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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.

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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)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in the lower portion of this cover page and the inside 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 2019 AGM to be held at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 22nd February 2019 at 11:00 a.m. is set out on pages 16 to 21 of this circular.

A form of proxy for use in connection with the 2019 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.edico.com.hk](http://www.edico.com.hk)). If you are not able or do not intend to attend the 2019 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, Boardroom Share Registrars (HK) Limited at 2103B, 21/F., 148 Electric 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 2019 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 2019 AGM or its adjournment if you so wish. If you attend and vote in person at the 2019 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 Company Announcements” page on the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of publication and on the Company’s website at [www.edico.com.hk](http://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:*

“2019 AGM”	the AGM to be held at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 22nd February 2019 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
“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 PRC
“INED(s)”	the independent non-executive Directors
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2019 AGM to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the relevant resolution granting such mandate

## DEFINITIONS

“Latest Practicable Date”	20th December 2018, being the latest practicable date for ascertaining certain information prior to the printing of this circular
“Listing Date”	2nd February 2018, the date on which the issued Shares were initially listed on GEM
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force from time to time before 3rd March 2014
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the 2019 AGM to repurchase Shares not exceeding 10% of the aggregate number of the issued 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)”	ordinary share(s) of nominal or par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	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 of Hong Kong as amended, supplemented or otherwise modified from time to time
“UK”	the United Kingdom
“Year”	the year ended 30th September 2018
“%”	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:*

Mr. Chan Tsang Tieh

*(Chairman)*

Mrs. Donati Chan Yi Mei Amy

*(Chief Executive Officer)*

*Independent Non-executive Directors:*

Mr. Li Wai Ming

Mr. Wan Chun Wai Andrew

Ms. Chan Chiu Yee Natalie

*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

28th December 2018

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES  
AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The Directors will propose at the 2019 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 the retiring Directors.

The purpose of this circular is to give you notice of the 2019 AGM and provide you with the information regarding the above resolutions to be proposed at the 2019 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 written resolutions of the sole Shareholder dated 16th January 2018 will lapse at the conclusion of the 2019 AGM, an ordinary resolution will be proposed at the 2019 AGM to grant the Issue Mandate to the Directors. Based on 1,000,000,000 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 2019 AGM, the Directors will be authorised to allot, issue and deal with up to a total of 200,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2019 AGM. The Issue Mandate, if granted at the 2019 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 written resolutions of the sole Shareholder dated 16th January 2018 will lapse at the conclusion of the 2019 AGM, an ordinary resolution will be proposed at the 2019 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 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 2019 AGM, the Company would be allowed to repurchase a maximum of 100,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the 2019 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 2019 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 Mr. Chan Tsang Tieh and Mrs. Donati Chan Yi Mei Amy; and three INEDs, namely Mr. Li Wai Ming, Mr. Wan Chun Wai Andrew and Ms. Chan Chiu Yee Natalie.

Article 83(3) of the Articles of Association provides that any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election. Accordingly, Mr. Chan Tsang Tieh, Mrs. Donati Chan Yi Mei Amy, Mr. Li Wai Ming, Mr. Wan Chun Wai Andrew and Ms. Chan Chiu Yee Natalie (collectively, the “Retiring Directors”), who were appointed as Directors by the Board on 20th May 2016, 22nd June 2017 and 15th November 2017, respectively will retire at the 2019 AGM and, being eligible, will offer themselves for re-election at the 2019 AGM.

The Nomination Committee had assessed and reviewed each of the INEDs’ written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all of them, namely Mr. Li Wai Ming, Mr. Wan Chun Wai Andrew and Ms. Chan Chiu Yee Natalie remain independent. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors during the period from their respective appointment dates to 30th September 2018 and found their performance satisfactory. 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 2019 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 2019 AGM.

The biographical details of each of the Retiring Directors to be re-elected at the 2019 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the GEM Listing Rules.

