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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Edvance International Holdings Limited, you should at once hand or forward this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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EDVANCE INTERNATIONAL HOLDINGS LIMITED
安領國際控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1410)

PROPOSALS FOR
(1) GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular.

A letter from the Board is set out on pages 4 to 8 of this circular. A notice convening the Annual General Meeting of the Company to be held at 25th Floor, Tower 1, The Millennity, 98 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Friday, 23 August 2024 at 10:30 a.m. or any adjourned or postponed meeting thereof to approve matters referred to in this circular is set out on pages 17 to 22 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting together with this circular are published on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.edvanceintl.com.

Whether or not you are able or intend to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment or postponement thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment or postponement thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

19 July 2024

DEFINITIONS

In this circular, unless the context otherwise requires, the following words and expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company convened to be held at 25th Floor, Tower 1, The Millennity, 98 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Friday, 23 August 2024 at 10:30 a.m. or any adjournment or postponement thereof
“Articles of Association”	the articles of association of the Company, as amended, supplemented and otherwise modified from time to time
“Auditor”	Deloitte Touche Tohmatsu, the independent auditor of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company”	Edvance International Holdings Limited (安領國際控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, and the Shares are listed on the main board of the Stock Exchange (stock code: 1410)
“core connected person”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandates”	the Issuance Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the powers of the Company to allot, issue and deal with Shares (including any sale or transfer of treasury shares listed on the Stock Exchange, if any) with an aggregate amount not exceeding 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution granting such mandate
“Latest Practicable Date”	11 July 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the powers of the Company to repurchase Shares on the Stock Exchange with an aggregate amount up to 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution granting such mandate
“Rule Amendments”	the amendments to the Listing Rules pursuant to the “Consultation Conclusions on Proposed Amendments to Listing Rules Relating to Treasury Shares” published by the Stock Exchange on 12 April 2024, which came into effect on 11 June 2024
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



EDVANCE INTERNATIONAL HOLDINGS LIMITED

安領國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1410)

Executive Directors:

Mr. Liu Yui Ting Raymond (*Chairman and
Chief Executive Officer*)
Mr. Lee Francis Sung Kei
Mr. Lam Tak Ling

Registered office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Non-executive Director:

Mr. Lo Wai Ho Ashley

*Head office and principal place
of business in Hong Kong:*

25th Floor, Tower 1
The Millennity
98 How Ming Street
Kwun Tong, Kowloon
Hong Kong

Independent Non-executive Directors:

Mr. Ng Tsz Fung Jimmy
Mr. Chan Siu Ming Simon
Mrs. Wong Hung Flavia Yuen Yee

19 July 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the matters which include, *inter alia*, (i) the Issuance Mandate and the Repurchase Mandate; (ii) the re-election of retiring Directors; (iii) the re-appointment of Auditor; and to give you notice of the Annual General Meeting.

LETTER FROM THE BOARD

GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 5 September 2023, resolutions were passed for approving, *inter alia*, the grant of general mandates to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares and to repurchase Shares. These general mandates continue to be valid and remain in force until the conclusion of the Annual General Meeting.

On 12 April 2024, the Stock Exchange published conclusions to its consultation paper on “Proposed Amendments to Listing Rules Relating to Treasury Shares”. The Rule Amendments came into effect on 11 June 2024 which has the effect of, among others, removing the requirements to cancel repurchased shares such that listed issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents and adopting a framework in the Listing Rules to govern the resale of treasury shares (“**New Treasury Share Regime**”). The Directors consider that the New Treasury Share Regime will provide greater flexibility to the Company in repurchasing and reselling Shares thereby allowing the Company an additional channel to manage its capital structure.

Accordingly, at the Annual General Meeting, an ordinary resolution will be proposed to grant the Issuance Mandate to the Directors to allot, issue and deal with the Shares (including any sale or transfer of treasury shares listed on the Stock Exchange, if any) of not exceeding 20% of the number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution. At the Annual General Meeting, an ordinary resolution will also be proposed to grant the Repurchase Mandate to the Directors to repurchase Shares not exceeding 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of such resolution. Subject to the passing of the ordinary resolutions to approve the Issuance Mandate and the Repurchase Mandate at the Annual General Meeting, the extension of the Issuance Mandate to add the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate to the Issuance Mandate.

