56.0% of the total issued share capital of the Company. The Offeror is therefore required under Rule 26.1 of the Takeovers Code to make the Offer for all the issued Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it.

The Offer

Astrum Capital is making the Offer with the Offer Price of HK\$0.06 in cash for and on behalf of the Offeror. The Offer is unconditional in all respects when it is made. On 7 October 2024, the Offeror received the Non-accepting Irrevocable Undertaking from Ms. Yuen, who is interested in a total of 192,200,000 Non-accepting Shares, representing approximately 19.2% of the total issued share capital of the Company as at the Latest Practicable Date. Assuming that there is no change in the issued share capital of the Company and based on a total of 247,800,000 Shares which will be subject to the Offer (excluding the Non-accepting Shares) and the Offer Price of HK\$0.06 per Offer Share, the anticipated total consideration payable to accepting Independent Shareholders under the Offer would be HK\$14,868,000 in the event that the Offer is accepted in full by the Independent Shareholders except for Ms. Yuen.

For the principal terms of the Offer, together with the information of the Offeror and the Offeror's intention regarding the Group, please refer to the "Letter from Astrum Capital" contained in the Composite Document.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising all the independent non-executive Directors who have no direct or indirect interest in the Offer, namely Mr. Li Wai Ming, Mr. Wan Chun Wai Andrew and Ms. Chan Chiu Yee Natalie, has been established pursuant to Rules 2.1 and 2.8 of the Takeovers Code to advise the Independent Shareholders as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

We, Messis Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Offer. We are not associated or connected with the Company or the Offeror, their respective substantial shareholders or any party acting, or presumed to be acting, in concert with any of them and, accordingly, are considered eligible to give independent advice on the Offer. Apart from normal professional fees payable to us in connection with this appointment, no arrangement exists whereby we will receive any fees or benefits from the Company or the Offeror, their respective substantial shareholders or any party acting, or presumed to be acting, in concert with any of them. This letter contains our advice to the Independent Board Committee and the Independent Shareholders as to (i) whether the Offer is fair and reasonable; and (ii) whether the Offer is in the interests of the Independent Shareholders as a whole.

BASIS OF OUR OPINION

In formulating our advice, we have relied solely on the statements, information, opinions and representations contained in the Composite Document and the information and representations provided to us by the Group and/or the Directors and/or the senior management of the Company (the “**Management**”). We have reviewed the published information on the Company, amongst others, (i) annual report for the year ended 30 September 2022 (the “**2022 Annual Report**”); (ii) annual report for the year ended 30 September 2023 (the “**2023 Annual Report**”); and (iii) interim report for the six months ended 31 March 2024 (the “**2024 Interim Report**”), and other information contained in the Composite Document. We have also reviewed the trading performance of the Shares on the Stock Exchange. We have assumed that all statements, information, opinions and representations contained or referred to in the Composite Document or otherwise provided or made or given by the Management, for which they are solely responsible, are true and accurate at the time when they were provided and continue to be so as at the Latest Practicable Date. We have no reason to doubt the truth and accuracy of the information provided to us or to believe that any material facts have been omitted or withheld. We have, however, not conducted any independent investigation into the business and affairs of the Group, nor have we carried out any independent verification of the information supplied to us. Should there be any subsequent material changes which occur during the period from the date of the Composite Document up to the date of closing of the Offer, we will notify the Independent Board Committee and the Independent Shareholders as soon as possible.

We have not considered the tax implications on the Independent Shareholders of their acceptances or non-acceptances of the Offer (as the case may be) since these are particular to their own individual circumstances. In particular, the Independent Shareholders who are resident outside Hong Kong or subject to overseas taxes or Hong Kong taxation on securities dealings should consider their own tax position with regard to the Offer and, if in any doubt, should consult their own professional advisers.

