



To the Independent Shareholders

5 November 2024

Dear Sir or Madam,

**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

Reference is made to the Joint Announcement in relation to, among other things, the Acquisition and the Offer. Terms used in this letter shall have the same meanings as defined in the Composite Document unless the context otherwise requires.

As disclosed in the Joint Announcement, 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).

Immediately 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 after Completion (which took place immediately after signing of the Share Purchase Agreement on 8 October 2024) and as at the Latest Practicable Date, 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.

Astrum Financial Holdings Limited 阿仕特朗金融控股有限公司
Astrum Capital Management Limited 阿仕特朗資本管理有限公司

Room 2704, 27/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong General Line : (852) 3665 8111 Fax : (852) 2559 2880, 2559 7800

The Offeror is therefore required under Rule 26.1 of the Takeovers Code to make a mandatory unconditional cash offer for all the issued Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it. Astrum Capital is making the Offer for and on behalf of the Offeror.

This letter sets out, among other things, the principal terms of the Offer, together with the information on the Offeror and the Offeror's intentions regarding the Group. Further details of the Offer and the procedures for acceptance and settlement of the Offer are also set out in Appendix I to this Composite Document and the accompanying Form of Acceptance. The Independent Shareholders are strongly advised to consider carefully the information contained in the "Letter from the Board", the "Letter from the Independent Board Committee" to the Independent Shareholders, the "Letter from the Independent Financial Adviser" to the Independent Board Committee and the Independent Shareholders and the appendices as set out in this Composite Document and to consult their professional advisers if in doubt before reaching a decision as to whether or not to accept the Offer.

THE OFFER

Principal terms of the Offer

We, Astrum Capital, are making the Offer for and on behalf of the Offeror to acquire the Offer Shares on the following basis:

The Offer

For each Offer ShareHK\$0.06 in cash

The Offer Price of HK\$0.06 per Offer Share is the same as the price of HK\$0.06 per Sale Share paid by the Offeror under the Share Purchase Agreement.

As at the Latest Practicable Date, there are 1,000,000,000 Shares in issue and the Company does not have any outstanding options, warrants or derivatives or securities convertible or exchangeable into Shares.

The Offer is unconditional in all respects and extended to all Independent Shareholders in accordance with the Takeovers Code.

Under the terms of the Offer, the Offer Shares to be acquired under the Offer shall be fully paid and free from all encumbrance and together with all rights and benefits attached thereto, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of despatch of this Composite Document.

The procedures for acceptance and settlement together with further details of the Offer are set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

Comparison of value

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 premium of approximately 26.05% over the average closing price of HK\$0.0476 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days immediately prior to and including the Last Trading Day;
- (iv) a premium of approximately 24.74% over the average closing price of HK\$0.0481 per Share as quoted on the Stock Exchange for the thirty (30) consecutive trading days immediately prior to and including the Last Trading Day;
- (v) a discount of approximately 45.45% to the closing price of HK\$0.110 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (vi) a premium of approximately 4.35% over the audited consolidated net assets value of the Company per Share of approximately HK\$0.0575 as at 30 September 2023 (based on a total of 1,000,000,000 Shares in issue as at the Latest Practicable Date and the audited consolidated net assets value of the Company of HK\$57,457,000 as at 30 September 2023); and
- (vii) a premium of approximately 11.32% over the unaudited consolidated net assets value of the Company per Share of approximately HK\$0.0539 as at 31 March 2024 (based on a total of 1,000,000,000 Shares in issue as at the Latest Practicable Date and the unaudited consolidated net assets value of the Company of HK\$53,901,000 as at 31 March 2024).

Highest and lowest Share prices

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.128 per Share on 28 October 2024 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.042 per Share on 25 April 2024, 26 April 2024, 30 April 2024, 2 May 2024, 3 May 2024, 6 May 2024 and 4 October 2024, respectively.