### 2019 AGM

The Company will convene the 2019 AGM at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 22nd February 2019 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 2019 AGM is set out on pages 16 to 21 of this circular.

A form of proxy for use in connection with the 2019 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.edico.com.hk](http://www.edico.com.hk)). If you are not able or do not intend to attend the 2019



## LETTER FROM THE BOARD

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, Boardroom Share Registrars (HK) Limited at 2103B, 21/F., 148 Electric 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 2019 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 2019 AGM or its adjournment should he/she/it so wish. If the Shareholder attends and votes at the 2019 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 administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the 2019 AGM and contained in the notice of the 2019 AGM will be voted by way of a poll by the Shareholders.

### 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 the number of Shares repurchased under the Repurchase Mandate and (iii) the re-election of the Retiring Directors as set out in the notice of the 2019 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 2019 AGM as set out in the notice of the 2019 AGM on pages 16 to 21 of this circular.

Yours faithfully,  
For and on behalf of the Board  
**EDICO Holdings Limited**  
**Chan Tsang Tieh**  
*Chairman 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 2019 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.

### **Mr. Chan Tsang Tieh**

Mr. Chan Tsang Tieh (陳增鉄) (“**Mr. Chan**”), aged 68, was appointed as a Director on 20th May 2016. He was re-designated as an executive Director and appointed as the chairman of the Board on 22nd June 2017. Mr. Chan is also a member of the Nomination Committee and a director of all the subsidiaries of the Company. Mr. Chan is responsible for providing strategic advice to the Group. He established the Group in October 2009 and is the controlling shareholder of the Company through his wholly-owned Achiever Choice Limited (“**Achiever Choice**”), of which he is the sole director. During the period from 2004 to 2006, Mr. Chan had investment in the business of digital control and automation system in Fujian, the PRC. Prior to that, Mr. Chan set up and operated the business of various industries in Hong Kong, including the distribution of household goods, production of belts and shoulder pads during the period from 1986 to 2004. Mr. Chan engaged in these businesses both in a management role and as an investor. From 1973 to 1986, Mr. Chan was a factory worker in different industries in Hong Kong, including bicycle manufacturing and garment production. Mr. Chan received his secondary education in the PRC during 1965 to 1968.

Mr. Chan was a director of the following company which was incorporated in Hong Kong and was struck off and dissolved pursuant to section 291 of the Predecessor Companies Ordinance which provides that the Registrar of Companies in Hong Kong can strike a defunct company off from the register of companies. The relevant details are as follows:

<b>Name of company</b>	<b>Place of incorporation</b>	<b>Nature of business</b>	<b>Date of notice of striking off</b>	<b>Date of struck off</b>
Hinton Development Limited (“ <b>Hinton</b> ”)	Hong Kong	Never commenced business	26th July 2002	20th December 2002

Mr. Chan confirmed that Hinton was struck off due to the fact that it never commenced business and that there was no wrongful act on his part leading to the above dissolution of Hinton and that he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of such company.

Mr. Chan was the legal representative and a director of a company which was incorporated in the PRC and the licence of which was revoked as a result of its failure to participate in the annual enterprise review. The relevant details are as follows:

<b>Name of company</b>	<b>Place of incorporation</b>	<b>Nature of business</b>	<b>Date of revocation</b>
Fujian Zhangping Baowei Jiabu Haimian Co. Ltd# (福建漳平寶威夾布海綿有限公司)	PRC	Never commenced business	17th April 2001

Mr. Chan confirmed that there was no wrongful act on his part leading to the above dissolution of Fujian Zhangping Baowei Jiabu Haimian Co. Ltd# and that he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of such company.

