

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

EDICO Holdings Limited

鉅京控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8450)

MAJOR TRANSACTION IN RELATION TO THE ENTERING INTO OF A TENANCY AGREEMENT

Financial Advisor



Euto Capital Partners Limited

All capitalised terms used in this circular have the meaning set out in the section headed “Definitions” of this circular. A letter from the Board is set out on pages 3 of this circular.

Pursuant to Rule 19.44 of the GEM Listing Rules, in lieu of a resolution to be passed at a general meeting of the Company, written Shareholder’s approval for the Tenancy Agreement had been obtained from Achiever Choice, being a Controlling Shareholder holding 75% of the total number of the issued Shares as at the Latest Practicable Date. No general meeting will be convened for approving the Tenancy Agreement and this circular is for information only.

This circular will remain on the “Latest Listed Company Information” page of the GEM website (www.hkgem.com) for at least 7 days from the date of publication and on the website of the Company (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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — FINANCIAL INFORMATION OF THE GROUP	9
APPENDIX II — GENERAL INFORMATION	11

DEFINITIONS

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

“Achiever Choice”	Achiever Choice Limited, a limited company incorporated in the British Virgin Islands, a Controlling Shareholder holding 750,000,000 Shares in the Company (representing 75% of the total issued Shares of the Company, and the entire issued shares of which are wholly-owned by Mr. Chan
“Announcement”	the announcement of the Company dated 12th July 2021 in relation to the Tenancy Agreement
“associates”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors of the Company
“Company”	EDICO Holdings Limited, a limited company incorporated in the Cayman Islands whose shares are listed on GEM
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules and unless the context requires otherwise, refers to Achiever Choice and Mr. Chan
“Director(s)”	director(s) of the Company
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Huge Alliance”	Huge Alliance Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company, being the tenant under the Tenancy Agreement

DEFINITIONS

“Independent Third Party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is not connected persons of the Company and are third parties independent of and not connected with the Company and its connected person(s)
“Landlord”	Oripuma Investments Limited, a company incorporated in Hong Kong and the landlord of the Premises and an Independent Third Party
“Leasing Agent”	Harriman Leasing Limited, a company incorporated in Hong Kong with limited liability, which acts as the leasing agent for and on behalf of the Landlord and an Independent Third Party
“Latest Practicable Date”	22nd July 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Mr. Chan”	Mr. Chan Tsang Tieh, an executive Director, the Chairman and one of the Controlling Shareholders of the Group
“Premises”	the premises located at 8th Floor of Wheelock House, 20 Pedder Street, Central, Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tenancy Agreement”	the tenancy agreement dated 12th July 2021 entered into between Huge Alliance and the Leasing Agent acting on behalf the Landlord in respect of the tenancy of the Premises
“%”	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)

Registered Office:

Cricket Square, Hutchins Drive

PO Box 2681, Grand Cayman

KY1-1111, Cayman Islands

Independent Non-executive Directors:

Mr. Li Wai Ming

Mr. Wan Chun Wai Andrew

Ms. Chan Chiu Yee Natalie

Head Office and Principal Place of

Business in Hong Kong:

8/F., Wheelock House

20 Pedder Street, Central

Hong Kong

23rd July 2021

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION

IN RELATION TO THE ENTERING INTO OF A TENANCY AGREEMENT

Reference is made to the Announcement in relation to the Tenancy Agreement.

The purpose of this circular is to provide you, among other things, further information in relation to the Tenancy Agreement.

TENANCY AGREEMENT

The Company entered into the Tenancy Agreement dated 12th July 2021 between Huge Alliance (a wholly-owned subsidiary of the Company) as tenant and the Leasing Agent, acting on behalf of the Landlord, (both being Independent Third Parties) in respect of the rental of the Premises for a term of 3 years commencing from 2nd January 2022 to 1st January 2025 (both days inclusive).