Total consideration for the Offer Shares

As at the Latest Practicable Date, there are 1,000,000,000 Shares in issue and the Company has no other outstanding Shares, options, warrants, derivatives or other securities that are convertible or exchangeable into Shares or other relevant securities in the Company (as defined in Note 4 to Rule 22 of the Takeovers Code).

Assuming that there is no change in the issued share capital of the Company and based on the Offer Price of HK\$0.06 per Offer Share, the total issued share capital of the Company is valued at HK\$60,000,000. As the Offeror and parties acting in concert with it hold in aggregate 560,000,000 Shares as at the Latest Practicable Date, 440,000,000 Shares (including the Non-accepting Shares) are subject to the Offer. Based on a total of 440,000,000 Offer Shares and the Offer Price of HK\$0.06 per Offer Share, the maximum amount of cash payable by the Offeror in respect of the consideration payable upon full acceptance of the Offer is HK\$26,400,000.

The Non-accepting Irrevocable Undertaking

As at the Latest Practicable Date, Ms. Yuen 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.

On 7 October 2024, the Offeror received the Non-accepting Irrevocable Undertaking from Ms. Yuen, pursuant to which Ms. Yuen has irrevocably and unconditionally undertaken to the Offeror, *inter alia*, that she:

- (1) will not or will not agree to, whether directly or indirectly, transfer, sell, charge, pledge or grant any option over or otherwise dispose of or create any encumbrances in respect of any of the Non-accepting Shares or any part thereof or any interest in the Non-accepting Shares or any part thereof prior to the earlier of the closing or lapse of the Offer;
- (2) will not tender the Non-accepting Shares for acceptance under the Offer, whether it comprises a higher offer or not and irrespective of the means by which it is to be implemented; and
- (3) will not, and will procure any party acting in concert with her not to, acquire any Shares, options, warrants, convertible securities, derivatives in respect of securities of the Company or other rights to subscribe for, purchase or otherwise acquire any securities of the Company prior to the earlier of the closing or lapse of the Offer.

Given that the Offer is unconditional in all respects, the Non-accepting Irrevocable Undertaking will take effect from the date thereof until the closing of the Offer.

Confirmation of financial resources

The maximum amount of cash payable by the Offeror in respect of the consideration payable upon full acceptance of the Offer is HK\$26,400,000, assuming there is no change in the issued share capital of the Company from the Latest Practicable Date up to the close of the Offer.

Taking into account the Non-accepting Irrevocable Undertaking, the Offeror anticipates that the Offer made in respect of the 192,200,000 Non-accepting Shares will not be accepted by Ms. Yuen. In this regard, 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 Offeror anticipates that the 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. The Offeror intends to satisfy the consideration payable under the Offer with its internal resources.

Akron, as the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy the amount of funds required upon full acceptance of the Offer.

Effect of accepting the Offer

By accepting the Offer, the Independent Shareholders will be deemed to warrant that all Offer Shares to be sold by such person under the Offer are fully paid and free from all encumbrances and together with all rights and benefits attaching thereto as at the date of this Composite Document or subsequently becoming attached to them, including but not limited to the right to receive in full all dividends, distributions and any return of capital, if any, which may be made or declared or agreed to be made or declared, and the record date of which falls on or after the date on which the Offer is made, being the date of despatch of this Composite Document. The Company confirmed that, as at the Latest Practicable Date, (i) it had not declared any dividend which had not yet been paid; and (ii) it does not have any intention to declare or pay any future dividend or make other distributions prior to and including the Closing Date.

The Offer is unconditional in all respects and will remain open for acceptance from the date of this Composite Document until 4: 00 p.m. on the Closing Date. Acceptance of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code, details of which are set out in the section headed "5. Right of Withdrawal" in Appendix I to this Composite Document.

