



Janco Holdings Limited

駿高控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8035)

Executive Directors:

Mr. Chan Kwok Wai
Mr. Lai Chung Wing
Mr. Lo Wai Wah

Non-executive Directors:

Mr. Tam Tsz Yeung Alan
Mr. Liang Yuxi

Independent non-executive Directors:

Ms. Chik Wai Chun
Mr. Moy Yee Wo Matthew
Mr. Yu Kwok Fai

Registered office in Cayman Islands:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Unit 1608, 16th Floor
Tower A, Manulife Financial Centre
No. 223 Wai Yip Street
Kwun Tong, Kowloon
Hong Kong

18 July 2025

To the Independent Shareholders and the Optionholders:

Dear Sir/Madam,

**MANDATORY UNCONDITIONAL CASH OFFERS BY
JIN YI FINANCIAL GROUP LIMITED FOR
AND ON BEHALF OF PACIFIC CROUCH LIMITED TO
ACQUIRE ALL THE ISSUED SHARES OF
JANCO HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR
AGREED TO BE ACQUIRED BY THE OFFEROR AND
PARTIES ACTING IN CONCERT WITH IT)
AND TO CANCEL ALL OUTSTANDING SHARE OPTIONS**

INTRODUCTION

Reference is made to the Joint Announcement dated 13 June 2025, where the Company and the Offeror jointly announced, among other things, that the Company was informed by the Offeror that on 22 April 2025, the Offeror has purchased 152,994,000 Shares at HK\$0.05 per Share from open market.

During a regular business meeting between Mr. Cheng and Mr. Liang, being a non-executive Director of the Company, they discussed the possibility of shareholding changes in the Company. Following the discussion, Mr. Liang expressed his willingness to sell his own Shares, and Mr. Cheng requested acquiring a significant number of Shares. Given Mr. Liang's connections with certain investors and his knowledge of the brokerage firms representing them, Mr. Liang reached out to these investors and/or their brokerage firms to seek their interest in selling their Shares alongside his. Mr. Liang referred the investors' brokerage firms to Jin Yi Financial, the Offeror's broker, and Jin Yi Financial directly liaised with their brokerage firms to agree on the arrangement and purchase price of the Purchase. On 22 April 2025, Jin Yi Financial executed the Purchase on exchange. Mr. Liang confirms that he received nothing in return for his coordination of the sellers and/or their respective brokerage firms. As such, Mr. Liang is one of the sellers and disposed 2,500,000 Shares at a price of HK\$0.05 per share on 22 April 2025.

According to the Disclosure of Interests notice filed by Mr. Chan dated 23 April 2025, Mr. Chan disposed 60,000,000 Shares at a price of HK\$0.05 per share on 22 April 2025. After confirming with Mr. Liang, Mr. Chan was one of the sellers involved in the Purchase and his 60,000,000 Shares formed part of the 152,994,000 Shares acquired by the Offeror on 22 April 2025.

Except for Mr. Liang and Mr. Chan, who disposed of 2,500,000 Shares and 60,000,000 Shares respectively, (i) the Offeror, Mr. Cheng, Ms. Tai and/or parties acting in concert with any of them (including the Joint Financial Advisers and Jin Yi Financial) and (ii) Mr. Liang are not aware of the identities of the sellers of the remaining 90,494,000 Shares.

Immediately prior to the Purchase, the Offeror and parties acting in concert with it was interested in 173,460,000 Shares, representing approximately 28.91% of the issued share capital of the Company. Upon completion of the Purchase on 22 April 2025 and as at the Latest Practicable Date, the Offeror and parties acting in concert with it, are interested in 326,454,000 Shares, representing approximately 54.41% of the voting rights of the Company as at the Latest Practicable Date.

Pursuant to Rule 26.1 of the Takeovers Code, the Purchase triggered the obligation for the Offeror to make a mandatory unconditional cash offer for all issued Shares (other than those already owned and/or agreed to be acquired by the Offeror and parties acting in concert with it). Pursuant to Rule 13.5 of the Takeovers Code, the Option Offer will also be made to cancel all the outstanding Share Options. Jin Yi Financial, for and on behalf of the Offeror, is making the Share Offer to acquire all the Offer Shares and the Option Offer to cancel all outstanding Share Options on the terms set out in the Composite Document issued in accordance with the Takeovers Code.

