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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

(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 RETIRING AUDITOR;
(4) ADOPTION OF THE NEW SHARE AWARD SCHEME AND
TERMINATION OF THE EXISTING SHARE AWARD SCHEME AND
THE SHARE OPTION SCHEME;
AND
(5) 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 6 to 23 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, 11 September 2026 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 55 to 61 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, 9 September 2026 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.

12 August 2026

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	6
APPENDIX I — EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	24
APPENDIX II — DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	28
APPENDIX III — SUMMARY OF THE PRINCIPAL TERMS OF THE NEW SHARE AWARD SCHEME.....	34
NOTICE OF ANNUAL GENERAL MEETING.....	55

DEFINITIONS

In this circular, unless the context otherwise requires, the following words and expressions shall have the following meanings:

“Acceptance Notice”	the notice of acceptance of the grant of an Award
“Actual Selling Price”	the actual price at which the Award Shares and any securities are sold (net of brokerage, Stock Exchange trading fee, Securities and Futures Commission transaction levy, Accounting and Financial Reporting Council transaction levy and any other applicable costs) on the vesting of a Share Award pursuant to the New Share Award Scheme or in the case of a vesting when there is an event of change in control or privatisation of the Company, the consideration receivable under the related scheme or offer
“Adoption Date”	the date on which the New Share Award Scheme is adopted by ordinary resolutions to be passed by the Shareholders at the Annual General Meeting
“AI”	artificial intelligence
“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, 11 September 2026 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
“Audit Committee”	the audit committee of the Board
“Auditor”	Deloitte Touche Tohmatsu, the independent auditor of the Company
“Award(s)”	an Award granted to an Eligible Participant under the Existing Share Award Scheme and the New Share Award Scheme which will upon vesting entitle such Eligible Participant to receive Award Shares as the Board may in its absolute discretion determine in accordance with the terms of the scheme
“Award Holder(s)”	holder(s) of an Award

DEFINITIONS

“Award Share(s)”	the Shares granted under the Share Award
“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
“Eligible Participant(s)”	any Employee Participant, Related Entity Participant and Service Provider, provided that the Board shall have absolute discretion to determine whether or not one falls within the above category
“Employee Participant(s)”	a Director (including executive, non-executive and independent non-executive Director) or an employee (whether full time or part time) of any member of the Group
“Excluded Participant(s)”	an individual who is a resident in a place where the grant, acceptance or vesting of an Award pursuant to the New Share Award Scheme is not permitted under the laws and regulations of such place, or where, in the view of the Board or its delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual
“Existing Share Award Scheme”	the share award scheme approved and adopted by the Board on 1 September 2020 and subsequently amended on 5 September 2023, which is valid and effective for a period of 10 years commencing on 1 September 2020 and ending on 31 August 2030

DEFINITIONS

“General Mandates”	the Issuance Mandate and the Repurchase Mandate
“Grant Date”	the date on which the grant of an Award is made to an Eligible Participant, being the same date of the offer date
“Grantee(s)”	Eligible Participant(s) determined and selected by the Board and/or its delegates to participate in the New Share Award Scheme and to be granted the Award Shares
“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
“Investment Committee”	the investment committee of the Board
“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”	7 August 2026, 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
“New Share Award Scheme”	the share award scheme proposed to be adopted by the Company; a summary of the principal terms is set out in Appendix III to this circular
“Nomination Committee”	the nomination committee of the Board