PRINCIPAL FACTORS TAKEN INTO CONSIDERATION ON THE OFFER

In assessing the Offer and in giving our recommendations to the Independent Board Committee and the Independent Shareholders, we have taken into account the following principal factors and reasons:

1. Background and financial information of the Group

The Group is principally engaged in the provision of financial printing services in Hong Kong. Set out below is a summary of certain audited/unaudited consolidated financial information of the Group for (i) each of the three financial years ended 30 September 2021, 2022 and 2023 (as extracted from 2022 Annual Report and 2023 Annual Report); and (ii) each of the six months ended 31 March 2023 and 2024 (as extracted from the 2024 Interim Report):

Financial performance of the Group

	Year ended 30 September			Six months ended	
	2021	2022	2023	2023	2024
	(audited)	(audited)	(audited)	(unaudited)	(unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue	57,532	45,395	46,499	13,123	14,892
Gross profit	29,588	22,691	22,555	4,902	7,699
Gross profit margin	51.4%	50.0%	48.5%	37.4%	51.7%
Loss before tax	(1,809)	(5,032)	(7,721)	(7,506)	(3,556)
Loss for the year/period	(1,729)	(2,781)	(7,680)	(7,506)	(3,556)

FY2021, FY2022 and FY2023

As shown in the table above, the revenue of the Group decreased by approximately HK\$12.1 million or 21.1% from approximately HK\$57.5 million in FY2021 to approximately HK\$45.4 million in FY2022. With reference to the 2022 Annual Report, the decrease in revenue was mainly attributable to delays and terminations of projects in relation to listing documents, the contribution of which was halved in FY2022 and decreased by approximately HK\$7.2 million. As discussed with the Management, the handling of listing-related documents such as prospectus used to be the Company's mainstream of revenue, and gross profit margin of this category of service is generally higher. The sluggish capital market in Hong Kong and sharp decrease in listing related projects resulted in a decrease in overall gross profit margin from 51.4% in FY2021 to 50.0% in FY2022. Net loss for the year deteriorated and increased by approximately HK\$1.1 million or 60.8% from approximately HK\$1.7 million in FY2021 to approximately HK\$2.8 million in FY2022. The increase in net loss for the year was mainly because of the relatively inelastic operating costs such as office rental and salaries that cannot be lowered along with the decrease in revenue.

Revenue of the Group remained stable and slightly increased by approximately HK\$1.1 million or 2.42% from approximately HK\$45.4 million in FY2022 to approximately HK\$46.5 million in FY2023. The slight increase in revenue was mainly attributable to (i) increase in revenue generated from handling of periodical reporting documents; which was countered by (ii) decrease in revenue generated from handling of listing-related documents. Despite the slight improvement in revenue in FY2023, the further decrease in listing related projects during the year has resulted in further drop in overall gross profit margin from 50.0% in FY2022 to 48.5% in FY2023 and net loss for the year further deteriorated and increased by approximately HK\$4.9 million or 176.2% from approximately HK\$2.8 million in FY2022 to approximately HK\$7.7 million in FY2023. With reference to the 2023 Annual Report, the increase in net loss for the year was mainly attributable to increase of impairment losses on trade receivables and contract assets related to stage payments entitled to the Group for its performance over contract service period under expected credit loss model in FY2023 which was calculated based on days past due of trade receivables.

1H2023 and 1H2024

Revenue of the Group increased by approximately HK\$1.8 million or 13.5% from approximately HK\$13.1 million in 1H2023 to approximately HK\$14.9 million in 1H2024. With reference to the 2024 Interim Report, the increase in revenue was mainly attributable to a significant increase in revenue generated from handling listing-related documents as a result of an increase in the number of new customers successfully listed on the Stock Exchange during the half year financial period. Capitalized on the recovery of higher margin listing related projects in 1H2024, the Group improved its overall gross profit margin from 37.4% in 1H2023 to 51.7% in 1H2024. With the increase in revenue and gross profit, net loss for the period also improved from approximately HK\$7.5 million in 1H2023 to approximately HK\$3.6 million in 1H2024.

The Group has been suffering from persistent net losses over the previous three financial years. Despite the improvement in financial performance in 1H2024 driven by completion of some listing related projects, the Company has yet to escape from loss marking position and the recovery of this higher margin listing related services remain to be seen. The Management considers that handling of listing-related documents which are directly connected with IPO deals and other fund raising exercises in Hong Kong capital market used to be a key driver to the growth and profitability of the Group. Revenue generated from services such as handling of periodical reporting documents, compliance documents and other marketing collaterals remains stable over time. As discussed in the 2023 Annual Report, the Management considered that the operating environment is challenging amid sluggish Hong Kong capital market. With significant drop in IPO deals and weak fund raising activities in secondary market, the financial printing services business loses steam and is under severe pressure.

