

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

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)

ADOPTION OF SHARE AWARD SCHEME

The Board is pleased to announce that the Company has adopted the Scheme on 1 September 2020.

This announcement is made on a voluntary basis. The Scheme is a discretionary share scheme of the Company and does not constitute a share option scheme within the meaning of Chapter 17 of the Listing Rules. As such, no Shareholders' approval is required for the adoption of the Scheme.

INTRODUCTION

The Board is pleased to announce that it has adopted the Scheme on 1 September 2020. The purpose and the principal terms of the Scheme are summarised below.

1. Purpose

The purposes of the Scheme are:

- (a) to provide certain Participant with an opportunity to acquire a proprietary interest in the Company;
- (b) to recognise the contributions by certain Participant and give incentives thereto in order to retain them for the continual operation and development of the Group;
- (c) to attract suitable personnel to work with the Group; and
- (d) to provide additional incentive for them to achieve long term performance goals and development,

with a view to achieving the objective of increasing the value of the Group and the Shares by motivating certain Participant to strive for the continual operation and future development and expansion of the Group and aligning the interests of certain Participant and the Shareholders.

2. Administration

The Scheme shall be subject to the administration of the Board whose decision as to all matters arising in relation to the Scheme or its interpretation or effect shall be final and binding on all parties.

3. Term

Subject to early termination by the Board, the Scheme shall be valid and effective for a period of ten (10) years commencing from the Adoption Date (“**Scheme Period**”).

4. Maximum number of Awards

The Board shall not make any Award to a Participant that would result in the number of Shares awarded by the Board in aggregate under the Scheme, any other share award schemes and share option schemes, representing more than one percent (1%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the issue mandate at the annual general meeting of the Company for a financial year at any time during the Scheme Period (“**Scheme Limit**”).

The aggregate value of Shares which may be subject to an Award or Awards to a Participant at any one time shall not exceed HK\$5 million as at the date of Award (based on the closing price of the Shares on the Business Day immediately preceding the date of Award).

5. Rights attached to Shares

The Shares allotted and issued under the Awards shall be subject to all the provisions of the memorandum and the Articles of the Company for the time being in force and shall rank *pari passu* in all respects with, and shall have the same voting, dividend, transfer and other rights, the existing fully paid Shares in issue on the date on which those Shares are allotted and issued pursuant to the Awards and, without prejudice to the generality of the foregoing, shall entitle the holders to participate in all dividends or other distributions paid or made on or after the date on which Shares are allotted and issued, other than any dividends or distributions previously declared or recommended or resolved to be paid or made if the record date thereof shall be before the date on which the Shares are allotted and issued.

6. Alteration of the Scheme

The Scheme may be amended in any respect by a resolution of the Board.

7. Termination of the Scheme

The Scheme shall commence on the Adoption Date and shall (unless previously terminated by a resolution of the Board) terminate upon the expiry of the Scheme Period or such earlier date of termination as the Board may determine.

Upon termination (whether due to early termination or upon expiry of the Scheme Period), no further Award shall be granted.

IMPLICATIONS UNDER THE LISTING RULES

This announcement is made on a voluntary basis. The Scheme is a discretionary share scheme of the Company and does not constitute a share option scheme within the meaning of Chapter 17 of the Listing Rules. As such, no Shareholders' approval is required for the adoption of the Scheme.

DEFINITIONS AND INTERPRETATION

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

“Adoption Date”	1 September 2020, being the date on which the Scheme is adopted by the Board
“Award”	an award of Shares by the Board pursuant to the Scheme
“Board”	the board of Directors or such committee or such sub-committee or person(s) delegated with the power and authority by the board of Directors to administrate the Scheme
“Business Day”	a day on which banks in Hong Kong are open for normal banking business (excluding Saturdays, Sundays and public holidays)
“Company”	Edvance International Holdings Limited (安領國際控股有限公司), a limited liability company incorporated in the Cayman Islands, the Shares of which are listed on the Main Board of the Stock Exchange
“Connected Person(s)”	has the meaning as defined under the Listing Rules
“Director”	any director of the Company from time to time
“Eligible Employee(s)”	where the contract of employment of an Employee provides for part of the remuneration is being satisfied by the issue and allotment of Shares under the Scheme, or any other Employees who is selected by the Board for participation in the Scheme
“Employee”	employee of the Company or any Subsidiary (excluding any Connected Person)
“Group”	the Company and its Subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Offer”	the offer of an Award to the Participants under the Scheme

“Participant(s)”	any individual being an Eligible Employee, officer, agent or consultant of the Company or any Subsidiary or any other person (including professional advisers and suppliers of the Group) as determined by the Board who the Board considers, in its absolute discretion, have contributed or will contribute to the Group, excluding any Connected Person
“Scheme”	the share award scheme constituted by the rules thereof; in present form or as amended from time to time in accordance with the provisions thereof
“Scheme Limit”	has the meaning ascribed to such term in Paragraph 4 of this announcement
“Scheme Period”	has the meaning ascribed to such term in Paragraph 3
“Shares”	ordinary shares with par value of HK\$0.01 each in the capital of the Company (or, if there has been a consolidation, reduction, re-classification, sub-division or reconstruction of the share capital of the Company, shares forming part of the equity share capital of the Company of such revised amount as shall result from such consolidation, reduction, re-classification, sub-division or reconstruction of such ordinary shares from time to time)
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	subsidiaries of the Company from time to time and has the meaning ascribed to it in the Listing Rules

By order of the Board
Edvance International Holdings Limited
Liu Yui Ting Raymond
Chairman and Executive Director

Hong Kong, 1 September 2020

As at the date of this announcement, the executive Directors are Mr. Liu Yui Ting Raymond, Mr. Lee Francis Sung Kei, Mr. Von John, and Mr. Lam Tak Ling, the non-executive Directors are Dr. Tang Sing Hing Kenny and Mr. Lo Wai Ho Ashley, and the independent non-executive Directors are Mr. Yu Kwok Chun Raymond, Mr. Ng Tsz Fung Jimmy, Mr. Chan Siu Ming Simon and Mrs. Wong Hung Flavia Yuen Yee.