



EDVANCE INTERNATIONAL HOLDINGS LIMITED

安領國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

(Stock code: 1410)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

(Adopted pursuant to a resolution passed by the board (“**Board**”) of directors (“**Directors**”) of the Company on 20 December 2019)

1. The following procedures for shareholders (“**Shareholders**”) of the Company to propose a person for election as a director of the Company are prepared in accordance with Article 113 of the articles of association of the Company:

1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 113 of the Company’s Articles of Association (the “**Articles**”) (and as may be amended from time to time). Extract of Article 113 is set out below:

*No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person (“**Candidate**”) for election as a Director (“**Proposal Notice**”) and notice in writing by that person of his willingness to be elected (“**Consent Notice**”) shall have been lodged at the Head Office or at the Registration Office. The period for lodgment of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven (7) days.*

1.2 The Proposal Notice (i) must be accompanied by the information of the Candidate as required by Rule 13.51(2) of the Rules Governing the Listing of Securities (“**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (“**Exchange**”), as summarised and set out in paragraph 1.5 below; and (ii) must be signed by the Shareholder proposing the Candidate for election as a Director.

1.3 The Consent Notice (i) must indicate his/her willingness to be elected and consent of the publication of his/her information as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the Candidate.

- 1.4 In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, Shareholders who wish to make the proposal are urged to submit and lodge the Proposal Notice and the Consent Notice as early as practicable.
- 1.5 The Proposal Notice referred to in paragraph 1.1 shall be accompanied by the following information of the Candidate(s):
- (a) full name and age;
 - (b) positions held with the Company and/or its subsidiaries;
 - (c) experience including (i) other directorships held in the past three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
 - (d) length or proposed length of service with the Company;
 - (e) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
 - (f) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), or an appropriate negative statement; and
 - (g) a declaration made by the Candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that Candidate's standing for election as a Director that should be brought to Shareholders' attention.
2. To enable the Shareholders to make an informed decision on their election at a general meeting, the Company shall publish an announcement or issue a supplementary circular as soon as practicable after the receipt of the Proposal Notice and the Consent Notice. The Company shall include particulars of the Candidate in the announcement or supplementary circular. The Company shall assess whether or not it is necessary to adjourn the meeting of the election to give Shareholders at least ten (10) clear business days to consider the relevant information disclosed in the announcement or supplementary circular.

Note: The Chinese version is for reference only, and the English version shall prevail in case of any inconsistency between the English version and the Chinese translation thereof.

20 December 2019