Financial position of the Group

	As at 30 September 2023 (audited) HK\$'000	As at 31 March 2024 (unaudited) HK\$'000
Non-current assets	12,682	8,273
Current assets	77,372	68,389
Non-current liabilities	2,737	460
Current liabilities	29,860	22,301
Net current assets	47,512	46,088
Net assets	57,457	53,901

As at 30 September 2023 and 31 March 2024, the total assets of the Group were approximately HK\$90.1 million and HK\$76.7 million, respectively. The financial printing business is an asset light business where the Group's assets mainly comprised fixed deposits and cash and cash equivalents. Total liabilities of the Group were approximately HK\$32.6 million and HK\$22.8 million as at 30 September 2023 and 31 March 2024 respectively which mainly comprised (i) advance payment from customers that give rise to contract liabilities of the Group; and (ii) lease liabilities arising from lease contracts for leased premises.

The Group's net assets remained stable at approximately HK\$57.5 million and HK\$53.9 million as at 30 September 2023 and 31 March 2024 respectively.

2. Industry overview and outlook of the Group

To understand and assess key factors affecting the prospects and outlook of the Group, we have discussed with the Management and reviewed the percentage of revenue attributable to each category of documents since initial listing of the Company on the Stock Exchange in year 2018 as tabled below:

	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023
Listing-related documents	50.1%	55.4%	32.7%	50.6%	24.7%	15.4%	10.7%
Periodical reporting documents	29.2%	27.1%	42.3%	30.6%	44.1%	51.8%	59.3%
Compliance documents	18.6%	15.0%	20.8%	16.6%	25.3%	28.1%	26.3%
Miscellaneous and marketing collaterals	2.1%	2.5%	4.2%	2.2%	5.9%	4.7%	3.7%

Financial performance for the year	Net profit	Net profit	Net loss	Net profit	Net loss	Net loss	Net loss

As observed from the table above, we notice that the Group recorded net profits only when revenue generated from handling of listing-related documents accounted for a major part of total revenue (i.e. over 50% of the total revenue). As discussed with the Management, we are given to understand that listing-related projects such as IPO financial printing services could generally charge higher service fees and therefore could attain higher gross profit margins under a relatively inelastic cost structure of the printing business. Given that the provision of listing related financial printing services constitutes a key driver to profitability of the Group, we concur with the view of the Directors that headwind and slowdown in Hong Kong IPO market would have an adverse impact on the prospect and business outlook of the Group.

With reference to the 2023 Annual Report, the Management considers that the operating environment will continue to face multiple challenges and the general sentiment of the Hong Kong capital market has yet to recover and the Group is not expecting the market to rebound quickly. We have conducted research on the publicly available statistics released by the Stock Exchange and set forth below (i) the total number of listed companies; (ii) the number of newly listed companies; and (iii) the number of new listing applications accepted, in each of the past 5 years:

	Year 2019	Year 2020	Year 2021	Year 2022	Year 2023
Number of listed companies	2,449	2,538	2,572	2,597	2,609
Number of newly listed companies for the year	183	154	98	90	73
Number of new listing applications accepted in the year	Not available	231	316	187	136

Source:

- (1) Annual market statistics, The Stock Exchange of Hong Kong Limited
- (2) Report on Initial Public Offering Applications, Delisting and Suspensions, The Stock Exchange of Hong Kong Limited

As discussed with the Management, we are given to understand that contracts of regular printing services provided to listed companies such as handling of periodical reporting documents and compliance documents are basically recurring business. Service fees to be earned from the provision regular printing services depend on the number of listed companies served by the Group and directly correlate with the number of listed companies in Hong Kong. Contracts of listing-related projects such as IPO financial printing services contain stage payment schedule setting out specific milestones such as submission of new listing application and successful listing of companies. We are given to understand that a large portion of the service fees from listing-related

projects are earned upon successful listing of companies. Accordingly, revenue to be generated from provision of IPO financial printing services largely correlate with the newly listed companies for a particular year.

As shown in the table above, the number of listed companies stabilized and hovered around the level of 2,500 to 2,600 companies in the past five years. The number of newly listed companies each year has been decreasing over the past five years. The number of new listing applications also peaked at 316 cases in year 2021 and sharply decreased by approximately 40.8% to 187 cases in year 2022 and further decreased by approximately 27.3% to 136 cases in year 2023. The latest number of newly listed companies on the Stock Exchange in year 2023 only represented less than 40% of that in year 2019.