Based on 1,004,217,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, subject to the passing of the ordinary resolutions for approving the Issuance Mandate and the Repurchase Mandate, the Directors will be authorised to allot, issue and deal with up to 200,843,400 Shares pursuant to the Issuance Mandate and repurchase up to 100,421,700 Shares pursuant to the Repurchase Mandate.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution for the grant of the Repurchase Mandate to the Directors. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

LETTER FROM THE BOARD

Each of the Issuance Mandate and Repurchase Mandate, if approved, will continue in force until the earliest of: (i) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the authority given under such resolution by ordinary resolution of the Shareholders in a general meeting.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 108(a) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election at the annual general meeting. Accordingly, Mr. Lee Francis Sung Kei, Mr. Lam Tak Ling and Mr. Lo Wai Ho Ashley will retire from office as Directors at the Annual General Meeting and, being eligible, offer themselves for re-election.

Details of each of the above Directors who offer themselves for re-election that are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

The Company's nomination committee has reviewed the qualifications, skills and experience of the retiring Directors and is of the view that they can contribute the appropriate knowledge, expertise and diversity in perspectives to the Board and recommended to the Board on the proposed re-election of all the retiring Directors.

RE-APPOINTMENT OF AUDITOR

The Board (which agreed with the view of the audit committee of the Company) recommended that, subject to the approval of the Shareholders at the Annual General Meeting, Deloitte Touche Tohmatsu be re-appointed as the auditor of the Company for the financial year ending 31 March 2025.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Annual General Meeting is set out on pages 17 to 22 of this circular. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

A form of proxy for use by the Shareholders at the Annual General Meeting together with this circular are published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.edvanceintl.com. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in

LETTER FROM THE BOARD

accordance with the instructions printed thereon and return the same together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment or postponement thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment or postponement thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders of a company at a general meeting must be taken by poll. Accordingly, all resolutions will be voted on by way of poll at the Annual General Meeting. Each Shareholder who has the right to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies, whether they are Shareholders or not, to attend and vote at the Annual General Meeting on his behalf.

The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.edvanceintl.com).

CLOSURE OF REGISTER OF MEMBERS

In order to determine members who are entitled to attend and vote at the Annual General Meeting to be held on Friday, 23 August 2024, the register of members of the Company will be closed from Monday, 19 August 2024 to Friday, 23 August 2024, both days inclusive, during which period no transfer of Shares will be registered. All transfers accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Friday, 16 August 2024.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that all the proposed resolutions, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully,

By Order of the Board

Edvance International Holdings Limited

Liu Yui Ting Raymond

Chairman, Chief Executive Officer and Executive Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company has a total of 1,004,217,000 Shares in issue. Subject to the passing of the relevant resolution as set out in the notice of the Annual General Meeting and assuming that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Directors will be authorised to repurchase up to 100,421,700 Shares (being 10% of the number of issued Shares as at the date of the Annual General Meeting) pursuant to the Repurchase Mandate.

Pursuant to the Rule Amendments, the Company may cancel Shares repurchased or hold Shares repurchased as treasury shares, subject to market conditions and the capital management needs of the Group at the relevant time of the repurchase(s).

For the treasury shares to be deposited with CCASS pending resale on the Stock Exchange, the Company shall:

- (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS;
- (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and
- (iii) take any other appropriate measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

2. REASONS FOR REPURCHASES

The Directors believe that the grant of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. The Repurchase Mandate will give the Company the flexibility to repurchase Shares as and when appropriate. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such repurchase in accordance with the Articles of Association, the Listing Rules, the laws of the Cayman Islands and other applicable laws. Repurchases pursuant to the Repurchase Mandate will be made out of funds of the Company legally permitted to be utilised in this connection, including the funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of Shares made for such purpose.

4. IMPACT ON WORKING CAPITAL OR GEARING POSITION

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 March 2024) in the event that the Repurchase Mandate were to be carried out in full at any time during the share repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor, any of their close associates have a present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorised to make repurchases of Shares.