Mr. Chan entered into a service agreement with the Company on 16th January 2018 for a term of three years commencing on the Listing Date. Pursuant to the service agreement, Mr. Chan is entitled to a monthly salary of HK\$20,000 and a discretionary bonus. The aggregate emolument of Mr. Chan received from the Group for the Year amounted to approximately HK\$160,000. Mr. Chan is subject to retirement and re-election at the AGM in accordance with the Articles of Association. As at the Latest Practicable Date, Mr. Chan was interested in 750,000,000 Shares, representing 75% of the total number of issued Shares, through Achiever Choice, within the meaning of Part XV of the SFO.

# The English translation of the Chinese name is for information purpose only and should not be regarded as the official English translation of such Chinese name.

**Mrs. Donati Chan Yi Mei Amy**

Mrs. Donati Chan Yi Mei Amy (陳綺媚) (“**Mrs. Donati**”), aged 44, was appointed as an executive Director on 22nd June 2017 and was appointed as the chief executive officer of the Company (the “**CEO**”) on 30th June 2017, responsible for overseeing the daily operations, general management and strategic planning of the Group. Mrs. Donati is also the compliance officer of the Company, responsible for ensuring the Group’s compliance with the GEM Listing Rules and other relevant laws and regulations. She joined the Group on 1st August 2010 and has held the position of managing director prior to her appointment as the CEO. She is also a member of the Remuneration Committee and the chief executive officer of EDICO Financial Press Services Limited, an indirect wholly-owned subsidiary of the Company. Mrs. Donati has about 20 years of experience in the financial printing industry. Prior to joining the Group, Mrs. Donati 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 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. Mrs. Donati 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 in July 1996.

Mrs. Donati entered into a letter of appointment with the Company on 16th January 2018 for a term of three years commencing on the Listing Date. Pursuant to the letter of appointment, Mrs. Donati is entitled to a monthly director fees of HK\$10,000 and a discretionary bonus. The aggregate emolument of Mrs. Donati received from the Group for the Year amounted to approximately HK\$1,506,000. Mrs. Donati is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

**Mr. Li Wai Ming**

Mr. Li Wai Ming (李威明) (“**Mr. Li**”), aged 48, was appointed as an INED on 15th November 2017. He is primarily responsible for supervising and providing independent judgment to the Board. Mr. Li is also the chairman of each of the Audit Committee and the Risk Management Committee.

Mr. Li has more than 17 years of experience in the finance industry. Mr. Li currently holds the position of senior finance manager in a company listed on the Stock Exchange. From March 1997 to March 1999, Mr. Li worked in leading accounting firms. Mr. Li also served as an independent non-executive director of Ascent International Holdings Limited (previously known as Chanco International Group Limited), a company listed on the Stock Exchange (stock code: 264) from September 2015 to December 2015.

Mr. Li is a member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants in the UK, an associate member of the Institute of Chartered Secretaries and Administrators in the UK, a member of The Hong Kong Institute of Chartered Secretaries, and a certified tax adviser of the Taxation Institute of Hong Kong. Mr. Li obtained his master of professional accounting in November 2004 from the Hong Kong Polytechnic University.

Mr. Li entered into a letter of appointment with the Company on 16th January 2018 for a term of three years commencing on the Listing Date. Pursuant to the letter of appointment, Mr. Li is entitled to a monthly director fees of HK\$5,000 and a discretionary bonus. The aggregate emolument of Mr. Li received from the Group for the Year amounted to approximately HK\$40,000. Mr. Li is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

#### **Mr. Wan Chun Wai Andrew**

Mr. Wan Chun Wai Andrew (尹振偉) (“**Mr. Wan**”), aged 63, was appointed as an INED on 15th November 2017. He is primarily responsible for supervising and providing independent judgment to the Board. Mr. Wan is also the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee and the Risk Management Committee.

Mr. Wan has over 20 years of experience in business administration and finance. Mr. Wan is now retired.

Mr. Wan is a fellow member of the Association of Chartered Certified Accountants in the UK and a member of each of Certified General Accountants of Ontario, Canada, Chartered Professional Accountants, Canada and the Hong Kong Institute of Certified Public Accountants. Mr. Wan obtained his master of business administration from the University of South Australia in October 2009.