* *For identification purpose only*

LETTER FROM THE BOARD

The terms of the Tenancy Agreement are as follows:

- Date: 12th July 2021
- Parties: (1) Huge Alliance, the tenant and a wholly-owned subsidiary of the Company
(2) the Leasing Agent as the leasing agent for the Landlord and acting on behalf of the Landlord
- Premises: 8th Floor of Wheelock House, 20 Pedder Street, Central, Hong Kong with gross floor area of around 10,260 square feet
- Term: From 2nd January 2022 to 1st January 2025 (both days inclusive)
- Monthly rental: The monthly rental payable comprises:
(1) monthly basic rent: HK\$728,460.00
(2) monthly service fee: HK\$71,718.00
- Total aggregated value of consideration payment: approximately HK\$27.0 million in aggregate (exclusive of Government rates) during the term from 2nd January 2022 to 1st January 2025 and Huge Alliance shall be responsible for the Government rates and the Landlord shall be responsible for the Government rent during the term
- The consideration is determined after arm's length negotiations between parties after taking into consideration the previous rental payment made by the Group and the open market rent of comparable properties in the vicinity of the Premises
- Rent free period: From 2nd January 2022 to 16th March 2022
- Deposits: HK\$2,502,234.00 (equivalent to 3 months' rent, service fee and government rates).

LETTER FROM THE BOARD

THE RIGHT-OF-USE ASSET

The value of the right-of-use asset recognised by the Company under the Tenancy Agreement amounted to approximately HK\$22.4 million, which is calculated with reference to the present value of the aggregated lease payments to be made under the Tenancy Agreement in accordance with HKFRS 16 *Leases*.

REASON FOR AND THE BENEFITS OF ENTERING INTO THE TENANCY AGREEMENT

The Group principally engages in the business of providing 24-hour integrated printing services for customers in the financial and capital markets in Hong Kong. The Premises has been used as the Group's primary office premises since the commencement of its business in 2010. The term of the existing tenancy agreement of the Premises will expire on 1st January 2022.

The Directors are of the view that the entering into of the Tenancy Agreement (i) is necessary for continuing the operation and growth of the business of the Group; and (ii) would allow sufficient office space to facilitate the future expansion and growth of the Group's business and is therefore beneficial to the Group.

The existing monthly basic unit rental payable for the Premises is HK\$95 per square feet per month (based on gross floor area). Based on the information available from the market, the unit rent of comparable properties in the vicinity of the Premises ranges from approximately HK\$61 to HK\$88 per square feet per month (based on gross floor area). Since the unit rent of the Premises of HK\$71 per square feet per month (based on gross floor area) under the Tenancy Agreement falls within the said range, the Board is of the view that the unit rent of the Premises reflects the prevailing market conditions.

The terms of the Tenancy Agreement (including the rental payment and service fee) were determined after arm's length negotiations between the parties and with reference to the previous rental payment made by the Group and the open market rent of comparable properties in the vicinity of the Premises. In addition, based on the valuation report prepared by an independent valuer appointed by the Company, the terms under the Tenancy Agreement are fair and reasonable, and no less favorable than that offered by an independent third party, and the rents thereunder reflects the prevailing market rates for similar properties in similar locations.

The Directors, including the independent non-executive Directors, considered that the transactions contemplated under the Tenancy Agreement was entered into in the ordinary and usual course of business of the Group, and the Tenancy Agreement was entered into on normal commercial terms after arm's length negotiations between the parties, and the terms of the transactions contemplated under the Tenancy Agreement were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

INFORMATION OF THE PARTIES

Information of the Group

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.

Information of Huge Alliance

Huge Alliance is a company incorporated in Hong Kong with limited liability and is a wholly-owned subsidiary of the Company. The principal business of Huge Alliance is to provide services derived from tenancy agreement of office premises to the Group.

Information of Landlord

The Landlord is a company incorporated in Hong Kong with limited liability and its principal business activity is property investment. The Landlord is the landlord of the Premises. It is an indirect wholly owned subsidiary of Wharf Real Estate Investment Company Limited (Stock Code: 1997) and an Independent Third Party.

Information of Leasing Agent

The Leasing Agent is a company incorporated in Hong Kong with limited liability. The Leasing Agent is principally engaged in leasing services. It is an indirect wholly-owned subsidiary of Wharf Real Estate Investment Company Limited (Stock Code: 1997) and an Independent Third Party.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Leasing Agent, the Landlord and their respective ultimate beneficial owners are Independent Third Parties.