6. CONFIRMATION OF THE DIRECTORS

The Directors confirmed that they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Takeovers Code, the Articles of Association and the applicable laws of the Cayman Islands.

7. EFFECT OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain

or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
July	0.780	0.690
August	0.860	0.650
September	0.810	0.760
October	0.950	0.780
November	1.250	0.480
December	0.520	0.370
2024		
January	0.490	0.400
February	0.415	0.375
March	0.420	0.350
April	0.425	0.340
May	0.395	0.340
June	0.360	0.280
July (up to the Latest Practicable Date)	0.305	0.295

9. REPURCHASE OF SHARES MADE BY THE COMPANY

During the previous 12 months prior to the Latest Practicable Date, the Company has repurchased its Shares on the Stock Exchange as follows:

Date of repurchase	No. of Shares repurchased	Price per Share		Aggregate consideration paid HK\$
		Highest HK\$	Lowest HK\$	
19 December 2023	610,000	0.395	0.380	235,600
20 December 2023	7,320,000	0.400	0.380	2,845,700
27 December 2023	<u>110,000</u>	0.400	0.400	<u>44,000</u>
	<u>8,040,000</u>			<u>3,125,300</u>

10. GENERAL

The Company has confirmed that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

The biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

EXECUTIVE DIRECTORS

Mr. Lee Francis Sung Kei (李崇基) (“Mr. Francis Lee”), aged 46, was appointed as an executive Director on 21 November 2016 and is a director of a number of subsidiaries of the Company. He joined the Group in May 2004 as an associate consultant and was promoted to director of the product strategy and management department of Edvance Technology (Hong Kong) Limited, a subsidiary of the Company, in November 2014. He is currently responsible for the marketing of cybersecurity products and services of the Group.

Mr. Francis Lee has over 20 years of experience in the IT industry. Mr. Francis Lee was a web master of Phoenix Travel Group, a travel agency in London, from October 2000 to February 2003, and he was primarily responsible for the analysis, design and programming of web-based applications. Mr. Francis Lee was a technical engineer of Accenture Technology Solutions Limited, which was principally engaged in the application development, administration and software maintenance, from February 2003 to March 2004, and he was responsible for development and consulting application.

He obtained a bachelor of engineering degree in mechanical engineering from the University of London, Queen Mary and Westfield College in the United Kingdom in July 1998 and a master of science degree in business systems analysis and design from the City University in the United Kingdom in December 1999.

As at the Latest Practicable Date, Mr. Francis Lee was deemed to be interested in 19,700,000 Shares, representing approximately 1.96% of the total number of issued Shares through his 100% owned Pioneer Marvel Limited, within the meaning of Part XV of the SFO.

Mr. Francis Lee had entered into a service contract with the Company for an initial term of three (3) years commencing from 19 April 2017 and renewable automatically for successive terms of one (1) year each commencing from the day next after the expiry of the then current term of the appointment, subject to retirement and re-election in accordance to the Articles of Association and the Listing Rules and terminated by either the Company or himself giving each other one month notice in writing. Under the service contract, Mr. Francis Lee is entitled to receive director’s emoluments and a discretionary bonus per annum which would be determined by reference to various factors such as duties and responsibilities of Mr. Francis Lee and the Group’s performance for the financial year concerned. Mr. Francis Lee received emoluments of approximately HK\$1,740,000 and discretionary bonus of approximately HK\$1,499,000 for the financial year ended 31 March 2024 for his various management positions held in the Group. Any future emoluments to be paid to Mr. Francis Lee shall be determined and approved by the remuneration committee of the Company based on the responsibilities and performance of Mr. Francis Lee and prevailing market conditions and will be disclosed in due course.

Mr. Francis Lee does not have any relationship with any existing Directors, senior management of the Group, substantial Shareholders or controlling Shareholders. Save as disclosed above, he has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information relating to Mr. Francis Lee that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Lam Tak Ling (林德齡) (“**Mr. Lam**”), aged 53, was appointed as an executive Director on 21 November 2016. He joined the Group in January 2011 and he is responsible for managing the overall development of enterprise solutions.

Mr. Lam has over 23 years of experience in the IT industry. He joined HP Hong Kong in September 1997 and subsequently Hewlett-Packard HKSAR Ltd., and his last position prior to his departure in December 2010 was program manager.

