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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)

**PROPOSED ADOPTION OF NEW MEMORANDUM
AND ARTICLES OF ASSOCIATION**

This announcement is made by Edvance International Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of directors (the “**Board**”) of the Company proposes to recommend that the shareholders of the Company (the “**Shareholders**”) adopt new amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) in order to, among other things, (i) bring the relevant provisions of the Existing Memorandum and Articles of Association in line with recent changes to the Listing Rules and applicable laws of the Cayman Islands, including, but not limited to, the latest requirements in relation to the Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules; (ii) allow general meetings to be held by physical, electronic or hybrid means; and (iii) make various consequential and housekeeping amendments to the Existing Memorandum and Articles of Association.

The main proposed amendments to the Existing Memorandum and Articles of Association which will be effected by the proposed adoption of the New Memorandum and Articles of Association include the following:

- (a) to change each reference to the “Companies Law” to a reference to the “Companies Act”;
- (b) to insert the definitions of “electronic meeting”, “hybrid meeting”, “Meeting Location”, “Participant”, “physical meeting” and “Principal Meeting Place”;
- (c) to update the address of the registered office of the Company;
- (d) to specify that a resolution shall be a special resolution when it has been passed by a majority of the Shareholders representing not less than $\frac{3}{4}$ of the total voting rights of such Shareholders at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;

- (e) to specify the requirements for varying or abrogating all or any of the special rights attached to any class of shares and the necessary quorum required for a separate general meeting;
- (f) to remove certain requirements in relation to the redemption of redeemable shares;
- (g) to specify the situations in which the Company may close the register of Shareholders maintained in Hong Kong;
- (h) to specify that the Company shall hold a general meeting as its annual general meeting in each financial year, and that such annual general meeting shall be held within six months after the end of the Company's financial year (or any longer period authorised by the Stock Exchange);
- (i) to provide that an extraordinary general meeting may be convened on the written requisition of one or more Shareholder(s) holding, as at the date of deposit of the requisition, not less than 10% of the voting shares (on a one vote per share basis) in the issued share capital of the Company, and that such Shareholder(s) shall be entitled to add resolutions to the agenda of the extraordinary general meeting concerned;
- (j) to provide that the appointment and removal of the Company's auditors shall be ordinary business at a general meeting, and to specify that the Shareholders may appoint or remove the Company's auditors by way of an ordinary resolution;
- (k) to provide that the chairman of a general meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands instead of by poll;
- (l) to allow all general meetings (including an annual general meeting, an adjourned meeting and a postponed meeting) to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or an electronic meeting;
- (m) to specify the additional details to be included in a notice of a general meeting in light of allowing general meetings to be held at more than one meeting location, or as a hybrid meeting;
- (n) to specify the situations in which the chairman of a general meeting may, in his/her absolute discretion, without the consent of any person present at the meeting, interrupt the meeting or adjourn it for any period he/she decides or for an indefinite period;
- (o) to specify the situations in which the Board may, in its absolute discretion, without the consent of any person, (i) postpone a general meeting; and/or (ii) change the place, electronic facilities and/or form of and/or for the meeting;
- (p) to provide that each Shareholder shall have the right to speak and (except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration) vote at a general meeting;

- (q) to provide that a Shareholder which is a clearing house (or its nominee(s)) may appoint one or more proxies or representatives to attend any general meeting of the Company, any meeting of any class of Shareholders or any meeting of creditors of the Company, and that each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders; and
- (r) to provide that Shareholders may by way of ordinary resolution remove any Director (including a managing Director or other executive Director) at any time before the expiration of his/her term of office.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”). If the adoption of the New Memorandum and Articles of Association is approved by the Shareholders, the New Memorandum and Articles of Association will become effective immediately after the AGM.

A circular containing, among other things, the notice of the AGM and the full particulars of the proposed amendments to the Existing Memorandum and Articles of Association will be despatched to the Shareholders in due course.

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

Hong Kong, 22 June 2022

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 Director is 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.