THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 *Checorporated in the Cayman Islands with limited liability Cost 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* (4) 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, 22 August 2025 at 11:00 a.m. (Hong Kong time) or any adjourned or postponed meeting thereof to approve matters referred to in this circular is set out on pages 19 to 24 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 but in any event by 11:00 a.m. (Hong Kong time) on Wednesday, 20 August 2025 or not less than 48 hours before the time appointed for the holding of any adjournment or postponement of the Annual General Meeting. 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.

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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, 22 August 2025 at 11:00 a.m. (Hong Kong time) 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 2025, 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, as amended from time to time
"Nomination Committee"	the nomination committee of the Board
"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
"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
"Share Option Scheme"	the share option scheme adopted by the Company on 23 March 2017
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"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

DEFINITIONS

"treasury shares" has the meaning ascribed to it under the Listing Rules

"%"

per cent

EDVANCE INTERNATIONAL HOLDINGS LIMITED 安領國際控股有限公司

(Stock code: 1410)

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

Non-executive Director: Mr. Lo Wai Ho Ashley

Independent Non-executive Directors: 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:
25th Floor, Tower 1
The Millennity
98 How Ming Street
Kwun Tong, Kowloon
Hong Kong

18 July 2025

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 (4) 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.

GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 23 August 2024, 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.

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.

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. Liu Yui Ting Raymond, Mr. Ng Tsz Fung Jimmy and Mrs. Wong Hung Flavia Yuen Yee will retire from office as Directors at the Annual General Meeting and, being eligible, will 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 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.

The Nomination Committee has also reviewed the independence of each of Mr. Ng Tsz Fung Jimmy and Mrs. Wong Hung Flavia Yuen Yee based on the independence guidelines set out in Rule 3.13 of the Listing Rules and is of the view that each of them is independent and possesses the required skills, qualifications, experience and integrity to be an independent non-executive Director.

Accordingly, the Nomination Committee (with each of Mr. Liu Yui Ting Raymond, Mr. Ng Tsz Fung Jimmy and Mrs. Wong Hung Flavia Yuen Yee abstained from voting in respect of his/her own re-election) recommended Mr. Liu Yui Ting, Raymond, Mr. Ng Tsz Fung Jimmy and Mrs. Wong Hung Flavia Yuen Yee to stand for re-election at the Annual General Meeting.

The Board, having considered the recommendation of the Nomination Committee, believes that the aforesaid Directors are able to continue to fulfil their roles as required and their valuable knowledge and experience will continue to be of significant benefit to the Company. Therefore, the Board (with each of Mr. Liu Yui Ting Raymond, Mr. Ng Tsz Fung Jimmy and Mrs. Wong Hung Flavia Yuen Yee abstained from voting in respect of his/her own re-election) recommends Mr. Liu Yui Ting, Raymond, Mr. Ng Tsz Fung Jimmy and Mrs. Wong Hung Flavia Yuen Yee to stand for re-election at the Annual General Meeting.

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 2026.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Annual General Meeting is set out on pages 19 to 24 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 under the Listing Rules.

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 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 but in any event by 11:00 a.m. (Hong Kong time) on Wednesday, 20 August 2025 or not less than 48 hours before the time appointed for holding any adjournment or postponement of the Annual General Meeting. 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, 22 August 2025, the register of members of the Company will be closed from Monday, 18 August 2025 to Friday, 22 August 2025, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting will be Friday, 22 August 2025. 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. (Hong Kong time) on Friday, 15 August 2025.

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.

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 Listing Rules, 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 2025) 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

EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code to acquire all Shares not already owned by him/her/it/them.

To the best knowledge of the Directors, having made reasonable enquiries, as at the Latest Practicable Date, they 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 I	Share Price	
	Highest	Lowest	
	HK\$	HK\$	
2224			
2024			
July	0.315	0.248	
August	0.300	0.185	
September	0.270	0.196	
October	0.233	0.176	
November	0.270	0.184	
December	0.290	0.213	
2025			
January	0.239	0.190	
February	0.239	0.197	
March	0.285	0.198	
April	0.240	0.204	
May	0.239	0.203	
June	0.239	0.200	
July (up to the Latest Practicable Date)	0.223	0.203	

9. REPURCHASE OF SHARES MADE BY THE COMPANY

No repurchase 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.