To revitalize the overshadowed capital market, the Hong Kong government has taken initiatives to strengthen Hong Kong's financial centre status. With reference to the 2024 Policy Address, the Hong Kong government targets to strive for more listing of enterprises in Hong Kong and encourage both international enterprises and large-scale Mainland enterprises to list in Hong Kong. Furthermore, specific measures will be announced by SFC and the Stock Exchange to optimize vetting of listing applications.

While there are a number of favorable policies to be implemented that may help enhance the Hong Kong capital market, having considered that (i) regular printing services such as handling of periodical reporting documents and compliance documents are not expected to be the propeller of growth given the stable number of listed companies over years; and (ii) the listing related projects which represent a key driver to profitability of financial printing business have yet to show recovery amid the current headwind and slowdown in Hong Kong IPO market, we remain cautious about the future prospect and outlook of the financial printing industry.

3. Analysis of price performance and trading liquidity

Offer Price comparison

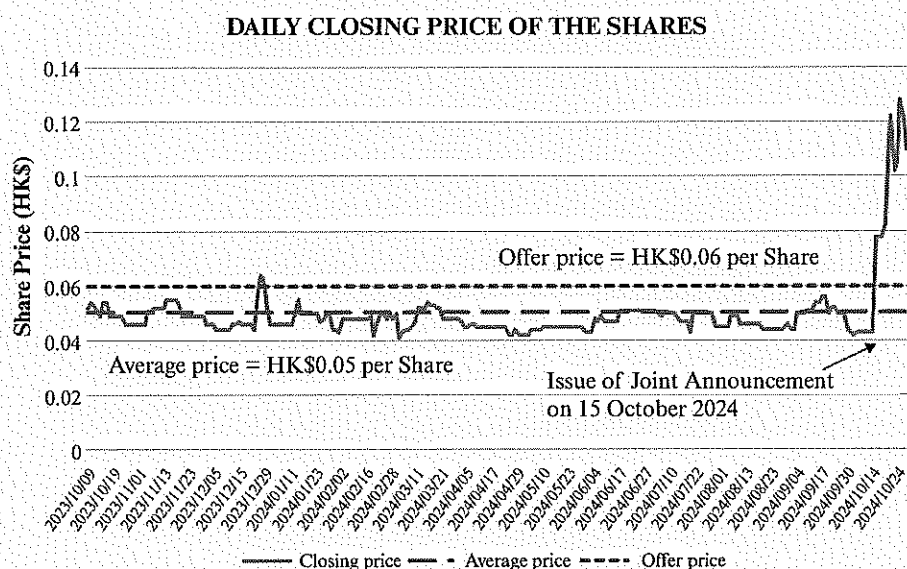
The Offer Price of HK\$0.06 per Offer Share represents:

- (i) a premium of approximately 39.53% over the closing price of HK\$0.0430 per Share as quoted on the Stock Exchange on 7 October 2024, being the Last Trading Day;
- (ii) a premium of approximately 35.14% over the average closing price of HK\$0.0444 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to and including the Last Trading Day;
- (iii) a discount of approximately 45.45% to the closing price of HK\$0.11 per Share as quoted on the Stock Exchange on the Latest Practicable Date

We have conducted further analysis on the fairness and reasonableness of the Offer Price as presented below.

Historical Share price movement

In order to assess the fairness and reasonableness of the Offer Price, we have performed a review on the daily closing prices of the Shares from 8 October 2023, being one year prior to the Last Trading Day (the “**Pre-Announcement Period**”), and from the Last Trading Day up to the Latest Practicable Date (the “**Post-Announcement Period**”) (collectively the “**Review Period**”). We consider that the one full year duration of the Review Period would be a reasonable and sufficient period to illustrate the closing price movement of the Shares as it can fairly and sufficiently reflect the market perception on the Company’s financial performance and outlook. The daily closing prices of the Shares for the Review Period are illustrated as follows:



As shown in the chart above, during the Pre-Announcement Period, the average share price was approximately HK\$0.048 per Share (the “**Average Share Price**”). The daily closing price ranged from HK\$0.041 per Share (the “**Lowest Share Price**”) to HK\$0.064 per Share (the “**Highest Share Price**”) during the Pre-Announcement Period. The reason for sudden surge in share price to the Highest Share Price on 28 December 2023 was unknown to the Management. The Offer Price of HK\$0.06 represents (i) a premium of approximately 46.3% to the Lowest Share Price; (ii) a discount of approximately 6.25% to the Highest Share Price; and (iii) a premium of approximately 25% to the Average Share Price for the Pre-Announcement Period.

