

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the content of this announcement.*



**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)**

**DISCLOSEABLE TRANSACTION –  
DISPOSAL OF THE PROPERTIES**

The Board is pleased to announce that on 6 December 2024, the Vendor, an indirect wholly-owned subsidiary of the Company, has issued Options to Purchase to the Purchaser, pursuant to which the Vendor has agreed to grant the Purchaser options to purchase Property A and Property B at the consideration of S\$2,800,000 (equivalent to approximately HK\$16,240,000) and S\$2,750,000 (equivalent to approximately HK\$15,950,000) respectively, exclusive of GST.

As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the disposal of Property A and disposal of Property B, on both standalone basis and aggregated basis, is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

**INTRODUCTION**

On 6 December 2024, the Vendor, an indirect wholly-owned subsidiary of the Company, has issued Options to Purchase to the Purchaser, pursuant to which the Vendor has agreed to grant the Purchaser options to purchase Property A and Property B at the consideration of S\$2,800,000 (equivalent to approximately HK\$16,240,000) and S\$2,750,000 (equivalent to approximately HK\$15,950,000) respectively, exclusive of GST.

**OPTION TO PURCHASE – A**

A summary of the principal terms of the Option to Purchase – A is set out as follows:

Date of grant of the Option: 6 December 2024

Parties: (1) Edvance Property Investment (Singapore) Pte. Ltd., an indirect wholly-owned subsidiary of the Company, as the Vendor; and  
(2) Sunho Investment Holdings Pte. Ltd. as the Purchaser.

Address and size of Property A: Property A is located at 2 Sims Close #01-11 Gemini @ Sims, Singapore 387298. The strata floor area of Property A is approximately 301 square metres (including strata void of 132 square metres).

Consideration: The consideration for the sale and purchase of Property A is S\$2,800,000 (equivalent to approximately HK\$16,240,000), exclusive of GST, which shall be paid by the Purchaser to the Vendor in the following manner:

- (1) a sum of S\$28,000 (equivalent to HK\$162,400), being 1% of Consideration A, has been paid as option money (“**Option Money A**”) when the Purchaser made an offer to the Vendor for the purchase of Property A;
- (2) a sum of S\$112,000 (equivalent to HK\$649,600), being 4% of Consideration A, shall be paid by the Purchaser to the Vendor as part of the deposit (together with Option Money A, “**Deposit A**”) upon the acceptance and exercise of the Option before 4 p.m. on 30 December 2024; and
- (3) the remaining balance in the sum of S\$2,660,000 (equivalent to HK\$15,428,000), shall be paid at Completion.

Consideration A has been determined after arm’s length negotiations between the Vendor and the Purchaser on normal commercial terms and with reference to, amongst other things, (a) the prevailing market conditions; (b) the location of Property A; and (c) the market prices of other comparable properties within the development and in the vicinity.

Exercise of the Option: The Option shall be exercised by the Purchaser at any time before 4 p.m. on 30 December 2024.

The Option to Purchase – A when exercised by the Purchaser shall constitute a legally binding contract for the sale and purchase of Property A between the Vendor and the Purchaser.

In the event that the Option is not exercised in the manner as prescribed, the Vendor shall be entitled to confiscate and retain Option Money A.

Taxation: The Purchaser shall pay all such GST levied or imposed by the government, statutory or tax authority in Singapore on the sale and purchase of Property A. Such GST payment shall be settled in the manner and within the time stipulated and/or prescribed by the applicable laws and regulations in Singapore but in any event no later than the date fixed for Completion or upon demand.

Conditions precedent: Completion is subject to the Purchaser receiving satisfactory replies to legal requisitions from the government and local authorities in Singapore. If any reply to the legal requisitions is unsatisfactory, the Purchaser may rescind the Option to Purchase – A and in such event, the Vendor shall forthwith refund Deposit A without any interest thereon to the Purchaser.

Completion: Completion of the sale and purchase of Property A shall take place at the office of the Vendor’s solicitors on 25 March 2025 or at such other place or on such earlier date as the Vendor and the Purchaser may agree in writing.

The Vendor shall deliver vacant possession of Property A to the Purchaser on an “as is where is” basis at Completion.

Commission: Pursuant to the terms of the Option to Purchase – A, the Vendor shall pay the Estate Agent a sum of S\$56,000 (exclusive of GST) as commission in respect of the sale and purchase of Property A.