The purpose of this Composite Document (of which this letter forms part) is to provide you with, among other things, (i) further information relating to the Group, the Offeror and the Offers; (ii) the Letter from Jin Yi Financial containing details of the Offers; (iii) the letter from the Independent Board Committee containing its recommendations in respect of the Offers; and

(iv) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee, the Independent Shareholders and the Optionholders in respect of the terms of the Offers and as to the acceptance of the Offers.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

Under Rule 2.1 of the Takeovers Code, a board which receives the Offers or is approached with a view to the Offers being made, must, in the interests of shareholders, establish an independent committee of the board to make a recommendation: (i) as to whether the Offers is, or is not, fair and reasonable; and (ii) as to acceptance.

An Independent Board Committee comprising all the non-executive Directors (except for Mr. Liang who is one of the sellers of the Purchase) who have no direct or indirect interest in the Offers, namely Mr. Tam Tsz Yeung Alan, Ms. Chik Wai Chun, Mr. Moy Yee Wo Matthew and Mr. Yu Kwok Fai, has been established in accordance with Rule 2.1 and 2.8 of the Takeovers Code to make a recommendation to the Independent Shareholders and Optionholders in respect of the Offers as to whether the Offers are fair and reasonable and as to acceptance of the Offers.

Dakin Capital has been appointed as the Independent Financial Adviser with the approval of the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code to advise the Independent Board Committee in respect of the Offers and, in particular, as to whether the Offers are fair and reasonable and as to the acceptance of the Offers. The advice of the Independent Financial Adviser and the recommendations of the Independent Board Committee are included in the Composite Document despatched to the Independent Shareholders and Optionholders.

The full texts of the letter from the Independent Board Committee addressed to the Independent Shareholders and the Optionholders and the letter from the Independent Financial Adviser addressed to the Independent Board Committee, the Independent Shareholders and the Optionholders are set out in this Composite Document.

You are advised to read both letters and the additional information contained in the appendices to this Composite Document carefully before taking any action in respect of the Offers.

THE OFFERS

Principal terms of the Offers

As disclosed in the “Letter from Jin Yi Financial”, Jin Yi Financial is making the Offers for and on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

The Share Offer

For each Offer Share held..... HK\$0.06 in cash

The Share Offer Price of HK\$0.06 per Offer Share represents the highest price paid by the Offeror and parties acting in concert with it for the acquisition of the Shares within six months prior to the commencement of the offer period.

The Share Offer is extended to all Independent Shareholders in accordance with the Takeovers Code.

The Offer Shares to be acquired under the Share Offer shall be fully paid and free from all Encumbrances and together with all rights attaching to them, including the right to receive in full all dividends and other distributions, if any, recommended, declared, made or paid by reference to a record date on or after the date on which the Share Offer is made, that is, the date of despatch of the Composite Document.

The Option Offer

**For cancellation of each Share Option with
exercise price of HK\$0.2066 HK\$0.01 in cash**

Pursuant to Rule 13 of the Takeovers Code and Practice Note 6 to the Takeovers Code, the Option Offer Price would normally represent the difference between the exercise price of the Share Options and the Share Offer Price. Under the Option Offer, given that the exercise price of the outstanding Share Options is above the Share Offer Price, the outstanding Share Options are out-of-money and the Option Offer Price for the cancellation of each outstanding Share Option is set at a nominal value of HK\$0.01.

The Option Offer is extended to all Optionholders in accordance with the Takeovers Code.

As at the Latest Practicable Date, there are 600,000,000 Shares in issue, of which 326,454,000 Shares are held by the Offeror and parties acting in concert with it (representing approximately 54.41% of the total issued Share).

As at Latest Practicable Date, there are outstanding Share Options in respect of 3,000,000 Shares. The exercise price of the outstanding Share Options is HK\$0.2066 per Share Option. All Share Options were granted under the share option scheme of the Company adopted on 23 September 2016.

Save as disclosed above, the Company does not have any outstanding Shares, options, warrants or derivatives which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code), and has not entered into any agreement for the issue of such Shares, options, derivatives, warrants or securities which are convertible or exchangeable into Shares as at the Latest Practicable Date. Further details of the terms of the Offers and the procedures for acceptance are set out in Appendix I to this Composite Document and the accompanying Forms of Acceptance.