DEFINITIONS

“Offer Letter”	the letter to be issued by the Company to an Eligible Participant in such form as may be determined from time to time by the Board for the Offer in accordance with the terms of the New Share Award Scheme, specifying the offer date, the number of Award Shares, the vesting criteria and conditions, the Vesting Date and such other details as it may consider necessary
“Option(s)”	a right to subscribe for Shares granted pursuant to the terms of the Share Option Scheme of the Company
“Related Entities”	the holding companies, fellow subsidiaries or associated companies of the Company
“Related Entity Participant(s)”	the director(s) and employee(s) (whether full-time or part-time) of Related Entities
“Remuneration Committee”	the remuneration 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
“Service Provider(s)”	person(s) and/or corporate entity(ies) who provide(s) services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group, as further identified in the letter from the Board where the continuity and frequency of their services are akin to those of employees of the Group. For the avoidance of doubt, (i) placing agents or financial advisors providing advisory services for fundraising, mergers or acquisitions, and (ii) professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity are excluded from such category
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Award(s)”	an award granted by the Board to the Eligible Participants which may be settled in the form of transfer of the Award Shares or payment of the Actual Selling Price in cash as the Board may determine in accordance with the New Share Award Scheme
“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
“Treasury Shares”	Shares repurchased and held by the Company in treasury as treasury shares in accordance with the Articles of Association, and for the purpose of the New Share Award Scheme, references to new Shares include treasury shares, and references to the issue of new Shares include the transfer of treasury shares
“Vesting Date”	the date on which an Eligible Participant’s entitlement to the Award Shares (or any part thereof) is vested in accordance with the New Share Award Scheme
“%”	per cent

LETTER FROM THE BOARD



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. Lam Tak Ling

Non-executive Director:

Mr. Ang Aaron

Independent Non-executive Directors:

Mr. Choi Sum Shing Samson

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

12 August 2026

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 RETIRING AUDITOR;

**(4) ADOPTION OF THE NEW SHARE AWARD SCHEME AND
TERMINATION OF THE EXISTING SHARE AWARD SCHEME AND
THE SHARE OPTION SCHEME;**

AND

(5) 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

LETTER FROM THE BOARD

Mandate; (ii) the re-election of retiring Directors; (iii) the re-appointment of retiring Auditor; (iv) the adoption of the New Share Award Scheme and termination of the Existing Share Award Scheme and the Share Option Scheme; 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 22 August 2025, 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, an ordinary resolution will also be proposed to approve 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 1,009,717,000 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 201,943,400 Shares pursuant to the Issuance Mandate and repurchase up to 100,971,700 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.

LETTER FROM THE BOARD

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. Lam Tak Ling and Mr. Chan Siu Ming Simon will retire from office as Directors at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Pursuant to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at such annual general meeting. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting. Accordingly, Mr. Ang Aaron, who was appointed as a non-executive Director with effect from 7 July 2026, and Mr. Choi Sum Shing Samson, who was appointed as an independent non-executive Director with effect from 17 April 2026, will hold office until the Annual General Meeting and being eligible, have offered themselves for re-election at the Annual General Meeting.

Further, pursuant to the code provision as set out in paragraph B.2.3 of Part 2 – Principles of Good Corporate Governance, Code Provisions and Recommended Best Practices of the Corporate Governance Code contained in Appendix C1 to the Listing Rules, any further appointment of an independent non-executive Director serving more than 9 years should be subject to a separate resolution to be approved by the Shareholders. Since Mr. Chan Siu Ming Simon has been serving as an independent non-executive Director for more than 9 years, a separate resolution will be proposed for his re-election at the Annual General Meeting.

Mr. Chan Siu Ming Simon has confirmed to the Company his independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Having considered the requirements and obligations of Mr. Chan Siu Ming Simon as an independent non-executive Director, including the independence criteria to be taken into account in assessing his independence under Rule 3.13 of the Listing Rules, the Nomination Committee, which is responsible for, amongst other matters, assessing the independence of the independent non-executive Directors, is satisfied that Mr. Chan Siu Ming Simon continues to be independent. Hence, the Board considers that the long service of Mr. Chan Siu Ming Simon would not affect his exercise of independent judgement.

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.