## **OPTION TO PURCHASE – B**

A summary of the principal terms of the Option to Purchase – B is set out as follows:

Date of grant of the Option: 6 December 2024

Parties: (1) Edvance Property Investment (Singapore) Pte. Ltd., an indirect wholly-owned subsidiary of the Company, as the Vendor; and

(2) Sunho Investment Holdings Pte. Ltd. as the Purchaser.

Address and size of Property B: Property B is located at 2 Sims Close #01-12 Gemini @ Sims, Singapore 387298. The strata floor area of Property B is approximately 296 square metres (including strata void of 129 square metres).

Consideration:

The consideration for the sale and purchase of Property B is S\$2,750,000 (equivalent to approximately HK\$15,950,000), exclusive of GST, which shall be paid by the Purchaser to the Vendor in the following manner:

- (1) a sum of S\$27,500 (equivalent to HK\$159,500), being 1% of Consideration B, has been paid as option money (“**Option Money B**”) when the Purchaser made an offer to the Vendor for the purchase of Property B;
- (2) a sum of S\$110,000 (equivalent to HK\$638,000), being 4% of Consideration B, shall be paid by the Purchaser to the Vendor as part of the deposit (together with Option Money B, “**Deposit B**”) upon the acceptance and exercise of the Option before 4 p.m. on 30 December 2024;
- (3) the remaining balance in the sum of S\$2,612,500 (equivalent to HK\$15,152,500), shall be paid at Completion.

Consideration B has been determined after arm’s length negotiations between the Vendor and the Purchaser on normal commercial terms and with reference to, amongst other things, (a) the prevailing market conditions; (b) the location of Property B; and (c) the market prices of other comparable properties within the development and in the vicinity.

Exercise of the Option:

The Option shall be exercised by the Purchaser at any time before 4 p.m. on 30 December 2024.

The Option to Purchase – B when exercised by the Purchaser shall constitute a legally binding contract for the sale and purchase of Property B between the Vendor and the Purchaser.

In the event that the Option is not exercised in the manner as prescribed, the Vendor shall be entitled to confiscate and retain Option Money B.

Taxation:

The Purchaser shall pay all such GST levied or imposed by the government, statutory or tax authority in Singapore on the sale and purchase of Property B. Such GST payment shall be settled in the manner and within the time stipulated and/or prescribed by the applicable laws and regulations in Singapore but in any event no later than the date fixed for Completion or upon demand.

Conditions precedent:	Completion is subject to the Purchaser receiving satisfactory replies to legal requisitions from the government and local authorities in Singapore. If any reply to the legal requisitions is unsatisfactory, the Purchaser may rescind the Option to Purchase – B and in such event, the Vendor shall forthwith refund Deposit B without any interest thereon to the Purchaser.
Completion:	<p>Completion of the sale and purchase of Property B shall take place at the office of the Vendor’s solicitors on 25 March 2025 or at such other place or on such earlier date as the Vendor and the Purchaser may agree in writing.</p> <p>The Vendor shall deliver vacant possession of Property B to the Purchaser on an “as is where is” basis at Completion.</p>
Commission:	Pursuant to the terms of the Option to Purchase – B, the Vendor shall pay the Estate Agent a sum of S\$55,000 (exclusive of GST) as commission in respect of the sale and purchase of Property B.

## **INFORMATION ON THE GROUP AND THE PARTIES**

### **(i) The Group and the Vendor**

The Group is principally engaged in the distribution of cybersecurity products and the provision of cybersecurity services in Hong Kong, Macau, the People’s Republic of China and Singapore, and digital assets financial services and investment business.

The Vendor is an indirect wholly-owned subsidiary of the Company and is principally engaged in investment holding.

### **(ii) The Purchaser**

The Purchaser is a company incorporated in Singapore with limited liability and is wholly-owned by one of its directors, namely Lau Yaw Seng, who is a Singapore citizen.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, (i) the Purchaser principally engages in wholesale of structural clay and concrete products, and the wholesale, import and export of ceramic and marble; and (ii) the Purchaser and its ultimate beneficial owner are Independent Third Parties.

## **FINANCIAL INFORMATION OF THE PROPERTIES**

Since the Properties were previously self-occupied by the Group and are currently vacant, no profit is attributable to the Properties for the two financial years immediately preceding the Disposal.

The unaudited carrying value of Property A and Property B was approximately HK\$13,713,413 and approximately HK\$13,484,856 respectively as at 30 September 2024.

