EDENSOFT HOLDINGS LIMITED
伊登軟件控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1147)

SUPPLEMENTAL ANNOUNCEMENT

DISCLOSEABLE TRANSACTION IN RELATION TO ACQUISITION OF THE TARGET COMPANY

Reference is made to the announcement (the "**Announcement**") of Edensoft Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") dated 10 February 2026 in relation to the acquisition of 100% of the issued shares of the Target Company. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

The Board wishes to provide the Shareholders and potential investors of the Company with additional information in relation to the basis of the consideration of the Acquisition.

BASIS OF THE CONSIDERATION

As disclosed in the Announcement, the consideration of the Acquisition (i.e. HK$3,000,000) was determined after arm's length negotiations between the Purchaser and the Vendor after taking into consideration primarily, 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.

The Board has considered each primary factor in determining the consideration.

(a) The Target Company's qualification as Microsoft's partner in Hong Kong

The Target Company holds high-level partner qualifications granted by Microsoft back from 1992 where they were the first Microsoft DLAR (Direct Large Account Reseller) in Hong Kong, providing various licensing schemes for enterprise customers' choices. Subsequently they were also certified as Microsoft Academic Reseller, and Government Reseller Partners to cover a broader spectrum of customers. They are also demonstrated technical capabilities in Microsoft technologies and obtained Gold and Silver Competencies in cloud solutions, data analytics and platform, application integration and development, and security. These qualifications and certifications require long-term technical investments, accumulation of successful case studies, and rigorous audits by Microsoft to obtain. Such qualifications serve as essential entry credentials for accessing Microsoft's core ecosystem and securing technical and sales support, possessing high scarcity and commercial value.

(b) The financial position of the Target Company

The Board noted that the Target Company recorded increase in net loss for 2025 and recorded net liabilities as at 31 December 2025 due to ineffective operation in exceptional situation during 2025, however, the core value of the Target Company lies in its intangible assets and strategic resources that cannot be fully reflected in the financial statements, including (i) its qualification as Microsoft's partner (as stated in paragraph (a) above); (ii) its solid market position in Hong Kong and customer network (the Target Company has accumulated abundant customer resources in the enterprise and public sectors, and established solid business channels in Hong Kong through 35 years of experience in the software market); and (c) its technical capabilities and talent team (it possesses an experienced technical and service team that has obtained multiple Microsoft certifications). The Board considered that these assets can drive revenue growth, and provide a competitive edge in cloud services and digital solutions, outweighing current losses through future integration with the Group.

In addition, the Target Company's book net assets appeared low due to net losses, but this presented an attractive entry point for the Group to acquire the Target Company at a favorable price. While it is noted that the Target Company recorded an increased net loss in 2025 compared to 2024, the Company believed that the Acquisition remains worthwhile. The assessment is not solely based on historical financial performance of the Target Company but on forward-looking strategic and operational considerations (as stated in paragraph (c) below about the business and development prospects of the Target Company). By leveraging its understanding of the industry, customer resources, and operational capabilities, the Company believed that it is able to improve the Target Company's business operations through effective integration, unlocking its business potential and enhancing its profitability.

(c) The business and development prospects of the Target Company

The Acquisition provides the Group with immediate access to a solid foothold in the Hong Kong market. The Group is one of the leading providers of Microsoft cloud service and solutions in the PRC. The long-term strategy of the Group is to deepen its service capabilities within the Microsoft ecosystem and expand its business coverage. The Target Company has established a long-term cooperation with Microsoft, and accumulated extensive enterprise and public sector customer resources with solid business channels in Hong Kong. Upon the Acquisition, the Group will immediately gain access to a mature local platform established by the Target Company, enabling the Group to enter and cultivate the Hong Kong market more effectively.

The Acquisition diversifies the Group's portfolio by adding complementary strengths in technology services and regional presence. The Group's business portfolio includes provision of IT infrastructure services, IT implementation and supporting services and cloud and AI services. The Target Company has the capabilities in cloud migration, modern office solutions, and enterprise application development, which can complement the Group's existing service portfolio. The Group's solutions in mainland China can be combined with the Target Company's service capabilities in Hong Kong to provide both new and existing customers with integrated Microsoft cloud services across the two regions, achieving cross-selling and revenue synergies.

The Acquisition is beneficial for the integration of core resources of two Microsoft partners, enhancing the Group's overall scale, service capabilities, and influence within Microsoft's global partner ecosystem. By integrating technical teams, sharing solutions, and engaging in joint procurement and marketing, it can reduce operational costs, improve service efficiency, and provide customers with a more comprehensive portfolio of products and services. Furthermore, leveraging the international market environment of Hong Kong and the Target Company's localisation capabilities, the Group can accelerate the expansion of its business with multinational corporations and explore opportunities in overseas markets, thereby enhancing its long-term growth potential and profitability.

Based on the above, given that the Target Company possess high-level partner qualifications granted by Microsoft, solid market position and customer network in Hong Kong and Microsoft-certified technical and service team, which is beneficial for the Group to deepen its business footprint in the enterprise IT and cloud services market in Hong Kong and wider region, and its long-term business development, the Board (including the independent non-executive Directors) is of the view that the consideration is fair and reasonable, and in the interest of the Company and the Shareholders as a whole.

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

Hong Kong, 24 April 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.