LETTER FROM THE BOARD

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. Chan Siu Ming Simon and Mr. Choi Sum Shing Samson 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. Chan Siu Ming Simon and Mr. Choi Sum Shing Samson abstained from voting in respect of their own re-election) recommended Mr. Lam Tak Ling, Mr. Ang Aaron, Mr. Chan Siu Ming Simon and Mr. Choi Sum Shing Samson 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. Lam Tak Ling, Mr. Ang Aaron, Mr. Chan Siu Ming Simon and Mr. Choi Sum Shing Samson abstaining from voting in respect of his own re-election) recommends Mr. Lam Tak Ling, Mr. Ang Aaron, Mr. Chan Siu Ming Simon and Mr. Choi Sum Shing Samson to stand for re-election at the Annual General Meeting.

RE-APPOINTMENT OF RETIRING AUDITOR

An ordinary resolution will be proposed at the Annual General Meeting to approve the re-appointment of Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix its remuneration.

The estimated audit fee payable to Deloitte Touche Tohmatsu for the financial year ending 31 March 2027 is expected to be within the approximate range of HK\$1.7 million to HK\$1.8 million (exclusive of out-of-pocket expenses). This estimate was determined after due consideration and arm's length negotiations between the Company and the Auditor, having regard to, among other things, the scale and complexity of the Group's business operations, the anticipated scope of the audit, the audit timetable, the mix of professional staff to be deployed, the anticipated audit workload, and the prevailing market rates for comparable services.

The estimated audit fee is premised on the assumptions that there will be no material changes in the Group's operations, accounting policies, or the regulatory environment during the financial year, and that the Company provides timely and adequate assistance and information as reasonably required. Save for any material changes to the aforementioned bases and assumptions, the final audit fee is not expected to deviate materially from the estimated amount. The Company will make further disclosure as and when appropriate.

LETTER FROM THE BOARD

ADOPTION OF THE NEW SHARE AWARD SCHEME AND TERMINATION OF THE EXISTING SHARE AWARD SCHEME AND THE SHARE OPTION SCHEME

The Share Option Scheme

The Share Option Scheme was adopted by the Company on 23 March 2017, which is valid and effective for a period of 10 years commencing on the date of adoption and ending on 22 March 2027, subject to early termination, and in such event, no further share options may be granted, but in all other respects the terms of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any share options granted prior thereto.

Pursuant to the Share Option Scheme, outstanding share options granted prior to such termination and not then exercised shall continue to be in full force and effect in accordance with the Share Option Scheme.

As at the Latest Practicable Date, there were no outstanding Options under the Share Option Scheme.

The Company has no present intention of granting any share options under the Share Option Scheme during the period from the Latest Practicable Date to the date of the Annual General Meeting.

The Existing Share Award Scheme

The Existing Share Award Scheme was adopted by the Company on 1 September 2020, which is valid for a period of 10 years commencing from the date of adoption and ending on 31 August 2030, subject to early termination, and in such event, no further share award may be granted, but in all other respects the terms of the Existing Share Award Scheme shall remain in full force and effect to the extent necessary to give effect to the vesting of any share awards granted thereunder. Pursuant to the Existing Share Award Scheme, all outstanding share awards granted and subsisting prior to such termination shall continue to be in full force and effect in accordance with the Existing Share Award Scheme.

LETTER FROM THE BOARD

As at the Latest Practicable Date, a total of 8,320,000 Shares were awarded under the Existing Share Award Scheme. Details of the share awards granted to each participant under the Existing Share Award Scheme are as follows:

Grantee	Date of grant of share awards	Number of awarded shares granted	Vesting date of awarded shares	Purchase price of awarded shares HK\$
Employees	3 September 2020	3,500,000	On the date of grant (Note 1)	– (Note 2)
Employee	16 February 2022	1,820,000	On the date of grant (Note 1)	– (Note 2)
Service providers				
Mr. Chau Shing Yim David	16 February 2022	1,000,000	On the date of grant (Note 1)	– (Note 2)
Mr. Lau Kwok Fan	16 February 2022	1,000,000	On the date of grant (Note 1)	– (Note 2)
Mr. Yu Pui Hang	16 February 2022	1,000,000	On the date of grant (Note 1)	– (Note 2)
Total		8,320,000		

Notes:

1. There was no vesting period for the awarded Shares.
2. There was no purchase price payable by the Grantees for the awarded Shares. The awarded Shares were transferred to the Grantees at nil consideration on the date of vesting.