## **FINANCIAL IMPACT OF THE DISPOSAL AND USE OF PROCEEDS**

The Group expects to recognise an unaudited net gain (before tax) from the disposal of Property A and Property B of approximately S\$448,000 (equivalent to approximately HK\$2,598,400) and approximately S\$437,000 (equivalent to approximately HK\$2,534,600), representing the difference between Consideration A and the carrying value of Property A of approximately S\$2,352,000 (equivalent to approximately HK\$13,641,600) as at 30 November 2024 and the difference between Consideration B and the carrying value of Property B of approximately S\$2,313,000 (equivalent to approximately HK\$13,415,400) as at 30 November 2024 respectively.

However, the actual gain from the Disposal may differ as the estimated gain as set out above is based on a number of assumptions and the amount will be calculated upon completion of the Disposal. Shareholders should note that the actual financial effect of the Disposal is subject to the review of the auditors of the Company.

The net proceeds from the Disposal are intended to be applied as general working capital of the Group. Upon completion of the Disposal, the Group will cease to hold any interest in both Property A and Property B.

## **REASONS FOR AND BENEFITS OF THE DISPOSAL**

The Properties were previously self-occupied by the Group and are currently vacant. The Directors considered that the Disposal would be a good opportunity to provide additional cash flows to the Group to enhance its financial flexibility.

The Directors are of the view that the terms of each of the Option to Purchase – A and Option to Purchase – B are on normal commercial terms, which are fair and reasonable and the entering into each of the Option to Purchase – A and Option to Purchase – B is in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

As the highest applicable percentage ratio (as defined in the Listing Rules) in respect of the disposal of Property A and disposal of Property B, on both standalone basis and aggregated basis, is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

**Completion of the Disposal is subject to certain conditions precedent, and may or may not materialise. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Board”	the board of Directors;
“Company”	Edvance International 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 (Stock Code: 1410);
“Completion”	the completion of the sale and purchase of Property A or Property B (as the case may be) as contemplated under the Option to Purchase – A or Option to Purchase – B (as the case may be);
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Consideration A”	the consideration of the sale and purchase of Property A as contemplated under the Option to Purchase – A;
“Consideration B”	the consideration of the sale and purchase of Property B as contemplated under the Option to Purchase – B;
“Director(s)”	the director(s) of the Company;
“Disposal”	the disposal of Property A and Property B by the Vendor to the Purchaser;
“Estate Agent”	Huttons Asia Pte. Ltd., the estate agent of the sale and purchase of the Properties, an Independent Third Party;
“Group”	the Company and its subsidiaries as at the date of this announcement;
“GST”	Goods and Services Tax in Singapore;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons;

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Option”	the option to purchase Property A or Property B (as the case may be) pursuant to the terms and conditions of the Option to Purchase – A or Option to Purchase – B (as the case may be);
“Option to Purchase – A”	the option to purchase granted by the Vendor on 6 December 2024 to the Purchaser in respect of the sale of Property A;
“Option to Purchase – B”	the option to purchase granted by the Vendor on 6 December 2024 to the Purchaser in respect of the sale of Property B;
“Options to Purchase”	collectively, Option to Purchase – A and Option to Purchase – B;
“Properties”	collectively, Property A and Property B;
“Property A”	the property located at 2 Sims Close #01-11 Gemini @ Sims, Singapore 387298;
“Property B”	the property located at 2 Sims Close #01-12 Gemini @ Sims, Singapore 387298;
“Purchaser”	Sunho Investment Holdings Pte. Ltd., a company incorporated in Singapore with limited liability and an Independent Third Party;
“S\$”	Singapore dollars, the lawful currency of Singapore;
“Shareholder(s)”	holder(s) of the Shares;
“Shares”	ordinary shares in the share capital of the Company;
“Singapore”	Republic of Singapore;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Vendor”	Edvance Property Investment (Singapore) Pte. Ltd., a company incorporated in Singapore with limited liability and an indirect wholly-owned subsidiary of the Company; and
“%”	per cent.



*In this announcement, for illustration purpose only, amounts quoted in S\$ have been translated in HK\$ using an exchange rate of S\$1=HK\$5.80. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.*

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

Hong Kong, 6 December 2024

*As at the date of this announcement, the executive Directors are Mr. Liu Yui Ting Raymond, Mr. Lee Francis Sung Kei and Mr. Lam Tak Ling, the non-executive Director is Mr. Lo Wai Ho Ashley, and the independent non-executive Directors are Mr. Ng Tsz Fung Jimmy, Mr. Chan Siu Ming Simon and Mrs. Wong Hung Flavia Yuen Yee.*