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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)

PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

This announcement is made by EDICO Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“**GEM**” and the “**GEM Listing Rules**”, respectively).

In order to bring the articles of association of the Company (the “**Existing Articles of Association**”) in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the GEM Listing Rules and the Corporate Governance Code, the board of the directors (the “**Directors**”) of the Company (the “**Board**”) proposes to make the following amendments (the “**Proposed Amendments**”) to the Existing Articles of Association by adopting a new set of amended and restated articles of association (the “**New Articles of Association**”) in substitution for, and to the exclusion of, the Existing Articles of Association.

The major areas of the Proposed Amendments that will be incorporated in the New Articles of Association are summarised below:

1. to update the definition of “Companies Law” to “Companies Act”;
2. to remove certain requirements in relation to purchases for redemption of redeemable shares;
3. to allow extension of the period(s) for the suspension of registration of transfer of shares for a further period not exceeding thirty (30) days in respect of any year if approved by shareholders by ordinary resolution;
4. to provide that the Company shall in each financial year hold a general meeting as its annual general meeting and such annual general meeting shall be held within six months after the end of the Company’s financial year (or any longer period authorised by the Stock Exchange);
5. to provide that an annual general meeting of the Company must be called by notice of not less than twenty-one (21) clear days while all other general meetings (including an extraordinary general meeting) must be called by notice of not less than fourteen (14) clear days or such other shorter days if permitted by the Listing Rules;

6. to provide that two persons appointed by the clearing house as authorised representative or proxy shall form a quorum in a general meeting for all purposes;
7. to allow every shareholder to have the right to speak and to vote at a general meeting, except where a shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
8. to clarify that any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that annual general meeting;
9. to change the requirement for removal of the auditors by the shareholders from special resolution to ordinary resolution;
10. to clarify that any auditor appointed by the Board to fill a casual vacancy shall hold office until the next following general meeting of the Company after its appointment and shall then be subject to appointment by the shareholders at such annual general meeting;
11. to provide that unless otherwise determined by the Directors, the financial year of the Company shall end on 30th September in each year;
12. to allow extension of the period(s) for the closure of the register of members of the Company for a further period not exceeding thirty (30) days in respect of any year if approved by shareholders by ordinary resolution;
13. to clarify that shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules applicable to the Company;
14. to specify that any general meeting or any class meeting may be held by means of telephone, electronic or other communication facilities and such participation in a meeting shall constitute presence at such meeting;
15. to specify that the Board may postpone a general meeting, and notice of a postponement must be given to all shareholders by any means as the Board may determine;
16. to clarify that the prohibition of the vote of a Director does not apply to any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries;
17. to clarify that the signature to any notice or document to be given by the Company may be written, printed or made electronically; and
18. to make other housekeeping amendments and corresponding and ancillary amendments to the Existing Articles of Association as deemed necessary.

The adoption of the New Articles of Association is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”) to be held at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Wednesday, 22nd February 2023 at 11:00 a.m.

A circular containing, among other things, (i) details relating to the adoption of the New Articles of Association; (ii) a notice convening the AGM; and (iii) the related proxy form, will be dispatched to Shareholders as soon as practicable together with the annual report of the Company for the year ended 30th September 2022. The Company will make further announcement(s) as and when appropriate on the results of the AGM, and the effective date of the adoption of the New Articles of Association.

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

Hong Kong, 23rd December 2022

As at the date of this announcement, the executive Directors are Mr. Chan Tsang Tieh (Chairman) and Mrs. Donati Chan Yi Mei Amy (Chief Executive Officer); and the independent non-executive Directors are Mr. Li Wai Ming, Mr. Wan Chun Wai Andrew and Ms. Chan Chiu Yee Natalie.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication. This announcement will also be published on the Company’s website at www.edico.com.hk.

** for identification purpose only*