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**Jantix Management Limited**

*(incorporated in Hong Kong with limited liability)*

**EDICO Holdings Limited**

**鉅京控股有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8450)**

**JOINT ANNOUNCEMENT**

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

**Financial adviser to the Offeror**



**Offer agent to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**

**MESSIS 大有融資**

References are made to (i) the announcement dated 15 October 2024 jointly issued by Jantix Management Limited (the “**Offeror**”) and EDICO Holdings Limited (the “**Company**”) pursuant to Rule 3.5 of the Hong Kong Code on Takeovers and Mergers in relation to, among others, the Offer; and (ii) the composite offer and response document dated 5 November 2024 jointly issued by the Company and the Offeror (the “**Composite Document**”) together with the accompanying form of acceptance. Unless otherwise defined, capitalised terms herein shall have the same meanings as those defined in the Composite Document.

**DESPATCH OF THE COMPOSITE DOCUMENT**

The Composite Document setting out, among others, (i) further details of the Offer; (ii) the recommendation from the Independent Board Committee in relation to the Offer; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Offer and as to the acceptance of the Offer and the accompanying Form of Acceptance have been despatched to the Shareholders on 5 November 2024 in accordance with the Takeovers Code.

Copies of the Composite Document and the accompanying Form of Acceptance are also available on the websites of the Stock Exchange and the Company.

**EXPECTED TIMETABLE**

The timetable set out below, as reproduced from the Composite Document, is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company as and when appropriate. All dates and times contained in this joint announcement refer to Hong Kong dates and times.

**2024**

Despatch date of the Composite Document and the accompanying Form of Acceptance and commencement date of the Offer ( <i>Note 1</i> ).....	Tuesday, 5 November
Latest time and date for acceptance of the Offer ( <i>Notes 2 and 3</i> ).....	4:00 p.m. on Tuesday, 26 November
Closing Date ( <i>Notes 2 and 3</i> ) .....	Tuesday, 26 November

Announcement of the results of the Offer,  
to be posted on the website of  
the Stock Exchange (*Note 2*) ..... no later than 7:00 p.m. on  
Tuesday, 26 November

Latest date for posting of remittances in respect of  
valid acceptances received under the Offer (*Note 4*) ..... Thursday, 5 December

*Notes:*

- (1) The Offer, which is unconditional in all respect, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date.
- (2) In accordance with the Takeovers Code, the Offer must remain open for acceptance for at least 21 days after the date of the Composite Document. The latest time and date for acceptance will be at 4:00 p.m. on Tuesday, 26 November 2024 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the websites of the Stock Exchange and the Company no later than 7:00 p.m. on Tuesday, 26 November 2024 stating the results of the Offer and whether the Offer has been extended, revised or expired. In the event that the Offeror decides to extend the Offer, and the announcement regarding the extension of the Offer does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.
- (3) Beneficial owners of the Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.
- (4) Remittances in respect of the cash consideration (after deducting the seller's Hong Kong ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid), in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code. Please refer to the section headed "5. Right of Withdrawal" in Appendix I to the Composite Document for further information on the circumstances where acceptances may be withdrawn.
- (5) If any severe weather condition is in force in Hong Kong:
  - (a) at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for despatch of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will remain at 4:00 p.m. on the same Business Day and the latest date for despatch of remittances will remain on the same Business Day; or

- (b) at any local time at or after 12:00 noon on the latest date for acceptance of the Offer and the latest date for despatch of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. on the next Business Day and the latest date for despatch of remittances will be rescheduled to the next Business Day which does not have any of those warnings in force at 12:00 noon and/or thereafter (or another Business Day thereafter that does not have any severe weather condition at 12:00 noon or thereafter).

For the purpose of the Composite Document, “severe weather” refers to the scenario where Typhoon Signal No. 8 or above, a Black Rainstorm Warning (as issued by the Hong Kong Observatory), or the “Extreme Conditions” warning (as announced by the Hong Kong Government) is in force in Hong Kong.

Save as mentioned above, if the latest time for acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected.

The Offeror and the Company will notify the Independent Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

## **WARNING**

**The Shareholders are encouraged to read the Composite Document and the accompanying Form of Acceptance carefully, in particular (i) the letter from the Independent Financial Adviser; and (ii) the letter from the Independent Board Committee therein, before deciding whether or not to accept the Offer or as to the action they should take. The Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.**

By order of the board of director of  
**Jantix Management Limited**  
**Lui Yu Kin**  
*Sole Director*

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

Hong Kong, 5 November 2024

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

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, Mr. Lui is the sole director of the Offeror. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Vendor, the Vendor Guarantor and the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Vendor Guarantor and the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*This joint announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange for a minimum period of 7 days from the date of its publication and on the Company’s website at [www.edico.com.hk](http://www.edico.com.hk).*

*In case of any inconsistency, the English texts of this joint announcement shall prevail over the Chinese texts for the purpose of interpretation.*

*\* For identification purpose only*