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 DIRECTOR

Mr. Liu Yui Ting Raymond (廖鋭霆) ("Mr. Raymond Liu"), aged 56, was appointed as the chairman of the Company, re-designated as an executive Director on 21 November 2016, and was appointed as the chief executive officer of the Company ("Chief Executive Officer") on 18 September 2020. He is one of the founders of the Group and is a director of certain subsidiaries of the Company. Mr. Raymond Liu is responsible for the overall business development, strategic planning and major decision-making of the Group. Mr. Raymond Liu is also a shareholder and director of Success Vision, the controlling shareholder of the Company, which is beneficially interested in approximately 56.76% of the total issued share capital of the Company.

Mr. Raymond Liu has over 30 years of experience in the IT industry. Mr. Raymond Liu was an analyst programmer of PowerGen Plc, a power generation company, from August 1991 to January 1994, and he was responsible for IT application development. Mr. Raymond Liu then worked at Hewlett-Packard Hong Kong Ltd ("**HP Hong Kong**"), from October 1994 to October 2000, and he last served as a consultant responsible for managing large scale IT bids and projects implementation. He was a vice president of e2 Tech Advisory Group Limited, a subsidiary of e2-Capital (Holdings) Limited (currently known as FDG Kinetic Limited) (stock code: 378 prior to the cancellation of the listing of its shares in February 2023) and principally engaged in financing, securities trading and asset investments, from October 2000 to March 2001, and was responsible for managing business and technology consulting projects. He was the vice president of Ebizal Consulting (Hong Kong) Limited from April 2001 to November 2001, and he was responsible for overseeing the business and technology consulting team.

Mr. Raymond Liu graduated from University of Strathclyde in the United Kingdom with a bachelor of engineering degree in information engineering in July 1991.

As at the Latest Practicable Date, Mr. Raymond Liu was (i) deemed to be interested in 570,000,000 Shares, representing approximately 56.76% of the total number of issued Shares through his 82.50% interests in Success Vision International Group Limited; and (ii) interested in 5,500,000 underlying Shares, being a total of 5,500,000 share options of the Company granted to him under the Share Option Scheme, representing approximately 0.55% of the total number of issued Shares, within the meaning of Part XV of the SFO.

Mr. Raymond Liu had entered into a service contract with the Company for a 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's notice in writing. Under the service contract, Mr. Raymond Liu 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. Raymond Liu and the Group's performance for the financial year concerned. Mr. Raymond Liu received emoluments of approximately HK\$2,671,000 and discretionary bonus of approximately HK\$864,000 for the financial year ended 31 March 2025 for his various management positions held in the Group. Any future emoluments to be paid to Mr. Raymond Liu shall be determined and approved by the remuneration committee of the Company based on the responsibilities and performance of Mr. Raymond Liu and prevailing market conditions and will be disclosed as required under the Listing Rules in due course.

Save as disclosed above, Mr. Raymond Liu (i) did not have any relationship with any existing Directors, senior management of the Group, substantial Shareholders or controlling Shareholders; and (ii) had 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 information relating to Mr. Raymond Liu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ng Tsz Fung Jimmy (吳子豐) ("Mr. Jimmy Ng"), aged 62, was appointed as an independent non-executive Director on 23 March 2017. He is a member of our nomination committee, remuneration committee, and investment committee, and is the chairman of our audit committee.

