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EDENSOFT HOLDINGS LIMITED
伊登軟件控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1147)

DISCLOSEABLE TRANSACTION
ACQUISITION OF THE TARGET COMPANY

THE ACQUISITION

The Board is pleased to announce that on 10 February 2026, the Purchaser, a direct wholly-owned subsidiary of the Company, and the Vendor entered into the Share Transfer Agreement, pursuant to which the Vendor agreed to sell, and the Purchaser agreed to acquire, the Sale Shares, representing 100% equity interest in the Target Company, at a total consideration of HK$3,000,000.

Upon completion of the Acquisition, the Target Company will become an indirect wholly-owned subsidiary of the Company and therefore the financial results of the Target Company will be consolidated into the financial statements of the Group.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition are more than 5% but are all less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

INTRODUCTION

The Board is pleased to announce that on 10 February 2026, the Purchaser, a direct wholly-owned subsidiary of the Company, and the Vendor entered into the Share Transfer Agreement, pursuant to which the Vendor agreed to sell, and the Purchaser agreed to acquire, the Sale Shares, representing 100% equity interest in the Target Company, at a total consideration of HK$3,000,000.

SHARE TRANSFER AGREEMENT

The principal terms of the Share Transfer Agreement are summarised below:

Date

10 February 2026

Parties

(a) the Purchaser, a direct wholly-owned subsidiary of the Company; and

(b) the Vendor

Subject matter

The Vendor agreed to sell, and the Purchaser agreed to acquire, the Sale Shares, representing 100% equity interest in the Target Company, at a total consideration of HK$3,000,000.

As at the date of this announcement, the Target Company is wholly and beneficially owned by the Vendor. For detailed information of the Target Company, please refer to the paragraph headed "Information of the Target Company" below.

Completion

Pursuant to the Share Transfer Agreement, Completion is not subject to any condition precedent. Completion of the Acquisition shall take place on the Completion Date.

Upon completion of the Acquisition, the Target Company will become an indirect wholly-owned subsidiary of the Company and therefore the financial results of the Target Company will be consolidated into the financial statements of the Group.

Consideration

Pursuant to the Share Transfer Agreement, the total Consideration for the Acquisition is HK$3,000,000, which is paid and payable by the Purchaser to the Vendors in the following manner:

(i) on 12 January 2026, the Purchaser paid a deposit of HK$500,000 (the "**Deposit**") to the client account of the Vendor's legal counsel on escrow. HK$300,000 of the Deposit shall be released by the Vendor's legal counsel to the Vendor (or a person designated by the Vendor) as part of the Consideration on the Completion Date. The remaining HK$200,000 of the Deposit shall be released by the Vendor's legal counsel to the Vendor (or a person designated by the Vendor) as part of the Consideration, upon the completion of change of name to remove "Kenfil" from the names of the Vendor, its shareholder(s) and the companies controlled by its shareholder(s), which shall be within three months from the Completion; and

(ii) on the Completion Date, the Purchaser shall pay HK$2,500,000 to the Vendor's designated bank account by way of bank transfer or cashier order.

The Consideration is funded by the internal cash resources and/or bank borrowing of the Group.

BASIS OF THE CONSIDERATION

The consideration of the Acquisition was determined after arm's length negotiations between the Purchaser and the Vendor after taking into consideration, amongst others, (a) the Target Company's assets and operating licenses, including its qualification as Microsoft's partner in Hong Kong; (b) the financial position of the Target Company; and (c) the business and development prospects of the Target Company.

INFORMATION OF THE TARGET COMPANY

The Target Company is a company incorporated in Hong Kong in November 1985 with limited liability, which is held as to 100% by Vendor as at the date of this announcement. It is principally engaged in business of enterprise software subscriptions and licensing, professional IT solutions, and IT training services.