Mr. Wan was a director of the following company which was incorporated in Hong Kong and dissolved pursuant to section 291 of the Predecessor Companies Ordinance as set forth below:

Name of company	Nature of business	Date of dissolution	Remarks
Chun Tat Stationery and Cartoon Company Limited (“ <b>Chun Tat</b> ”)	Stationery retail	5th December 2003	The dissolution was applied by Mr. Wan as the director of the company under section 291AA of the Predecessor Companies Ordinance <sup>(Note)</sup> by reason that it has ceased to carry on business or operation for more than three months.

*Note:* Under section 291AA of the Predecessor Companies Ordinance, an application for deregistration could only be made if (a) all the members of the company agreed to such deregistration; (b) the company had never commenced business or operation, or had ceased to carry on business or ceased operation for more than three months immediately before the application; and (c) the company had no outstanding liabilities.

Mr. Wan confirmed that there was no wrongful act on his part leading to the above dissolution of Chun Tat and that he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of Chun Tat.

Mr. Wan entered into a letter of appointment with the Company on 16th January 2018 for a term of three years commencing on the Listing Date. Pursuant to the letter of appointment, Mr. Wan is entitled to a monthly director fees of HK\$5,000 and a discretionary bonus. The aggregate emolument of Mr. Wan received from the Group for the Year amounted to approximately HK\$40,000. Mr. Wan is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

#### **Ms. Chan Chiu Yee Natalie**

Ms. Chan Chiu Yee Natalie (曾昭怡) (“**Ms. Chan**”), aged 32, was appointed as an INED on 15th November 2017. She is primarily responsible for supervising and providing independent judgment to the Board. Ms. Chan is also the chairlady of the Nomination Committee and a member of each of the Audit Committee, the Remuneration Committee and the Risk Management Committee.

Ms. Chan has over 5 years of experience in the legal industry and is now working as a legal consultant, primarily responsible for providing legal advice.

Ms. Chan was admitted a solicitor in Hong Kong in November 2013. Ms. Chan obtained her bachelor of science in corporate finance and accounting from Bentley University in the United States in May 2008 as well as her juris doctor degree and postgraduate certificate in laws in December 2010 and July 2011, respectively both from the Chinese University of Hong Kong.

Ms. Chan entered into a letter of appointment with the Company on 16th January 2018 for a term of three years commencing on the Listing Date. Pursuant to the letter of appointment, Ms. Chan is entitled to a monthly director fees of HK\$5,000 and a discretionary bonus. The aggregate emolument of Ms. Chan received from the Group for the Year amounted to approximately HK\$40,000. Ms. Chan is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

### **General**

The discretionary bonus of each of the Directors is determined by the Board upon the recommendation of the Remuneration Committee while other emoluments are determined by the Remuneration Committee by reference to the Director's experience, responsibilities and duties within the Group.

Save as disclosed above, each of the Retiring Directors (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; and (ii) confirms with respect to him/her that as at the Latest Practicable Date: (a) he/she did not hold other positions in the Company or other members of the Group; (b) he/she did not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) he/she 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 2019 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 2019 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 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 memorandum and articles of association of the Company 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 2018, 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 since the Listing Date and up to the Latest Practicable Date were as follows:

Month	Traded Price (HK\$)	
	Highest	Lowest
<b>2018</b>		
February (since the Listing Date)	0.580	0.155
March	0.191	0.155
April	0.156	0.137
May	0.165	0.130
June	0.144	0.130
July	0.143	0.115
August	0.122	0.083
September	0.168	0.072
October	0.108	0.078
November	0.099	0.071
December (up to and including the Latest Practicable Date)	0.088	0.076

## 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 2019 AGM.

## 9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

## 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, Achiever Choice was beneficially interested in 750,000,000 Shares, representing 75% of the total number of the issued Shares. Achiever Choice is wholly-owned by Mr. Chan Tsang Tieh ("Mr. Chan"), an executive Director and the chairman of the Board. Accordingly, Mr. Chan is deemed to be interested in 750,000,000 Shares held by Achiever Choice. In the event that the Directors exercise in full the Repurchase Mandate, the interests in the Company of each of Mr. Chan and Achiever Choice would be increased to approximately 83.33% 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. Save as aforesaid, 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.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in part will result in the aggregate amount of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the GEM Listing Rules. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the amount of the Shares held by the public being reduced to less than 25% of the issued Shares.