Payment

Payment in cash in respect of acceptances of the Offer will be made as soon as possible but in any event no later than seven (7) Business Days after the date of receipt by the Registrar of a duly completed acceptance of the Offer. Relevant documents evidencing title of the Offer Shares must be received by or on behalf of the Offeror (or its agent) to render such acceptance of the Offer

complete and valid. No fractions of a cent will be payable and the amount of cash consideration payable to an Independent Shareholder who accepts the Offer will be rounded up to the nearest cent.

Hong Kong Stamp duty

Seller's Hong Kong ad valorem stamp duty at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, will be deducted from the amount payable by the Offeror to the relevant Independent Shareholders accepting the Offer. The Offeror will arrange for payment of the sellers' Hong Kong ad valorem stamp duty on behalf of the relevant Independent Shareholders accepting the Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

Overseas Shareholders

As the Offer to persons not being resident in Hong Kong may be affected by the laws of the relevant jurisdiction in which they are resident, the Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the sole responsibility of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental, exchange control or other consent which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes due from the accepting Overseas Shareholders in respect of such jurisdictions).

Any acceptance of the Offer by such Overseas Shareholders will be deemed to constitute a representation and warranty from such Overseas Shareholders to the Offeror that the applicable local laws and requirements have been complied with. The Overseas Shareholders should consult their professional advisers if in doubt.

Taxation advice

The Independent Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with the Offeror, the Vendor, the Vendor Guarantor, the Company, Astrum Capital, Akron, the Independent Financial Adviser, the Registrar nor their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

INFORMATION ON THE GROUP

The Company was incorporated in the Cayman Islands with limited liability and its issued Shares have been listed on GEM since 2 February 2018.

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 financial information of the Group is set out in Appendix II to this Composite Document. Your attention is also drawn to the further information in relation to the Group as set out in Appendix III to this Composite Document.

INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. Mr. Lui is the sole ultimate beneficial owner and the sole director of the Offeror. Mr. Lui is a seasoned investor who has extensive experience in property and securities investment. Mr. Lui has broad exposure in the Hong Kong capital markets with direct investment in listed companies across various industries covering education, construction, media and entertainment.

INTENTIONS OF THE OFFEROR REGARDING THE GROUP

As at the Latest Practicable Date, the Offeror is the controlling Shareholder and is interested in 56.0% of the total issued share capital of the Company.

The Group is principally engaged in the business of providing 24-hour integrated printing services for customers mainly in the financial and capital markets in Hong Kong. The Offeror intends to continue the employment of the existing management and employees of the Group (except for a proposed change to the members of the Board at a time no earlier than that permitted under the GEM Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate). The Offeror also intends to continue the existing principal business of the Group immediately following Completion. However, the Offeror will conduct a detailed review on the operation and business activities of the Group to formulate a long-term business strategy for the Group. Subject to the results of such review, the Offeror may explore other business and/or seek to expand the principal business of the Group.

Save for the Offeror's intention regarding the Group as set out above, (i) the Offeror has no intention to make material changes to the employment of the employees of the Group (except for a proposed change to the members of the Board at a time no earlier than that permitted under the GEM Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate); (ii) the Offeror has no intention to dispose of or redeploy the assets of the Group other than those in its ordinary course of business; and (iii) as at the Latest Practicable Date, no

investment or business opportunity has been identified nor has the Offeror entered into any agreement, arrangement, understandings or negotiation in relation to the injection of any assets or business into the Group.

The Offeror intends to nominate new director(s) to the Board with effect from a date which is no earlier than such date as permitted under the Takeovers Code or such later date as the Offeror considers to be appropriate. As at the Latest Practicable Date, the Offeror has not reached any decision as to the Board composition following the close of the Offer, in particular, the Offeror has not identified any candidate to be nominated as a new Director nor any existing Director to be replaced. Any changes to the members of the Board will be made in compliance with the Takeovers Codes and/or the GEM Listing Rules and further announcement(s) will be made as and when appropriate.