Following the issue of Joint Announcement on 15 October 2024, the share price surged sharply from approximately HK\$0.043 per Share on the Last Trading Day to the highest of approximately HK\$0.128 per Share recorded on 28 October 2024, representing an increase of approximately 197.7% during the period. During the Post-Announcement Period, the average closing price of Shares was approximately HK\$0.10 which is higher than the Offer Price by

approximately 66.7%. The Offer Price of HK\$0.06 represents a discount of approximately 45.45% to the closing price of HK\$0.11 per Share as at the Latest Practicable Date. We consider that the short term increase in the Share price after the Joint Announcement may reflect the market anticipation of the favourable effects to be brought by the change of the controlling shareholder of the Company.

We notice that the Offer Price of HK\$0.06 per Share (i) is close to the Highest Share Price during the Pre-Announcement Period; (ii) represents a premium of approximately 20% to the average share price of HK\$0.05 per Share during the Review Period; and (iii) is better than the closing prices of 243 out of 258 trading days (excluding trading halt prior to issue of Joint Announcement) during the Review Period.

Historical trading liquidity of the Shares

The following table sets out the trading volume of the Shares during the Review Period:

Month/period	Total trading volume (No. of Shares)	No. of trading days	Average daily trading volume of the Shares	Percentage of average daily trading volume to total number of Shares held by public Shareholders at the end of the relevant month/period (Note)
Year 2023				
October (from 8 October 2023)	4,360,000	16	272,500	0.06%
November	2,530,000	22	115,000	0.03%
December	6,270,000	19	330,000	0.08%
Year 2024				
January	4,360,000	22	198,182	0.05%
February	2,110,000	19	111,053	0.03%
March	1,280,000	20	64,000	0.01%
April	1,400,000	20	70,000	0.02%
May	1,130,000	21	53,810	0.01%
June	1,480,000	19	77,895	0.02%
July	1,900,000	22	86,364	0.02%
August	1,460,000	22	66,364	0.02%
September	3,720,000	19	195,789	0.04%
October	114,110,000	21	5,433,810	1.23%
November (up to the Latest Practicable Date)	790,000	1	790,000	0.18%

Note: Based on the average daily trading volume of Shares divided by total number of Shares held by public Shareholders (i.e. 440,000,000 Shares)

As shown in the table above, during the Review Period, the trading liquidity of the Shares remains generally thin with the average daily trading volume ranging from approximately 0.01% to 1.23% of the total number of Shares held by public Shareholders. Except for the increase in trading volume in October 2024 up to the Latest Practicable Date which is believed to be stimulated by the Offer following the issue of the Joint Announcement on 15 October 2024, the average daily trading volume for each month during the Review Period is below 1%. Such thin liquidity would suggest that any sale of large number of Shares on the market over a short period of time may be difficult without exerting downward pressure on the price of the Shares. Therefore, the Offer provides an opportunity for the Independent Shareholders to realise their investments in the Company at a fixed price.

4. Market comparable analysis

For market comparable analysis, we have identified listed companies on the Stock Exchange engaging in similar business of the Group with similar size (the “Comparable Companies”). In selection of the Comparable Companies, our selection criteria focused on companies that (i) are principally engaged in provision of financial printing services; and (ii) have market capitalization not exceeding HK\$100 million which is considered small cap companies and comparable to the market capitalization of the Group of HK\$43 million as at the Last Trading Day being the last trading day prior to the release of terms of the Offer and the market factoring in any information arising from the Offer. The Comparable Companies selected based on the above selection criteria are exhaustive and are thus considered fair and representative samples.

Since the Company is loss making in FY2023, we have compared the price to sales ratio (“P/S”) and price to book ratio (“P/B”) of the Company and the Comparable Companies, a summary of which is set out in the table below:

Stock code	Company name	Market capitalization (Note 1) HK\$'000	P/S (Note 2)	P/B (Note 3)
8416	HM International Holdings Limited	45,091	0.3	0.5
1631	REF Holdings Limited	64,000	0.5	0.8
1841	A.Plus Group Holdings Limited	86,000	0.7	0.8
		Average	0.5	0.7
		Minimum	0.3	0.5
		Maximum	0.7	0.8
	The Company			
	Based on Offer Price (Note 4)	60,000	1.3	1.1

Notes:

1. Calculated based on the share price and number of shares in issue of the respective Comparable Companies as at the Last Trading Day.