Mr. Jimmy Ng has approximately 31 years of experience in finance and accounting. He worked as an auditor of Kennic L.H. Lui & Co., from August 1988 to January 1989. From January 1989 to March 1993, Mr. Jimmy Ng worked as a senior manager of Lewis Luk & Co., which is a legal firm and he was primarily responsible for human resources, finance and administration. Mr. Jimmy Ng was a chief finance officer of GEM Group Consultant Limited from May 1993 to April 1999, and he was responsible for accounting, company secretary, auditing, administration and human resources management. From May 1999 to April 2001, Mr. Jimmy Ng was a general manager of Tianjin Viction (Group) Company (天津維信(集團)有限公 司), and Mr. Jimmy Ng was responsible for human resources management and financial management, and the sales of the import and export businesses. From May 2001 to May 2002, Mr. Jimmy Ng worked as a chief finance officer of GEM Group Consultant Limited, and he was responsible for providing advices on financial matters, company reorganisation, human resources management and corporate management. From March 2003 to April 2005, Mr. Jimmy Ng worked as a vice president of G&A Manufacturing Company Limited, which was principally engaged in the garment industry, and he was responsible for the finance, human resources management and business operation. From May 2005 to December 2006, Mr. Jimmy Ng worked at Goldsland Holdings Company Limited* (廣新控股有限公司) and his last position held was chief investment officer, and he was responsible for managing internal affairs of the company and all

* For identification purpose only

related issues including due diligence on potential investment prospects of the Company. From December 2006 to September 2014, Mr. Jimmy Ng was the chief operating officer of GEM Group Consultant Limited. From September 2014 to January 2018, Mr. Jimmy Ng was the general manager of the control management division of Bridgestone Aircraft Tire Co (Asia) Limited.

Mr. Jimmy Ng obtained a master degree in professional accounting from The Hong Kong Polytechnic University in December 2005. He became a fellow member of The Association of Chartered Certified Accountants in November 2001 and is a non-practising member of Hong Kong Institute of Certified Public Accountants.

As at the Latest Practicable Date, Mr. Jimmy Ng did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Jimmy Ng had entered into a letter of appointment with the Company for a term of three (3) years 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 a three months' notice in writing.

Mr. Jimmy Ng was entitled to an annual director's fee of HK\$204,000 for the financial year ended 31 March 2025, which was determined with reference to overall performance and his duties and responsibilities with the Company. The remuneration committee of the Company will review the remuneration of Mr. Jimmy Ng and make appropriate recommendation to the Board.

After due and careful consideration, the Board and the Nomination Committee consider that Mr. Jimmy Ng continues to be independent and is able to carry out his duties as an independent non-executive Director for the following reasons:

- (a) Mr. Jimmy Ng confirmed his independence in respect of each of the factors set out in Rule 3.13 of the Listing Rules;
- (b) Mr. Jimmy Ng has demonstrated continued independent judgement which contributed positively to the development of the Company's strategy and policies;
- (c) Mr. Jimmy Ng has not had and does not have any executive or management role or functions in the Company and its subsidiaries, nor has he been employed by any member of the Group;
- (d) Mr. Jimmy Ng does not receive any remuneration from the Company apart from Director's fees under the aforesaid letter of appointment and does not participate in the Group's staff incentive plan or pension scheme;

- (e) Mr. Jimmy Ng does not receive any remuneration from a third party in relation to his directorship;
- (f) Mr. Jimmy Ng does not have any financial, business, family or other material relationships with the Group, its management, advisers and business;
- (g) Mr. Jimmy Ng does not hold any cross directorships or other significant links with other directors through involvement with other companies; and
- (h) Mr. Jimmy Ng does not hold any interest in the issued share capital of the Company.

Based on the aforementioned, the Board and the Nomination Committee consider Mr. Jimmy Ng suitably independent to carry out his duties as an independent non-executive Director.

Save as disclosed above, Mr. Jimmy Ng (i) did not have any relationship with any existing Directors, senior management of the Group, substantial Shareholders or controlling Shareholders; and (ii) had not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Jimmy Ng that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mrs. Wong Hung Flavia Yuen Yee (黃洪琬貽) ("Ms. Flavia Hung") (also known as Ms. Hung Yat Yee Flavia 洪逸儀), aged 57, was appointed as an independent non-executive Director on 23 March 2020. She is a member of our nomination committee and audit committee and is the chairman of our remuneration committee.