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

The Offeror intends to maintain the listing of the Shares on GEM following the close of the Offer.

According to the shareholding structure of the Company as at the Latest Practicable Date as set out in the section headed “Shareholding Structure of the Company” in the “Letter from the Board”, there was a shortfall in the Company’s public float of approximately 0.2% given that only approximately 24.8% of the Shares were held in the hand of the public Shareholders. For further details of the aforesaid shortfall, please refer to the section headed “Public Float and Maintaining the Listing Status of the Company” in the “Letter from the Board”.

The Offeror will, together with the Company, use reasonable endeavours to maintain the listing status of the Shares on GEM and procure that not less than 25% of the entire issued share capital in the Company be held by the public in compliance with the GEM Listing Rules after the close of the Offer.

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares, are held by the public, or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) that there are insufficient Shares in public hands to maintain an orderly market,

it will consider exercising its discretion to suspend dealings in the Shares. Therefore, it should be noted that, upon close of the Offer, there will be insufficient public float of the Shares and the trading in the Shares may be suspended until sufficient public float exists for the Shares.

The sole director of the Offeror has undertaken, and the new Director(s) (if any) proposed by the Offeror will jointly and severally undertake, to the Stock Exchange to take appropriate steps following the close of the Offer to ensure that such number of Shares as may be required by the Stock Exchange are held by the public within the prescribed time frame. The Offeror intends to

engage a placing agent and restore the minimum public float of the Shares by way of placement of existing Shares to independent third parties. The Offeror will ascertain the number of existing Shares to be placed by the placing agent, depending on the outcome of the Offer and to the extent the minimum public float is restored, on the Closing Date. It is expected that the placement of existing Shares will complete and the public float of the Company will be restored by the later of (i) the end of December 2024; or (ii) 30 days after closing of the Offer. Further announcement(s) will be made by the Company regarding the restoration of public float as and when appropriate.

ACCEPTANCE AND SETTLEMENT OF THE OFFER

Your attention is drawn to the details regarding the procedures for acceptance and settlement of the Offer as set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

COMPULSORY ACQUISITION

The Offeror does not intend to avail itself of any powers of compulsory acquisition of any outstanding Offer Shares not acquired under the Offer after the close of the Offer.

GENERAL

To ensure equality of treatment of all Independent Shareholders, those Independent Shareholders who hold the Shares as nominee for more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. In order for the beneficial owners of the Shares, whose investments are registered in nominee names, to accept the Offer, it is essential that they provide instructions to their nominees of their intentions with regard to the Offer.

The printed form of the Composite Document will only be posted to the Independent Shareholders upon request. The Company will send the Form of Acceptance, which is an Actionable Corporate Communication, to the Independent Shareholders in printed form, if the Company does not have their functional email address or if the Independent Shareholders requested. All documents and remittances to be sent to the Independent Shareholders will be sent by ordinary post at their own risk. These documents and remittances will be sent to them at their respective addresses as they appear in the register of members or, in case of joint holders, to the Independent Shareholder whose name appears first in the said register of members. None of the Offeror, parties acting in concert with the Offeror, the Vendor, the Vendor Guarantor, the Company, Astrum Capital, Akron, the Independent Financial Adviser, the Registrar nor their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer will be responsible for any loss or delay in transmission of such documents and remittances or any other liabilities that may arise as a result thereof.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information regarding the Offer set out in the appendices to this Composite Document and the accompanying Form of Acceptance, which form part of this Composite Document. You are also reminded to consider carefully the information contained in the “Letter from the Board”, the “Letter from the Independent Board Committee” and the “Letter from the Independent Financial Adviser” contained in this Composite Document and to consult your professional advisers as you see fit, before deciding whether or not to accept the Offer.

Yours faithfully,

For and on behalf of

Astrum Capital Management Limited

A handwritten signature in black ink, appearing to read 'IAN Chik', written over a horizontal line.

IAN Chik

Director