The Company has no present intention of granting any share award under the Existing Share Award Scheme during the period from the Latest Practicable Date to the date of the Annual General Meeting.

Save for the Share Option Scheme and the Existing Share Award Scheme, the Company had no other subsisting share schemes as at the Latest Practicable Date.

Termination of the Existing Share Award Scheme and the Share Option Scheme

Subject to the obtaining of the Shareholders' approval at the Annual General Meeting and the fulfilment of all conditions precedent as referred to under the paragraph headed "Conditions

LETTER FROM THE BOARD

Precedent of the New Share Award Scheme” of this circular, it is proposed that the Existing Share Award Scheme and the Share Option Scheme be terminated upon adoption of the New Share Award Scheme.

Purpose of the New Share Award Scheme

The specific objectives of the New Share Award Scheme are (i) to recognise the contributions by certain Eligible Participants and to provide them with incentives in order to retain them for the continual operation, development and growth of the Group; and (ii) to attract suitable personnel for further development and growth of the Group.

Conditions Precedent of the New Share Award Scheme

The adoption of the New Share Award Scheme is conditional upon (i) the passing of resolutions by the Shareholders to approve the adoption of the New Share Award Scheme; and (ii) the Stock Exchange granting approval of the listing of, and permission to deal in, the new Shares which may be issued by the Company in respect of the relevant Awards to be granted under the New Share Award Scheme.

As at the Latest Practicable Date, none of the above conditions have been satisfied. An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued upon the vesting of the Awards under the New Share Award Scheme.

Eligible Participants

Eligible Participants include (i) the Employee Participants; (ii) the Related Entity Participants; and (iii) the Service Providers, provided that the Board may have absolute discretion to determine whether or not one falls within the above category. The eligibility of each of the Eligible Participants and/or Grantee shall be determined by the Board or a committee of the Board on a case-by-case basis.

The basis of eligibility of the Eligible Participants will be determined in accordance with all relevant factors, a summary of which is set out in paragraph 4 of Appendix III to this circular:

Employee Participants

The scope of the Employee Participants includes executive Directors, non-executive Directors and independent non-executive Directors. The Directors (including the independent non-executive Directors) consider that the inclusion of independent non-executive Directors as Eligible Participants would provide the Group with flexibility to offer non-cash incentives to such persons for their continuous contributions to the Group’s growth and development. Through the grant of the Share Awards, the Eligible Participants and the Group will share a common goal

LETTER FROM THE BOARD

in the growth and development of the Group's business, and the Eligible Participants will reap additional rewards through their contribution.

As at the Latest Practicable Date, the Company did not have any concrete plan or present intention to grant any Share Awards to the independent non-executive Directors under the New Share Award Scheme. However, having considered that (i) equity-based remuneration continues to be an important means of ensuring alignment between the interests of the Shareholders and the Directors, including the independent non-executive Directors; and (ii) incentivising and promoting the past and future contributions of the independent non-executive Directors who provide valuable insight and advice to the Company with their deep industry knowledge and professional background, the Board (including the independent non-executive Directors) believe the inclusion of the independent non-executive Directors as Eligible Participants and the flexibility to grant Share Awards to the independent non-executive Directors in addition to cash-based incentives will allow the Company to keep its remuneration package competitive in order to attract and retain talents.