Mr. Lam obtained a bachelor of engineering degree in computer science and a master philosophy degree in computer science from the Hong Kong University of Science & Technology in November 1995 and November 1998, respectively.

As at the Latest Practicable Date, Mr. Lam was deemed to be interested in 22,500,000 Shares, representing approximately 2.24% of the total number of issued Shares through his 100% owned Linking Vision Limited, within the meaning of Part XV of the SFO.

Mr. Lam had entered into a service contract with the Company for an initial term of three (3) years commencing from 19 April 2017 and renewable automatically for successive terms of one (1) year each commencing from the day next after the expiry of the then current term of the appointment, subject to retirement and re-election in accordance to the Articles of Association and the Listing Rules and terminated by either the Company or himself giving each other one month notice in writing. Under the service contract, Mr. Lam is entitled to receive director’s emoluments and a discretionary bonus per annum which would be determined by reference to various factors such as duties and responsibilities of Mr. Lam and the Group’s performance for the financial year concerned. Mr. Lam received emoluments of approximately HK\$1,800,000 and discretionary bonus of approximately HK\$516,000 for the financial year ended 31 March 2024 for his various management positions held in the Group. Any future emoluments to be paid to Mr. Lam shall be determined and approved by the remuneration committee of the Company based on the responsibilities and performance of Mr. Lam and prevailing market conditions and will be disclosed in due course.

Mr. Lam does not have any relationship with any existing Directors, senior management of the Group, substantial Shareholders or controlling Shareholders. Save as disclosed above, he has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information relating to Mr. Lam that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NON-EXECUTIVE DIRECTOR

Mr. Lo Wai Ho Ashley (羅偉浩) (“Mr. Ashley Lo”), aged 59, was re-designated as a non-executive Director on 1 January 2018. Mr. Ashley Lo is one of the founders of the Group and has been a technology director since August 2002.

Mr. Ashley Lo has over 29 years of experience in the IT industry. Prior to joining to the Group, he was a software engineer of DATAP Systems Division of Sandwell Inc., whose principal business was the development of IT systems, from December 1989 to August 1992, and he was responsible for system development. Mr. Ashley Lo was a system engineer of Epic Data Division of Sylogist Ltd., which was principally engaged in the development of IT systems, from September 1992 to October 1995, and he was responsible for system development. From 1999 to August 2002, Mr. Ashley Lo was a technology director of Edeas Limited, a digital agency based in Hong Kong. Since November 2022, Mr. Ashley Lo has been appointed as an independent non-executive director of Wong’s International Holdings Limited (Stock code: 99), a company whose shares are listed on the main board of the Stock Exchange.

Mr. Ashley Lo graduated from the University of British Columbia in Canada with a bachelor of applied science in electrical engineering in May 1989.

As at the Latest Practicable Date, Mr. Ashley Lo was deemed to be interested in 570,000,000 Shares, representing approximately 56.76% of the total number of issued Shares through his 17.5% interests in Success Vision International Group Limited, within the meaning of Part XV of the SFO.

Mr. Ashley Lo had entered into a letter of appointment with the Company for an initial term of three (3) years commencing from 19 April 2017 and renewable automatically for successive terms of one (1) year each commencing from the day next after the expiry of the then current term of the appointment, subject to retirement and re-election in accordance to the Articles of Association and the Listing Rules and terminated by either the Company or himself giving each other three month notice in writing. Under the letter of appointment, Mr. Ashley Lo is entitled to receive director’s emoluments and a discretionary bonus per annum which would be determined by reference to various factors such as duties and responsibilities of Mr. Ashley Lo and the Group’s performance for the financial year concerned. Mr. Ashley Lo received emoluments of approximately HK\$1,320,000 for the financial year ended 31 March 2024 for his various management positions held in the Group. Any future emoluments to be paid to Mr. Ashley Lo shall be determined and approved by the remuneration committee of the Company based on the responsibilities and performance of Mr. Ashley Lo and prevailing market conditions and will be disclosed in due course.