As at the Latest Practicable Date, none of the members of the Offeror, Mr. Cheng, Ms. Tai and/or parties acting in concert with any of them has received any irrevocable commitment to accept or reject the Offers. The Offer Shares and Share Options to be acquired under the Offers shall be fully paid and shall be acquired free from all Encumbrances and together with all rights attaching thereto, including the rights to receive in full all dividends and other distributions, if any, recommended, declared, made or paid by reference to a record date on or after the date on which the Offers is made, i.e. the date of despatch of the Composite Document.

The Company confirms that as at the Latest Practicable Date, (i) it does not have any dividend or distribution recommended, declared or made but unpaid; and (ii) it does not have any intention to recommend, make, declare or pay any future dividend/make other distributions until the close of the Offers.

Further details of the Offers are set out in the “Letter from Jin Yi Financial” and the additional information contained in appendices to this Composite Document and the accompanying Forms of Acceptance.

The Offer Price

Please see the paragraphs headed “Comparison of value” and “Highest and lowest Share price” in the “Letter from Jin Yi Financial” for details of the Offer Price.

Total value of the Offers

Please see the paragraphs headed “Total value of the Offers” in the “Letter from Jin Yi Financial” for details of the Offer Price.

Further details of the Offers

Further details of the Offers, including, among other things, its extension to the Overseas Independent Shareholders and Overseas Optionholders, information on taxation, the terms and conditions and the procedures for acceptance and settlement and acceptance period can be found in the “Letter from Jin Yi Financial” and “Appendix I — Further Terms and Procedures for Acceptance of the Offers” to this Composite Document and the accompanying Forms of Acceptance.

INFORMATION ON THE GROUP

The Company is incorporated in the Cayman Islands with limited liability and the Shares are listed on the GEM of the Stock Exchange. The Company is principally engaged in investment holding and the Group is principally involves freight forwarding, logistics and warehousing and E-commerce business.

Financial and general information in relation to the Group are set out in “Appendix II — Financial Information of the Group” and “Appendix III — General Information of The Group” to this Composite Document.

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the Latest Practicable Date, there are 600,000,000 Shares in issue, of which 326,454,000 Shares are held by the Offeror and parties acting in concert with it (representing approximately 54.41% of the total issued share capital of the Company).

As at the Latest Practicable Date, there are outstanding Share Options in respect of 3,000,000 Shares. The exercise price of the outstanding Share Options is HK\$0.2066 per Share Option. All Share Options were granted under the share option scheme of the Company adopted on 23 September 2016.

Save as disclosed above, the Company does not have any outstanding Shares, options, warrants or derivatives which are convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code), and has not entered into any agreement for the issue of such Shares, options, derivatives, warrants or securities which are convertible or exchangeable into Shares as at the Latest Practicable Date.

The shareholding structure of the Company (i) immediately before the Purchase and (ii) immediately after the Purchase and as at the Latest Practicable Date are as follows:

	Immediately before the Purchase		Immediately after the Purchase and as at the Latest Practicable Date	
<i>Shareholders</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Offeror and parties acting in concert with it				
— Million Venture Holdings Limited ^(Note 1)	170,300,000	28.38	170,300,000	28.38
— Mr. Cheng	3,160,000	0.53	3,160,000	0.53
— Offeror ^(Note 2)	—	—	152,994,000	25.50
Sub-total	<u>173,460,000</u>	<u>28.91</u>	<u>326,454,000</u>	<u>54.41</u>
Directors of the Company				
— Mr. Liang ^(Note 3)	2,500,000	0.42	—	—
— Mr. Lo Wai Wah ^(Note 3)	2,150,000	0.36	2,150,000	0.36
Sub-total	<u>4,650,000</u>	<u>0.78</u>	<u>2,150,000</u>	<u>0.36</u>
Substantial Shareholder				
— Mr. Chan	<u>60,000,000</u>	<u>10.00</u>	<u>—</u>	<u>—</u>
Public Shareholders	<u>361,890,000</u>	<u>60.31</u>	<u>271,396,000</u>	<u>45.23</u>
Total	<u>600,000,000</u>	<u>100.00</u>	<u>600,000,000</u>	<u>100.00</u>

Notes:

- (1) Million Venture Holdings Limited is wholly-owned by Ms. Tai. Ms. Tai is a director of the Offeror and the spouse of Mr. Cheng.
- (2) The Offeror is wholly-owned by Mr. Cheng.
- (3) As at the Latest Practicable Date, 1,500,000 Share Options have been granted to Mr. Lo Wai Wah, an executive Director.