The Company is of the view that the independence and impartiality of the independent non-executive Directors will not be impaired by any potential grant of the Share Awards for the following reasons: (i) the independent non-executive Directors will continue to comply with the independence requirement under Rule 3.13 of the Listing Rules; (ii) where any grant of Share Awards to an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued in respect of all Share Awards granted (excluding any Share Awards lapsed in accordance with the terms of the scheme) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue, such further grant of Share Awards must be approved by the independent Shareholders in general meeting; and (iii) the Board will be mindful of the recommended best practice E.1.9 of Part 2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules which recommends that issuers should generally not grant equity-based remuneration with performance-related elements to the independent non-executive Directors when considering any future grants of Share Awards to the independent non-executive Directors.

Related Entity Participants

The Directors (including the independent non-executive Directors) consider that it is beneficial to include the Related Entity Participants since a sustainable and stable relationship with them is helpful to the business development of the Group and that the grant of Awards to these Related Entity Participants will align their interests with the Group's interests, incentivising them to provide better services to, create more opportunities for and/or contribute to the development, growth and success of the Group in the long run. The Directors (including the independent non-executive Directors) consider that the grant of Awards to these Related Entity Participants fits the purpose of the New Share Award Scheme and is in the best interests of the Company and its Shareholders.

Although the Company has not granted options or awards to any related entity participants historically, the Board (including the independent non-executive Directors) consider that the

LETTER FROM THE BOARD

proposed category of the Related Entity Participants serves for maintaining or enhancing the competitiveness of the Group, considering that it is in line with the Company's business needs, i.e. although the Related Entity Participants may not be directly appointed or employed by the members of the Group (who would otherwise be categorised as Employee Participants), they are nonetheless potential valuable human resources to the Group akin to those of the employee of the Company as they are able to bring their extensive connections in the market, knowledge and expertise of the industry, close corporate and collaborative relationships with the Group, as well as their involvement in joint work projects in close connection with the Group's business. Specifically, the Board anticipates an increasing level of collaboration with Related Entities and their personnel who possess specialised expertise, operational capabilities, and established industry networks. As Related Entity Participants may be engaged in projects or business initiatives affiliated with the Group from time to time, the Board is of the view that their contributions have a direct link to, and are integral to, the sustainable growth of the Group's principal business, namely:

(i) Distribution of cybersecurity products:

The Related Entity Participants contribute critical market insights and technical foresight. Their extensive industry networks directly enhance the Group's product sourcing strategies, facilitate introductions to leading global technology vendors, and strengthen the Group's procurement bargaining power and portfolio competitiveness; and

(ii) Provision of cybersecurity services:

The Related Entity Participants provide specialized technical knowledge and shared operational resources. Their hands-on expertise directly accelerates the deployment of complex, large-scale security solutions for the Group's clients, optimizes service response times, and elevates the overall quality of post-sales maintenance and support.

Accordingly, the Board considers that the inclusion of the Related Entity Participants under the New Share Award Scheme is highly appropriate, as it enables the Group to attract, retain, and incentivize external talents whose specific contributions directly fortify both the product distribution and service delivery value chains. By aligning the incentives of these participants with the performance of the core business, the Scheme will foster synergies, optimize day-to-day operational processes, and drive long-term value creation for the Company and its shareholders as a whole.

Furthermore, it enables the Company to preserve flexibility using share incentives to encourage the Related Entity Participants to contribute to the Group and align the mutual interests between the Related Entity Participants and the Group.

Recognizing the contributions of Related Entity Participants whose specific contributions directly fortify both the product distribution and service delivery value chains, the Directors (including the independent non-executive Directors) believe it is in the Company's best interest

LETTER FROM THE BOARD

to have the flexibility to grant Awards to these individuals. Such recognition serves multiple purposes as it could better align the interests of the Group and Related Entity Participants, incentivizing them to contribute actively to the Group's success while preserving cash resources through equity-based incentives instead of monetary compensation. By offering share incentives, the Company can foster a sense of ownership and commitment among Related Entity Participants. By aligning the incentives of these participants with the performance of the core business, the New Share Award Scheme will foster synergies, optimize day-to-day operational processes, and drive long-term value creation for the Company and its shareholders as a whole.