Save as disclosed above, Mr. Ashley Lo does not have any relationship with any existing Directors, senior management of the Group, substantial Shareholders or controlling Shareholders. Save as disclosed above, he has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information relating to Mr. Ashley Lo that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



EDVANCE INTERNATIONAL HOLDINGS LIMITED

安領國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1410)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of Edvance International Holdings Limited (the “**Company**”) will be held at 25th Floor, Tower 1, The Millennity, 98 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Friday, 23 August 2024 at 10:30 a.m. (or any adjournment or postponement thereof) for considering and, if thought fit, passing with or without amendment, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and the independent auditor of the Company (the “**Auditor**”) for the year ended 31 March 2024.
2.
 - (a) To re-elect Mr. Lee Francis Sung Kei as an executive Director of the Company.
 - (b) To re-elect Mr. Lam Tak Ling as an executive Director of the Company.
 - (c) To re-elect Mr. Lo Wai Ho Ashley as a non-executive Director of the Company.
 - (d) To authorise the board of Directors (the “**Board**”) of the Company to fix the respective remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as the Auditor and to authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with ordinary shares of HK\$0.01 each (including any sale or transfer of treasury shares listed on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**) (if any)) in the share capital of the Company (the **“Shares”**) or to make and/or grant offers, agreements and options (including warrants, bonds, notes and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make and/or grant offers, agreements and options (including warrants, bonds, notes and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with (including any sale or transfer of treasury shares listed on the Stock Exchange, if any), or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given under paragraph (a) of this resolution, otherwise than pursuant to: (i) a Rights Issue (as defined below); (ii) the exercise of the subscription or conversion rights attaching to any warrants, bonds, notes or any other securities issued by the Company which are convertible into Shares; (iii) the exercise of options granted by the Company under any share option scheme or similar arrangement for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person (if any) of Shares or rights to acquire Shares; or (iv) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company, shall not exceed the aggregate of:
 - (aa) 20 percent of the number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares (excluding treasury shares, if any) as at the date of the passing of this resolution),

and the said approval shall be limited accordingly;

(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(e) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in a general meeting; and

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or any other stock exchange (as amended from time to time), be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 percent of the number of Shares in issue (excluding treasury shares, if any) as at the date of passing of this resolution;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders in a general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of resolutions no. 4 and no. 5 set out in the notice convening the Annual General Meeting, the aggregate nominal amount of the number of Shares which are repurchased by the Company under the authority granted to the Directors as mentioned in the said resolution no. 5 shall be added to the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with (including any sale or transfer of treasury shares listed on the Stock Exchange, if any) or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to the approval in the said resolution no. 4.”

By Order of the Board
Edvance International Holdings Limited
Liu Yui Ting Raymond
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 19 July 2024

Registered office:
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
25th Floor, Tower 1
The Millennity
98 How Ming Street
Kwun Tong, Kowloon
Hong Kong

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxy(ies) (if he/she/it is the holder of two or more shares) to attend and vote on poll in his/her/its stead at the Annual General Meeting. Such appointment shall specify the number of shares in respect of which such proxy is so appointed. A proxy needs not be a member of the Company but must attend the Annual General Meeting in person to represent you.
- (2) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of authority, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. 10:30 a.m. on Wednesday, 21 August 2024) or any adjournment or postponement thereof (as the case may be).
- (3) Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or at any adjournment or postponement thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (4) Where there are joint registered holders of any shares, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Annual General Meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other joint registered holders.

NOTICE OF ANNUAL GENERAL MEETING

- (5) In order to determine members who are entitled to attend and vote at the Annual General Meeting to be held on Friday, 23 August 2024, the register of members of the Company will be closed from Monday, 19 August 2024 to Friday, 23 August 2024, both days inclusive, during which period no transfer of shares can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Friday, 16 August 2024.
- (6) Save for resolutions approving the procedural and administrative matters, any voting of the Annual General Meeting should be taken by poll.
- (7) If typhoon signal no. 8 or above is expected to be hoisted or a black rainstorm warning signal or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in force any time after 7:00 a.m. on the date of the Annual General Meeting, then the Annual General Meeting will be postponed. The Company will post an announcement on the website of the Company (www.edvanceintl.com) and the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting. The Annual General Meeting will be held as scheduled when an amber or a red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the Annual General Meeting under bad weather condition bearing in mind their own situations.