2. Based on the revenue extracted from latest annual reports of the respective Comparable Companies.
3. Based on the net asset value extracted from latest interim/annual reports of the respective Comparable Companies.
4. Market capitalization of the Company is calculated based on the Offer Price and number of shares in issue on Last Trading Day. The revenue for the year ended 30 September 2023 is extracted from the 2023 Annual Report. We note that 12 months have passed since the publication of 2023 Annual Report and the Company is preparing the financial results for FY2024. Having considered that (i) the FY2023 revenue is the latest available audited figure for calculation of valuation metrics; (ii) the FY2023 revenue of HK\$46.5 million approximates to the average revenue of HK\$49.8 million in the previous three financial years; and (iii) the Directors confirm that there has been no material change in the financial or trading position or outlook of the Group since 30 September 2023, we consider that the use of FY2023 revenue in calculation of P/S could fairly reflect the current position of the Company. The net asset value as at 31 March 2024 is extracted from the 2024 Interim Report.

As shown in the table above, the P/S of the Comparable Companies ranged from approximately 0.3 times to approximately 0.7 times, with an average of approximately 0.5 times. The P/S of the Company based on Offer Price of approximately 1.3 times is better than that of the Comparable Companies. The P/B of the Comparable Companies ranged from approximately 0.5 times to approximately 0.8 times, with an average of approximately 0.7 times. The P/B of the Company based on Offer Price of approximately 1.1 times is better than that of the Comparable Companies.

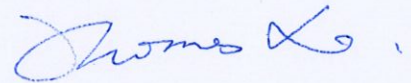
Having considered that (i) the valuation metrics of P/S and P/B represented by the Offer Price are better than that of the Comparable Companies; (ii) the Offer Price is close to the Highest Share Price recorded during the Pre-Announcement Period and represents a premium to the closing prices of 243 out of 258 trading days (excluding trading halt prior to issue of Joint Announcement) during the Review Period, we are of the view that the Offer Price is fair and reasonable so far as the Independent Shareholders are concerned.

RECOMMENDATIONS

Taking into consideration the principal factors set out above, in particular, (i) the persistent loss making position of the Group and uncertain recovery of the higher margin listing related services segment which is crucial to the profitability of financial printing business; (ii) the current headwind and slowdown in Hong Kong IPO market that casts uncertainty over the prospect and business outlook of the financial printing industry; (iii) the Offer Price is close to the Highest Share Price and represents a premium of approximately 20% to the average share price for the Review Period; (iv) the current market price of the Shares as at the Latest Practicable Date which is higher than the Offer Price may be resulted from short term stimulation of the Offer and may not be sustainable; (v) the Offer provides an opportunity for the Independent Shareholders to realise their investments in the Company at a fixed price amidst low trading liquidity of the Shares; and (vi) the valuation metrics of P/S and P/B represented by the Offer Price are better than that of the Comparable Companies, we consider the Offer is fair and reasonable. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to accept the Offer.

However, the Independent Shareholder should note that the Shares has been trading above the Offer Price as at the Latest Practicable Date. As such, we would like to remind the Independent Shareholders, who would like to realise part or all of their investments in the Shares, to closely monitor the market price and liquidity of the Shares during the Offer Period and may, instead of accepting the Offer, consider selling their Shares in the open market should such sale proceeds, net of all transaction costs, exceed the amount receivable under the Offer. The Independent Shareholders, who believe that they will not be able to sell the Shares in the market at a price higher than the Offer Price because of their size of the shareholding, may consider the Offer as an alternative exit of their investments.

Yours faithfully,
For and on behalf of
Messis Capital Limited



Thomas Lai
Chief Executive Officer

Mr. Thomas Lai is a licensed person registered with the Securities and Futures Commission of Hong Kong and regarded as a responsible officer of Messis Capital Limited to carry out type 6 (advising on corporate finance) regulatory activity under the SFO and has over 29 years of experience in corporate finance industry.