EFFECTS OF THE TENANCY AGREEMENT ON THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND CONSOLIDATION STATEMENT OF FINANCIAL POSITION OF THE GROUP

In accordance with HKFRS 16 *Leases*, the value of the right-of-use asset recognised by the Group under the Tenancy Agreement amounted to approximately HK\$22.4 million which is calculated with reference to the present value of the aggregated lease payments to be made. The Group will depreciate the right-of-use assets over the estimated useful life of 36 months on a straight line-basis and a monthly depreciation amounting to approximately HK\$0.6 million will be charged to the consolidated statement of profit or loss. Lease liabilities amounting to approximately HK\$22.4 million is recognised by the Group in the consolidated statement of financial position and will decrease upon the settlement of lease payments to the landlord accordingly. There would be no change in net assets on the consolidated statement of financial position of the Group immediately after the entering into the Tenancy Agreement.

LETTER FROM THE BOARD

FINANCIAL AND BUSINESS PROSPECT OF THE GROUP

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 short-term outlook for the global and Hong Kong economies remains uncertain and will be highly dependent on the duration of the COVID-19 outbreak. Nevertheless, the bright spot for the Company is that the Hong Kong initial public offering (“**IPO**”) market is expected to be strong and active in 2021, including a number of high profile secondary and biotech listings. Hong Kong IPO market should maintain its globally leading position in terms of fund raising size and that will foster the demand for financial printing services. Moreover, we treasure our existing customers and shall continue to provide the premium services to support their financial printing services needs for listing-related documents. EDICO has always been well-positioned to capitalize any market opportunities with its premium services and create the long-term values of our shareholders.

GEM LISTING RULES IMPLICATION

Pursuant to HKFRS 16 *Leases*, the Company if entering into lease transaction as lessee will recognise a right-of-use asset in its consolidated financial statements. Such transaction will be regarded as acquisition of capital asset for the purpose of the GEM Listing Rules.

As one or more than one of the applicable percentage ratios (as defined in the GEM Listing Rules) in respect of the Tenancy Agreement based on the value of the right-of-use asset recognised by the Group is more than 25% but below 100%, the Tenancy Agreement constitutes a major transaction for the Company, and is therefore subject to the reporting, announcement and Shareholders’ approval requirements pursuant to Chapter 19 of the GEM Listing Rules.

Under Rule 19.44 of the GEM Listing Rules, Shareholders’ approval for a major transaction may be obtained by way of written Shareholders’ approval in lieu of holding a general meeting if (a) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the transaction; and (b) the written Shareholders’ approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the voting rights at that general meeting to approve the transaction.

The Directors confirm that, to the best of their knowledge, information and belief after having made all reasonable enquiries, each of the Landlord and the Leasing Agent is an Independent Third Party and therefore no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Tenancy Agreement. Achiever Choice, being a Controlling Shareholder, is beneficially interested in 750,000,000 Shares, representing 75% of the total number of issued Shares of the Company as at the Latest Practicable Date, had given written approval to the Company to approve the Tenancy Agreement in lieu of a general meeting pursuant to Rule 19.44 of the GEM Listing Rules. Therefore, no general meeting of the Company for the approval of the Tenancy Agreement will be held. Achiever Choice has also confirmed that neither it nor any of its associates have any material interest in the Tenancy Agreement.

LETTER FROM THE BOARD

RECOMMENDATION

The Board (including the Independent non-executive Directors) considers that the entering into of the Tenancy Agreement, the terms of the Tenancy Agreement and the transaction contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Although a general meeting will not be convened by the Company to approve the Tenancy Agreement, if such a general meeting were to be convened by the Company, the Board would recommend the Shareholders to vote in favour of the resolutions to approve the Tenancy Agreement.

GENERAL

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
EDICO Holdings Limited
Chan Tsang Tieh
Chairman and Executive Director

1. FINANCIAL SUMMARY OF THE GROUP

The Company is required to set out in this circular the financial information for the last three financial years with respect to the profits and losses, financial record and position, as a comparative table and the latest published audited statement of financial position together with the notes on the annual accounts for the last financial year for the Group.

