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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 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;**  
**(4) DECLARATION OF FINAL DIVIDEND;**  
**AND**  
**(5) NOTICE OF ANNUAL GENERAL MEETING**

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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 3 to 7 of this circular. A notice convening the Annual General Meeting of the Company to be held at 39th Floor, Monterey Plaza, 15 Chong Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 6 August 2021 at 10:30 a.m. or any adjourned meeting thereof to approve matters referred to in this circular is set out on pages 13 to 17 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is also enclosed with this circular. Such form of proxy is also published on the Company’s website at [www.edvanceintl.com](http://www.edvanceintl.com).

Whether or not you are able or intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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 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 thereof should you so wish.

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## DEFINITIONS

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*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 to be convened and held at 39th Floor, Monterey Plaza, 15 Chong Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 6 August 2021 at 10:30 a.m. or any adjournment thereof
“Articles of Association”	the amended and restated articles of association of the Company, as amended from time to time
“Auditor”	Deloitte Touche Tohmatsu, the independent auditor of the Company
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law (as revised) of the Cayman Islands
“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 of which 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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the power to allot, issue and otherwise deal with Shares with an aggregate amount not exceeding 20% of the total number of issued Shares as at the date of the passing of the resolution granting such mandate
“Latest Practicable Date”	30 June 2021, 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
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares on the Stock Exchange with an aggregate amount up to 10% of the total number of issued Shares as at the date of the passing of the resolution granting such mandate
“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 Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buyback as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

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

*Non-executive Director:*

Mr. Lo Wai Ho Ashley

*Independent Non-executive Directors:*

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

*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:*

39th Floor, Monterey Plaza  
15 Chong Yip Street  
Kwun Tong, Kowloon  
Hong Kong

8 July 2021

*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;**  
**(4) DECLARATION OF FINAL DIVIDEND;**  
**AND**  
**(5) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

At the annual general meeting of the Company held on 31 July 2020, resolutions were passed for approving, *inter alia*, the grant of general mandates to the Directors to allot, issue and deal with Shares and to exercise the powers of the Company to repurchase. Pursuant to the

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## LETTER FROM THE BOARD

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Listing Rules, these general mandates continue to be valid and remain in force until the conclusion of the Annual General Meeting. It is therefore proposed to renew the general mandates to allot, issue and deal with Shares and to repurchase Shares at the Annual General Meeting.

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 Repurchase Mandate; (ii) the re-election of retiring Directors; (iii) the re-appointment of Auditor; (iv) declaration of final dividend; and to send you the notice of the Annual General Meeting.

### **GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to issue, allot and deal with further Shares representing up to 20% of the number of issued shares of the Company as at the date of passing of the relevant resolution.

- (i) the Issuance Mandate to allot, issue and otherwise deal with the Shares and securities not exceeding 20% of the aggregate number of the issued share capital of the Company as at the date of passing the relevant resolution;
- (ii) the Repurchase Mandate to repurchase Shares not exceeding 10% of the number of issued Shares of the Company at the date of the passing of such resolution; and
- (iii) 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.

As at the Latest Practicable Date, the Directors had issued 3,500,000 Shares under the existing general mandates to issue and repurchase Shares. Based on 1,004,946,000 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 resolution for approving the Issuance Mandate and the Repurchase Mandate, the Directors will be authorised to allot, issue and otherwise deal with up to 200,989,200 Shares pursuant to the Issuance Mandate and repurchase up to 100,494,600 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.

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## **LETTER FROM THE BOARD**

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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; or (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 other applicable laws of the Cayman Islands to be held; or (iii) the revocation and variation of the authority given under such resolution by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company following the Annual General Meeting.

### **RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Article 108(a) of the Articles of Association and to comply with the code provision A.4.2 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, 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. Von John 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 2022.

### **FINAL DIVIDEND**

The Board has recommended a final dividend of HK\$0.01 per Share out of distributable reserve subject to the approval of the Shareholders at the Annual General Meeting. The final dividend will be payable on or around Tuesday, 7 September 2021 to the Shareholders whose names appear on the register of the members of the Company on Wednesday, 18 August 2021.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Annual General Meeting is set out on pages 13 to 17 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 is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar 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 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 thereof should you so wish.

### 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. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting in accordance with the Articles of Association. 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](http://www.hkexnews.hk)) and the Company ([www.edvanceintl.com](http://www.edvanceintl.com)).

### 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.



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## LETTER FROM THE BOARD

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### 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 1,004,946,000 Shares in issue. Subject to the passing of the relevant resolution(s) as set out in the notice of the Annual General Meeting and assuming that no further Shares are issued or repurchased by the Company, the Directors will be authorised to repurchase up to 100,494,600 Shares (being 10% of the number of issued Shares as at the date of the Annual General Meeting) pursuant to the Repurchase Mandate during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date on which the next annual general meeting of the Company is required by law to be held; and (iii) the revocation and variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting.

## **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.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase Shares in circumstances where they consider that the repurchase would be in the best interest of 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 Memorandum of Association, 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 2021) 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. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, 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 Memorandum of Association, 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 REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares (whether on the Stock Exchange or otherwise) have been made by the Company since the last annual general meeting up to the Latest Practicable Date.

