



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)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE CONVENED AT 10:30 A.M. ON TUESDAY, 5 SEPTEMBER 2023 (“ANNUAL GENERAL MEETING”) (OR AT ANY ADJOURNMENT THEREOF)

I/We (Note 1) _____
of (address) _____
being the registered holder(s) of (Note 2) _____ shares of HK\$0.01 each (“Shares”) in the share capital of
Edvance International Holdings Limited (the “Company”), HEREBY APPOINT (Note 3) _____
of (address) _____

or the chairman of the Annual General Meeting, as my/our proxy/proxies to attend, act and vote for me/us and on my/our behalf as directed below, or, if no such indication is given, as my/our proxy thinks fit at the Meeting to be held at 25th Floor, Tower 1, The Millennity, 98 How Ming Street, Kwun Tong, Kowloon, Hong Kong on Tuesday, 5 September 2023 at 10:30 a.m. (or at any adjournment thereof) on the resolutions as set out in the notice convening the Annual General Meeting.

	ORDINARY RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
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 2023.		
2.	(a) To re-elect Mr. Liu Yui Ting Raymond as an executive Director.		
	(b) To re-elect Mr. Chan Siu Ming Simon 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.		
4.	To grant a general mandate to the Directors to allot, issue and otherwise deal with the Company’s shares not exceeding 20% of the aggregate number of shares of the Company in issue, on the terms as set out in resolution no. 4 in the notice of Annual General Meeting*.		
5.	To grant a general mandate to the Directors to repurchase the Company’s shares not exceeding 10% of the aggregate number of shares of the Company in issue, on the terms as set out in resolution no. 5 in the notice of Annual General Meeting*.		
6.	To extend the general mandate granted to the Directors to issue shares in the share capital of the Company pursuant to resolution no. 4 with an amount representing the aggregate amount of the share capital of the Company repurchased pursuant to the foregoing resolution no. 5, if passed*.		
7.	To approve the amendments to the share award scheme (the “Share Award Scheme”) adopted by the Company upon the approval by the Board on 1 September 2020, and the Directors to be authorised to grant the awards under the Share Award Scheme, and do all such acts and execute all such documents as he/she may deem necessary or expedient in order to give full effect to the implementation of the amended Share Award Scheme*.		
8.	To approve the Scheme Mandate Limit (as defined in the Share Award Scheme) on the total number of Shares that may be issued in respect of all options and awards to be granted to the eligible participants under all the share schemes of the Company, being 10% of the issued Shares of the Company as at the date of the Shareholders’ approval of the limit*.		

* For full text of the proposed resolutions, please refer to the notice convening the Annual General Meeting as contained in the Company’s circular dated 2 August 2023.

Date: _____

Signature (Note 5): _____

Notes:

1. Please insert your full name(s) and address(es) in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE ANNUAL GENERAL MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: If you wish to vote for any of the resolution, please place a “✓” in the appropriate box marked “For”. If you wish to vote against any of the resolution, please place a “✓” in the appropriate box marked “Against”.** Failure to complete any or all the boxes will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting other than that referred to in the notice convening the Annual General Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer or attorney duly authorised.
6. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
7. A shareholder of the Company entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
8. In order to be valid, this form of proxy together with a power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at 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 (or any adjournment thereof).
9. Where there are joint registered holders of any share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto but if more than one of such joint registered holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined with reference to the order in which the names of the joint registered holders stand on the register of members of the Company in respect of the relevant joint holding.
10. Completion and delivery of this form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting (and at any adjournment thereof) if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Annual General Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company’s branch share registrar in Hong Kong, Union Registrars Limited at the above address.