Set out below is the unaudited financial information of the Target Company for the years ended 31 December 2024 and 31 December 2025:

	For the year ended 31 December 2024	**For the year ended 31 December 2025**
	HK$	*HK$*
	(Unaudited)	(Unaudited)
Revenue	246,000,362	224,460,025
Net loss before taxation	(1,666,414)	(5,376,810)
Net loss after taxation	(1,666,414)	(5,376,810)
Net asset value	5,104,519	(272,291)

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is an integrated information technology ("**IT**") solutions and cloud and artificial intelligence ("**AI**") services provider in China. Its business portfolio includes provision of IT infrastructure services, IT implementation and supporting services and cloud and AI services. In light of the rapidly evolving technological advancement and market opportunities in the IT and AI sector, the Group has been proactively exploring business development opportunities.

The Target Company is an experienced IT service provider in Hong Kong with over 35 years of history. It is principally engaged in business of enterprise software subscriptions and licensing, professional IT solutions, and IT training services, possessing a solid customer base and a good reputation in the market. The Target Company has established a long-term cooperation with Microsoft, and its service network covers the PRC, Hong Kong and Macau. The Acquisition aims to integrate the strengths of both companies, significantly expanding and deepening the Group's business footprint in the enterprise IT and cloud services market in Hong Kong and the wider region. By combining the Group's self-developed AI products with the Target Company's mature software sales, training, and customer channels, a more competitive one-stop solution of "product + service + training" will be built, accelerating business growth. The Acquisition aligns with the Group's long-term development objectives and business development strategy, and is in the interest of the Group and its shareholders as a whole.

None of the Directors has any material interest in the Acquisition and no Director is required to abstain from voting on such board resolutions.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Acquisition, including the Consideration, are fair and reasonable, on normal commercial terms and are in the interests of the Company and its shareholders as a whole.

INFORMATION OF THE PURCHASER AND THE GROUP

The Purchaser is a company incorporated in British Virgin Islands with limited liability and a direct wholly-owned subsidiary of the Company.

The Company is an investment holding company. The Group is principally engaged in provision of IT infrastructure services, IT implementation and supporting services and cloud and AI services in the PRC.

INFORMATION OF THE VENDOR

The Vendor is a company incorporated in Hong Kong with limited liability, whose principal business is investment holding. To the best information and belief of the Directors after having made reasonable enquiry, the Vendor is held as to 50% by Mr. Siu Chun San and 50% by Mr. Siu Chun Hung, respectively.

To the best knowledge, information and belief of the Directors having made all reasonable enquiry, the Vendor and its ultimate beneficial owners are Independent Third Parties.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Acquisition are more than 5% but are all less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms have the meanings set out below, and words in plural shall include the singular and vice versa, as applicable:

"Acquisition"	the acquisition of the Sale Shares by the Purchaser as contemplated under the Share Transfer Agreement
"Board"	the board of Directors
"Company"	Edensoft Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
"Completion Date"	the date of signing of the Share Transfer Agreement
"Consideration"	the aggregate consideration payable by the Purchaser for the Acquisition in the amount of HK$3,000,000
"Directors"	the directors of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	third party(ies) independent of the Company and are not connected persons (as defined under the Listing Rules) of the Company
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China

"Purchaser"	Professional Eternity Limited, a company incorporated in the British Virgin Islands with limited liability, and a direct wholly-owned subsidiary of the Company as at the date of this announcement
"Sale Shares"	100% of the issued shares of the Target Company
"Share Transfer Agreement"	the share transfer agreement dated 10 February 2026 entered into between the Purchaser and the Vendor relating to the Acquisition
"Shareholders"	holders of the Shares
"Shares"	the shares of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company"	Kenfil Hong Kong Limited, a company incorporated in Hong Kong with limited liability, the shares of which are 100% held by the Vendor as at the date of this announcement
"Vendor"	Kenfil Holdings Limited, a company incorporated in Hong Kong with limited liability
"%"	per cent.

By order of the Board
Edensoft Holdings Limited
Ms. Ding Xinyun
Chairman, Executive Director and Chief Executive Officer

Hong Kong, 10 February 2026

As at the date of this announcement, the Board comprises Ms. Ding Xinyun (Chairman and Chief Executive Officer) and Ms. Li Yi as the executive Directors, and Mr. Leung Chu Tung, Ms. Zhu Weili and Mr. Cai Jiong as the independent non-executive Directors.