Immediately after the Purchase and as at the Latest Practicable Date, save as disclosed above, none of the Directors and parties acting in concert with any of them holds any Shares and any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

INFORMATION ON THE OFFEROR

Your attention is drawn to the section headed “Information of the Offeror” in the “Letter from Jin Yi Financial” and Appendix IV “General Information of the Offeror” to this Composite Document.

INTENTIONS OF THE OFFEROR REGARDING THE GROUP

Your attention is drawn to the section headed “Intentions of the Offeror regarding the Group” in the “Letter from Jin Yi Financial” to this Composite Document. The Board is aware that the Offeror has no intention to discontinue the employment of any employees of the Group (who are not Directors of the Company). The Board is aware that the Offeror also intends to continue the existing principal business of the Group. The Board is also aware that the Offeror intends to conduct a review of the existing principal businesses, operations, financial position, investments, proposed investments of the Group for the purpose of formulating long-term business plans and strategies for the future business development of the Group. Subject to the results of the review, the Offeror may explore other business opportunities and consider whether any asset disposals, asset acquisitions, business rationalization, business divestment, fund raising, restructuring of the business and/or business diversification will be appropriate in order to enhance the long-term growth potential of the Group. However, as at the Latest Practicable Date, no such investment or business opportunities has been identified nor has the Offeror or any party acting in concert with it entered into any agreement, arrangements, understandings or negotiation in relation to the injection of any assets or business into the Group. The Board is willing to cooperate with the Offeror and act in the best interests of the Company and its Shareholders as a whole.

TAXATION ADVICE

Your attention is drawn to the paragraph headed “Taxation advice” in the “Letter from Jin Yi Financial” to this Composite Document.

Independent Shareholders and Optionholders are recommended to consult their own professional advisers as to the tax implications that may arise from accepting or rejecting the Offers.

PROPOSED CHANGE OF BOARD COMPOSITION OF THE COMPANY

Your attention is drawn to the section headed “Proposed change of Board composition” in the “Letter from Jin Yi Financial” to this Composite Document. The Board is aware that the Offeror has not yet determined the composition of the Board. Any changes to the Board will be made in compliance with the Takeovers Code and the GEM Listing Rules and further announcement will be made as and when appropriate.

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

As mentioned in the paragraph headed “PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY” in the “Letter from Jin Yi Financial” of this Composite Document, the Offeror has no intention to privatize the Company and intends to maintain the listing of the Shares on the Stock Exchange following the close of the Offers.

The Stock Exchange has stated that if, at the close of the Offers, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares (excluding treasury shares), are held by the public at all times or if the Stock Exchange believes that: (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend trading in the Shares until the prescribed level of public float is restored.

Therefore, it should be noted that upon the close of the Offers, there may be insufficient public float of the Shares and the trading in the Shares may be suspended until sufficient public float exists for the Shares.

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

RECOMMENDATION

None of the members of the Independent Board Committee is interested in or involved in the Offers.

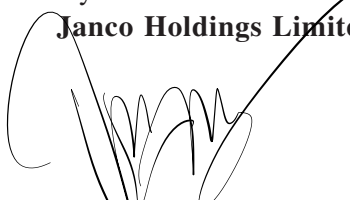
Your attention is drawn to the “Letter from the Independent Board Committee” set out in this Composite Document which contains the recommendation of the Independent Board Committee in respect of the Offers. Your attention is also drawn to the “Letter from Independent Financial Adviser” set out in this Composite Document, which contains its advice to the Independent Board Committee, the Independent Shareholders and the Optionholders in respect of the terms of the Offers and as to the acceptance of the Offers.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information contained in the appendices to this Composite Document. You are also recommended to read carefully “Appendix I — “Further Terms and Procedures for Acceptance of the Offers” to this Composite Document and the accompanying Forms of Acceptance for further details in respect of the procedures for acceptance of the Offers.

In considering what action to take in connection with the Offers, you should consider your own tax positions, if any, and, in case of any doubt, consult your professional advisers.

By order of the Board of
Janco Holdings Limited



Tam Tsz Yeung Alan
Chairman & Non-executive Director