Despite the inclusion of the Related Entity Participants, the Board will take into account various factors, especially their contribution to the Group, when assessing whether to grant any Awards to any Related Entity Participants. It is expected that such grants will be strictly confined to the extent necessary, and with certain contribution targets such as the vesting conditions where necessary.

Service Providers

The Service Providers comprise three categories, namely a) product or service providers, b) business partners and c) strategic technology and innovation partners.

Although the Group has paid service fees to Service Providers for the services they provide, the grant of Awards to these Service Providers will align their interests with the interests of the Group's long-term growth. The industry expertise, skills and/or network resources possessed by Service Providers are crucial to enhancing the Group's competitiveness and supporting its future business growth capabilities. Equity incentives foster a sense of belonging and responsibility among Service Providers, motivating them to contribute beyond their immediate contractual obligations towards the Company's success. By granting equity interests in the Company to Service Providers, this approach not only enhances their loyalty but also motivates their commitment to service quality and innovation.

Scheme Mandate Limit and Service Provider Sublimit

As at the Latest Practicable Date, there were 1,009,717,000 Shares in issue. Assuming that no further Shares will be allotted, issued, repurchased or cancelled prior to the Annual General Meeting and after the resolutions regarding, among others, the proposed adoption of the New Share Award Scheme is passed at the Annual General Meeting, the total number of new Shares which may be allotted and issued, and treasury shares transferred or to be transferred, in respect of all Share Options and Share Awards that may be granted under the New Share Award Scheme and all share options and all share awards that may be granted under any other share schemes for the time being of the Company, would be no more than 100,971,700 Shares, representing no more than approximately 10% of the total number of Shares in issue (excluding any treasury shares) as at the Adoption Date.

Pursuant to the rules of the New Share Award Scheme, within the Scheme Mandate Limit, the Service Provider Sublimit under the New Share Award Scheme, being the maximum number

LETTER FROM THE BOARD

of new Shares which may be allotted and issued, and treasury shares transferred or to be transferred, in respect of all Share Options and Share Awards that may be granted under the New Share Award Scheme and all share options and share awards which may be granted under any other share schemes for the time being of the Company to the Service Providers, would be no more than 10,097,170 Shares, representing 1% of the total number of Shares in issue (excluding any treasury shares) as at the Adoption Date.

The Service Provider Sublimit is determined with reference to and having taken into account, among others, (i) the potential dilution effect arising from grants to the Service Providers; (ii) the importance of striking a balance between achieving the purpose of the New Share Award Scheme and protecting the Shareholders from the dilution effect from granting a substantial amount of Share Awards to the Service Providers; (iii) the extent of cooperation with the Service Providers regarding the Group's businesses, the current payment and/or settlement arrangement with the Service Providers; (iv) the actual or expected reduction in costs of the Group or increase in revenue or profit of the Group which is attributable to the Service Providers, and the nature of the Service Providers' contribution to the long-term growth of the Group's core business and the future capital needs of the Group; and (v) the New Share Award Scheme could incentivise Service Providers to continue to support and/or cooperate with the Company on a long-term basis. Given the above, the Board considers that a Service Provider Sublimit of 1% would not lead to an excessive dilution of shareholding of the existing Shareholders. Having considered the above, the Group's human resources allocation strategy and organisation structure, and contributions that have been made by the Service Providers to the long-term growth of the Company's businesses, the Board is of the view that the Service Provider Sublimit is appropriate and reasonable given the Group's needs, and the Service Provider Sublimit provides the Group with flexibility to provide equity incentives, instead of cash resources, to reward and collaborate with persons who are not employees of the Group, but who may have exceptional expertise in their field or who may be able to provide valuable expertise and services to the Group, which is in line with the purpose of the New Share Award Scheme.