## 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, 22nd February 2019 at 11:00 a.m. (or the adjournment thereof) for the following purposes:

### AS ORDINARY BUSINESSES

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 2018.
2. To approve the payment of a final dividend of HK\$0.005 per share of the Company for the year ended 30th September 2018.
3.
  - (a) To re-elect Mr. Chan Tsang Tieh as an executive director of the Company.
  - (b) To re-elect Mrs. Donati Chan Yi Mei Amy as an executive director of the Company.
  - (c) To re-elect Mr. Li Wai Ming as an independent non-executive director of the Company.
  - (d) To re-elect Mr. Wan Chun Wai Andrew as an independent non-executive director of the Company.
  - (e) To re-elect Ms. Chan Chiu Yee Natalie as an independent non-executive director of the Company.
4. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 30th September 2019.
5. To re-appoint Martin C.K. Pong & Company as the independent auditor of the Company and authorise the board of directors of the Company to fix their remuneration.

\* *For identification purpose only*

## NOTICE OF ANNUAL GENERAL MEETING

6. 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 of The Stock Exchange of Hong Kong Limited, 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 in the capital of the Company (the “**Shares**”) or securities convertible into or exchangeable for Shares, or options, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and 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 the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time, shall not exceed 20% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and such 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 to be held by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and

## NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution by the shareholders of the Company in a general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

- 7. 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 below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(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 to be held by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution by the shareholders of the Company in a general meeting.”

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

“**THAT** conditional upon Resolutions numbered 6 and 7 set out in the notice convening this meeting (the “**Notice**”) being passed, the general and unconditional mandate granted to the directors of the Company pursuant to Resolution numbered 6 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares in the capital of the Company (the “**Shares**”) repurchased under the authority granted pursuant to Resolution numbered 7 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing this Resolution.”

By Order of the Board  
**EDICO Holdings Limited**  
**Chan Tsang Tieh**  
*Chairman and Executive Director*

Hong Kong, 28th December 2018

## NOTICE OF ANNUAL GENERAL MEETING

*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 or its adjourned meeting (as the case may be) is 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.
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, Boardroom Share Registrars (HK) Limited at 2103B, 21/F., 148 Electric 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, 19th February 2019 to Friday, 22nd February 2019 (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, Boardroom Share Registrars (HK) Limited at 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 18th February 2019.
5. Conditional on the passing of Resolution numbered 2 above by the Members at the AGM, the Register of Members will be closed from Saturday, 2nd March 2019 to Thursday, 7th March 2019 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for the final dividend, 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, Boardroom Share Registrars (HK) Limited at 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Friday, 1st March 2019.
6. In relation to the proposed Resolution numbered 6 above, approval is being sought from the Members for the grant to the Directors of a general and conditional mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”). The Directors have no immediate plans to issue any new Shares.

## NOTICE OF ANNUAL GENERAL MEETING

7. In relation to the proposed Resolution numbered 7 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 Company's circular dated 28th December 2018.
8. 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.
9. 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 personally or by proxy, 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.
10.
  - (a) Subject to paragraph (b) below, if a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and the Members will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
  - (b) If a black rainstorm warning signal is cancelled three hours or more before the time fixed for holding the AGM and where conditions permit, the AGM will be held as scheduled.
  - (c) The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
  - (d) After considering their own situations, the Members should decide on their own as to whether they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.