**9. 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>
<b>2020</b>		
June	0.400	0.365
July	0.450	0.325
August	0.640	0.405
September	0.620	0.460
October	0.590	0.470
November	0.580	0.495
December	0.580	0.510
<b>2021</b>		
January	0.720	0.495
February	0.590	0.495
March	0.620	0.500
April	0.670	0.500
May	0.670	0.590
June (up to the Latest Practicable Date)	0.740	0.600

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 43, was appointed as an executive Director on 21 November 2016. He joined the Group in May 2004 as an associate consultant and was promoted in as the 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 business development, strategic planning and major decision-making of ESH (Hong Kong) Limited, an indirect wholly-owned subsidiary of the Company.

Mr. Francis Lee has over 18 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 is 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.

**Mr. Von John (黃繼明)** (also known as Wong Kai Meng), aged 56, was appointed as an executive Director on 21 November 2016. He joined the Group in August 2015 initially as a support business director and was promoted as a business operations director in June 2016. He is responsible for the overall business operation of the Group. Mr. Von John is also the sole shareholder and the sole director of Mind Bright Limited, a substantial shareholder of the Company, which is beneficially interested in approximately 5.97% of the total issued share capital of the Company.

Mr. Von John has over 30 years of experience in business consulting industry. Mr. Von John was a senior system developer of Vertex System Resources Limited, which is principally engaged in the provision of business process solutions for the oil and gas industry from May 1989 to September 1993, and he was responsible for the application development and project implementation. From June 1993 to December 1994, Mr. Von John was a programmer analyst of Manalta Coal Ltd., which is principally engaged in coal production in Canada, and he was responsible for assisting in the development of computer applications. He was a consultant of HP Hong Kong, from January 1995 to September 1997, and he was responsible for project implementation in ERP domain. He then joined Price Waterhouse Co., Ltd. As a senior consultant of the management consultancy services department from September 1997 to

December 1998, and he was responsible for management consultancy services. He worked in IBM China/Hong Kong Limited from January 1999 to March 2001, and his last position was a consultant providing business innovation services function. He worked in Philips Electronics Hong Kong Limited from August 2002 to June 2012, and his last position was a director of supply chain modeling in consumer lifestyle. He was the director of service delivery management of VF Asia Limited from June 2012 to November 2013 and of VF Asia Pacific Sourcing S.à.r.l. from November 2013 to February 2015, and he was responsible for service delivery management.

Mr. Von John graduated from The University of Calgary in Canada with a bachelor of science degree in computer science in June 1989.

### **NON-EXECUTIVE DIRECTOR**

**Mr. Lo Wai Ho Ashley (羅偉浩) (“Mr. Ashley Lo”)**, aged 56, 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 is the development of IT systems, from December 1989 to August 1992, and he was responsible for system development. Mr. Lo was a system engineer of Epic Data Division of Sylogist Ltd., which is 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.

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

Save as disclosed above, as at the Latest Practicable Date, each of the Directors (i) has not held any directorships in any public companies (the securities of which are listed on any securities market in Hong Kong or overseas) in the last three years; (ii) does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company; and (iii) does not hold any positions in the Company or other members of the Group.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

### 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 39th Floor, Monterey Plaza, 15 Chong Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 6 August 2021 at 10:30 a.m. (or any adjournment thereof) for considering and, if through fit, passing with or without amendment, the following resolutions:

#### ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Director(s)**”) and independent auditor of the Company (the “**Auditor**”) for the year ended 31 March 2021.
2.
  - (a) To re-elect Mr. Lee Francis Sung Kei as an executive Director of the Company.
  - (b) To re-elect Mr. Von John 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.
4. To approve the payment of a final dividend of HK\$0.01 per Share for the year ended 31 March 2021.

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## NOTICE OF ANNUAL GENERAL MEETING

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

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing 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 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, 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; shall not exceed 20 percent of the aggregate number of Shares of the Company in issue 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



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## NOTICE OF ANNUAL GENERAL MEETING

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(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 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).”

6. “**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 aggregate number of Shares of the Company in issue 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

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(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the pass 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 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.”

7. “**THAT** conditional upon the passing of resolutions no. 5 and no. 6 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. 6 shall be added to the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to the approval in the said resolution no. 5.”

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

Hong Kong, 8 July 2021

*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:*  
39th Floor, Monterey Plaza  
15 Chong Yip 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 instead of him/her at the Annual General Meeting that the appointment shall specify the number of shares in respect of which such proxy is so appointed. A proxy need not be a member of the Company.
- (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 notorially 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

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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, 4 August 2021) or any adjournment 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 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.
- (5) In order to determine members who are entitled to attend and vote at the Annual General Meeting to be held on Friday, 6 August 2021, the register of members of the Company will be closed from Monday, 2 August 2021 to Friday, 6 August 2021, 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, 30 July 2021.
- (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](http://www.edvanceintl.com)) and the website of the Stock Exchange ([www.hkexnews.hk](http://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.
- (8) In light of epidemic situation of COVID-19, shareholders may consider appointing the chairman of the Annual General Meeting as his/her proxy to vote on the resolutions, instead of attending Annual General Meeting in person.