Vesting period

The vesting period for the Share Awards under the New Share Award Scheme shall be at least twelve (12) months. The Board (or the Remuneration Committee where it relates to grants of Share Awards to an Employee Participant who is a Director and/or senior manager of the Company) may at its discretion grant a shorter vesting period to an Employee Participant. Set out below are the circumstances which may trigger a shorter vesting period:

- (i) grants of "make-whole" Share Award(s) to new joiners to replace the share awards they forfeited when leaving their previous employers;
- (ii) grants to an Employee Participant whose employment is terminated due to death, disability or in event of force majeure;

LETTER FROM THE BOARD

- (iii) grants with performance-based vesting conditions provided in the New Share Award Scheme or as specified in the Offer Letter in lieu of time-based vesting criteria;
- (iv) grants with a mixed or accelerated vesting schedule, such as where the Award Shares may vest evenly over a period of 12 months, or where the Award Shares may vest by several batches with the first batch vesting within 12 months of the Grant Date and the last batch vesting 12 months after the Grant Date; or
- (v) grants that are made in batches during a year for administrative and compliance reasons, which include Share Awards that should have been granted earlier if not for such administrative or compliance reasons but had to wait for a subsequent batch.

In such case, the vesting period may be shorter to reflect the time from which the Share Awards would have been granted.

The Board (including the independent non-executive Directors) is of the view that the discretion in allowing a shorter vesting period allows the Company to (a) retain flexibility in certain cases to provide a competitive remuneration package to attract and retain talents and experts to work for or provide services to the Group (paragraph (i) above); (b) maintain the affirmation regarding the Eligible Participants' prior contributions to the Group in light of his/her death (paragraph (ii) above); (c) ensure the rights of Employee Participants in respect of their Share Awards, who remain as employees of the Group, upon the happening of a general offer or partial-offer which are beyond the control of the Employee Participants (paragraph (ii) above); (d) reward past contribution which may otherwise be neglected due to administrative or technical reasons (paragraphs (ii), (v) above); (e) motivate exceptional performers based on performance metrics rather than time including but not limited to attainment of financial targets such as increase in revenue (paragraph (iii) above); and (f) reward exceptional performers with accelerated vesting (paragraph (iv) above). Given the above, the Board (including the independent non-executive Directors) is of the view that such arrangements are appropriate and in line with the purpose of the New Share Award Scheme.

Performance target

Vesting of the Share Awards will be subject to performance targets, if any, to be satisfied by the Eligible Participants as determined by the Board or the Remuneration Committee. The performance targets may comprise a mixture of attaining satisfactory key performance indicator components and management targets which shall be determined based on the (i) performance of the Group; (ii) performance of business groups, business units, business lines, functional departments, projects and/or geographical area managed by the Grantee; (iii) individual performance; (iv) Eligible Participants' expertise, skills or experience; and/or (v) other criteria to be determined by the Board at its absolute discretion. For example, performance targets may be set in terms of sales, revenue, cash flow, cash collection, return on investment, commencement and completion of projects, customer satisfaction metrics or such other parameters or matters relevant to the roles and responsibilities of the relevant Grantee. For the

LETTER FROM THE BOARD

avoidance of doubt, the performance targets are not applicable to the independent non-executive Directors.

For Employee Participants, performance targets may be set in terms of (i) financial parameters of the Group (such as the revenue, profits and general financial condition of the Group); (ii) non-financial parameters of the Group (such as the Group's strategic objectives, operational targets and future development plan); (iii) the key performance indicators of the Grantee's departments and/ or business units, and the Grantee's position key performance indicators relevant to his/her roles and responsibilities and/or his/her annual appraisal results (such as performance appraisal within a specified period reaching a desirable level); (iv) the Grantee's anticipated future contribution to the Group (including with respect to their experience, expertise, insight, participation in specific projects, or achievement of specific work targets etc.); and/or (v) other criteria to be determined by the Board at its absolute discretion.