The audited consolidated financial statements of the Group for the year ended 30th September 2020 are set out in pages 63 to 111 of the annual report 2020 of the Company which was published on 24th December 2020 on the website of the GEM at www.hkgem.hk and the website of the Company at www.edico.com.hk.

The audited consolidated financial statements of the Group for the year ended 30th September 2019 are set out in pages 79 to 131 of the annual report 2019 of the Company which was published on 27th December 2019 on the website of the GEM at www.hkgem.hk and the website of the Company at www.edico.com.hk.

The audited consolidated financial statements of the Group for the year ended 30th September 2018 are set out in pages 53 to 91 of the annual report 2018 of the Company which was published on 27th December 2018 on the website of the GEM at www.hkgem.hk and the website of the Company at www.edico.com.hk.

2. STATEMENT OF INDEBTEDNESS

Borrowings

As at the close of business on 31st May 2021, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this circular, apart from intragroup liabilities, the Group did not have any debt securities issued and outstanding or agreed to be issued, bank borrowings or other similar indebtedness, mortgages or charges, guarantees or other material contingent liabilities.

Lease liabilities

As at 31st May 2021, the Group had current and non-current lease liabilities of approximately HK\$7.8 million and HK\$1.4 million respectively.

3. WORKING CAPITAL

The Directors are of the opinion that, after taking into account the financial resources of the Group and considering the effect of the Tenancy Agreement of the Premises, the working capital available to the Group is sufficient for the Group's requirements for at least twelve months from the date of publication of this circular.

4. MATERIAL ADVERSE CHANGES

Save as disclosed in the profit warning announcement of the Company dated 4th May 2021 which announced that the Company was expecting to record a net loss of approximately HK\$2.6 million for the six months ended 31st March 2021, as at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 30th September 2020, being the date to which the latest published audited financial statements of the Company were made up.

1. 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 Group. 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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Interests and short positions of directors and the chief executives in the Shares, underlying Shares and debentures of the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Long positions in the Shares and underlying Shares of the Company

Name of Directors	Capacity/Nature of interests	Number of Shares	Percentage of shareholding <i>(Note 2)</i>
Mr. Chan <i>(Note)</i>	Interest in controlled corporation	750,000,000	75%

Note: The Company is owned as to 75% by Achiever Choice which is wholly owned by Mr. Chan, the Chairman and an executive Director. Under the SFO, Mr. Chan is deemed to be interested in the same parcel of Shares held by Achiever Choice.

Long positions in the shares of associated corporation

Name of Directors	Name of associated corporation	Capacity/Nature of interest	Number of shares held	Percentage of shareholding
Mr. Chan	Achiever Choice Limited	Beneficial owner	1	100%

Save as disclosed above and so far as is known to the Directors, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register of the Company required to be kept under Section 352 of the SFO, or which were required pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

(b) Interests and short positions of substantial shareholders and other persons in the shares and underlying shares of the Company

As at the Latest Practicable Date, the following persons/entities (other than the Directors or chief executive of the Company) had or were deemed to have interests or short positions in the shares, the underlying shares and debentures of the Company which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under Section 336 of the SFO, or who were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of the Company or any other member of the Group:

Name of substantial shareholders	Capacity/Nature of interests	Number of Shares held	Percentage of shareholding (Note 3)
Achiever Choice (Note)	Beneficial owner	750,000,000	75%

Note: Achiever Choice is the beneficial owner of 750,000,000 Shares, representing 75% of the Company's issued share capital. Achiever Choice is wholly owned by Mr. Chan.

Save as disclosed above, as at the Latest Practicable Date, the Directors are not aware of any other persons who had or were deemed to have an interest or a short position in the shares or the underlying shares of the Company which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under Section 336 of the SFO, or who were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group.

3. DIRECTORS' AND CONTROLLING SHAREHOLDER'S INTEREST IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors, controlling shareholders of the Company and their respective close associates (as defined under the GEM Listing Rules), was interested in any business which competes or is likely to compete either directly or indirectly with the business of the Group (as would be required to be disclosed under the GEM Listing Rules if each of them were a controlling shareholder).

4. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or claims of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

5. SERVICE CONTRACTS OF DIRECTORS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group which does not expire or is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

6. DIRECTORS' INTERESTS IN ASSETS AND CONTRACTS OF THE GROUP

As at the Latest Practicable Date, none of the Directors or expert had any direct or indirect interest in any assets which had been acquired or disposed of by or leased to any member of the Group or were proposed to be acquired or disposed of by or leased to any member of the Group since 30th September 2020, being the date to which the latest published audited consolidated financial statements of the Company were made up.

No Director was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which was significant in relation to the business of the Group taken as a whole.

7. MATERIAL CONTRACTS

No contracts outside the ordinary course of business carried on by the Group had been entered into by the Group within the two years immediately preceding the date of this circular and up to the Latest Practicable Date which are or may be material.

8. GENERAL

- (a) The company secretary of the Company is Ms. Cheng Kwai Yee who is a member of the Hong Kong Institute of Certified Public Accountants.
- (b) The compliance officer of the Company is Mrs. Donati Chan Yi Mei Amy, who is the chief executive officer and the executive Director of the Company.

- (c) The registered office of the Company in Cayman Islands is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The head office and the principal place of business of the Company in Hong Kong is at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong.
- (d) The principal share registrar and transfer office of the Company in Cayman Islands is Conyers Trust Company (Cayman) Limited at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The branch share registrar and transfer office of the Company in Hong Kong is Union Registrars Limited, Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road North Point, Hong Kong.
- (e) The audit committee of the Company was established on 16th January 2018 with written terms of reference in accordance with Rule 5.28 of the GEM Listing Rules and in compliance with paragraph C.3 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules. The primary duties of the audit committee include, among others, to make recommendations to the Board on the appointment, re-appointment and removal of the external auditors, and handling any questions of their resignation or dismissal of that auditor reviewing the Group’s financial statements and the annual, interim and quarterly financial reports, to review the Group’s financial and accounting policies and practices and to review the Group’s financial controls, and risk management and internal control system. The audit committee currently consists of three INEDs, namely Mr. Li Wai Ming (“**Mr. Li**”), Mr. Wan Chun Wai Andrew (“**Mr. Wan**”) and Ms. Chan Chiu Yee Natalie (“**Ms. Chan**”). The audit committee is chaired by Mr. Li.

Mr. Li, aged 50, was appointed as an independent non-executive Director (the “**INED**”) on 15th November 2017. Mr. Li has about 20 years of experience in the finance industry. From March 1997 to March 1999, Mr. Li worked in leading accounting firms. He held the position of senior finance manager in a company listed on the Stock Exchange before his retirement. Mr. Li also served as an independent non-executive director of China International Development Corporation 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 United Kingdom (the “**UK**”), an associate member of The Chartered Governance Institute (formerly known as 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 degree in November 2004 from the Hong Kong Polytechnic University.

Mr. Wan, aged 66, was appointed as an INED on 15th November 2017. Mr. Wan has over 20 years of experience in business administration and finance. Mr. Wan is now a School Manager of a kindergarten. 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 degree from the University of South Australia in October 2009.

Ms. Chan, aged 35, was appointed as an INED on 15th November 2017. Ms. Chan has over 8 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 degree from Bentley University in the United States in May 2008 as well as her juris doctor degree in December 2010 and her postgraduate certificate in laws in July 2011, both from the Chinese University of Hong Kong.

- (f) Should there be any inconsistencies between the English text and the Chinese text of the circular, the English text of this circular shall prevail over the Chinese text.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the head office and the principal place of business of the Company at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong during normal business hours from 9:30 a.m. to 12:00 p.m. and 2:00 p.m. to 5:30 p.m. on any weekday (except Saturdays and public holidays) for a period of 14 days from the date of this circular:

- (a) the memorandum and articles of the Company;
- (b) the annual reports of the Company for each of the two financial years ended 30th September 2019 and 2020; and
- (c) this circular.