Ms. Flavia Hung has around 30 years of finance and management experience. Prior to joining the Company, Ms. Flavia Hung was a financial planner of AIA International Limited from March 2018 to May 2021. Ms. Flavia Hung has worked at different Hong Kong listed companies over the years, Ms. Flavia Hung worked (i) as the chief investment officer at Combest Holdings Limited (Stock Code: 8190 prior to the cancellation of the listing of its shares in December 2020) from February 2010 to September 2017; and (ii) as an executive director of Man Sang International Limited (stock code: 938) from August 2008 to June 2009. Ms. Flavia Hung has also worked at GCS-CIMB Securities (Hong Kong) Limited (formerly known as CIMB-GK Securities (HK) Limited), DBS Asia Capital Limited, Vickers Ballas Capital Limited, and the listing division of the Stock Exchange. Since April 2022, Ms. Flavia Hung has also been appointed as an independent non-executive director of One Media Group Limited (Stock code: 426), a company whose shares are listed on the main board of the Stock Exchange.

Ms. Flavia Hung holds a bachelor's degree in business administration from California State University, Los Angeles, USA.

As at the Latest Practicable Date, Ms. Flavia Hung did not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Flavia Hung had entered into a letter of appointment with the Company for a term of three (3) years 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 herself giving each other a three months' notice in writing.

Ms. Flavia Hung was entitled to an annual director's fee of HK\$204,000 for the financial year ended 31 March 2025, which was determined with reference to overall performance and her duties and responsibilities with the Company. The remuneration committee of the Company will review the remuneration of Ms. Flavia Hung and make appropriate recommendation to the Board.

After due and careful consideration, the Board and the Nomination Committee consider that Ms. Flavia Hung continues to be independent and is able to carry out her duties as an independent non-executive Director for the following reasons:

- (a) Ms. Flavia Hung confirmed her independence in respect of each of the factors set out in Rule 3.13 of the Listing Rules;
- (b) Ms. Flavia Hung has demonstrated continued independent judgement which contributed positively to the development of the Company's strategy and policies;
- (c) Ms. Flavia Hung has not had and does not have any executive or management role or functions in the Company and its subsidiaries, nor has she been employed by any member of the Group;
- (d) Ms. Flavia Hung does not receive any remuneration from the Company apart from Director's fees under the aforesaid letter of appointment and does not participate in the Group's staff incentive plan or pension scheme;
- (e) Ms. Flavia Hung does not receive any remuneration from a third party in relation to her directorship;
- (f) Ms. Flavia Hung does not have any financial, business, family or other material relationships with the Group, its management, advisers and business;
- (g) Ms. Flavia Hung does not hold any cross directorships or other significant links with other directors through involvement with other companies; and

(h) Ms. Flavia Hung does not hold any interest in the issued share capital of the Company.

By virtue of the abovementioned, the Board and the Nomination Committee consider Ms. Flavia Hung suitably independent to carry out her duties as an independent non-executive Director.

Save as disclosed above, Ms. Flavia Hung (i) did not have any relationship with any existing Directors, senior management of the Group, substantial Shareholders or controlling Shareholders; and (ii) had not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Ms. Flavia Hung that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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, 22 August 2025 at 11:00 a.m. (Hong Kong time) (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 2025.
- 2. (a) To re-elect Mr. Liu Yui Ting Raymond as an executive Director.
 - (b) To re-elect Mr. Ng Tsz Fung Jimmy as an independent non-executive Director.
 - (c) To re-elect Mrs. Wong Hung Flavia Yuen Yee as an independent non-executive Director.
 - (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.

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

(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)."

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."

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, 18 July 2025

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 the shareholder.
- (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. 11:00 a.m. (Hong Kong time) on Wednesday, 20 August 2025) 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.

- (5) In order to determine members who are entitled to attend and vote at the Annual General Meeting to be held on Friday, 22 August 2025, the register of members of the Company will be closed from Monday, 18 August 2025 to Friday, 22 August 2025, both days inclusive, during which period no transfer of shares can be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting will be Friday, 22 August 2025. 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. (Hong Kong time) on Friday, 15 August 2025.
- (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.