For Related Entity Participants, performance targets may be set in terms of (i) financial parameters of the Group (such as the revenue, profits and general financial condition of the Group); (ii) non-financial parameters of the Group (such as the Group's strategic objectives, operational targets and future development plan); (iii) the Grantee's contribution to the Group's financial and operating results (such as period of engagement, increase in revenue or profits, reduction in costs, product/service advancement); (iv) the Grantee's anticipated future contribution to the long-term development of the Group (including with respect to their experience, expertise, insight, participation in specific projects, or achievement of specific work targets or business collaboration targets etc.); and/or (v) other criteria to be determined by the Board at its absolute discretion.

For Service Providers under the category of product or service providers, performance targets may be set in terms of (i) financial parameters of the Group (such as the revenue, profits, general financial condition of the Group and return on investment directly attributable to the cybersecurity and AI convergence solutions provided); (ii) non-financial parameters of the Group (such as the Group's strategic objectives, operational targets and future development plan); (iii) the reliability, quality, and innovation value of the specialized deliverables supplied (such as the successful fine-tuning and deployment of large language models, development of AI-driven threat detection systems, or timely supply of specialized hardware components); (iv) the commencement, progression, and completion of critical technical milestones, joint research programmes, or proof-of-concept developments; (v) the successful execution of management targets relating to strategic advisory, regulatory compliance, or digital transformation initiatives; (vi) the Grantee's anticipated future contribution to the long-term development of the Group (including with respect to their experience, expertise, insight, participation in specific projects, or achievement of specific work targets or business collaboration targets etc.); and/or (vii) other criteria to be determined by the Board at its absolute discretion.

For Service Providers under the category of business partners, performance targets may be set in terms of (i) financial parameters of the Group (such as the revenue, profits, general financial condition of the Group and return on investment directly attributable to the distribution and commercialisation of the Group's cybersecurity products and AI-enabled solutions); (ii)

LETTER FROM THE BOARD

non-financial parameters of the Group (such as the Group's strategic objectives, operational targets and future development plan); (iii) market expansion and ecosystem development milestones (such as successful channel development, expansion of regional or e-commerce sales networks, joint go-to-market initiatives, and customer acquisition in the AI-cybersecurity convergence domain); (iv) operational and service excellence, (such as customer satisfaction metrics, the successful completion of complex system and cloud security integrations, and the quality of ongoing after-sales technical support and customer training provided); (v) the Grantee's anticipated future contribution to the long-term development of the Group (including with respect to their experience, expertise, insight, participation in specific projects, or achievement of specific work targets or business collaboration targets etc.); and/or (vi) other criteria to be determined by the Board at its absolute discretion.

For Service Providers under the category of strategic technology and innovation partners, performance targets may be set in terms of (i) financial parameters of the Group (such as the revenue, profits and general financial condition of the Group); (ii) non-financial parameters of the Group (such as the Group's strategic objectives, operational targets and future development plan); (iii) technological enablement and integration milestones, (such as the successful provision, integration, and performance of proprietary AI models, training datasets, or real-time threat intelligence feeds that enhance the Group's cybersecurity offerings); (iv) joint innovation and intellectual property generation, including the commencement, progression, and successful completion of co-development projects (such as, autonomous security operations or intelligent compliance automation and technology incubation initiatives); (v) commercial and strategic impact, (such as the contribution to the Group's technological leadership, market competitiveness, and revenue generation resulting from the commercialisation of co-developed solutions); (vi) regulatory and certification achievements, (such as the successful attainment of relevant product certifications, industry standards for AI safety, and compliance with evolving cybersecurity regulatory frameworks); (vii) the Grantee's anticipated future contribution to the long-term development of the Group (including with respect to their experience, expertise, insight, participation in specific projects, or achievement of specific work targets or business collaboration targets etc.); and/or (viii) other criteria to be determined by the Board at its absolute discretion.

The Company will evaluate the actual performance and contribution of a Grantee against the performance targets set and form a view as to whether the relevant performance targets have been satisfied. Each performance target may be assessed either on a time basis (i.e. annually or cumulatively over a period of years compared to previous years' results) or upon the completion of the milestone event(s) as specified in the relevant offer letter, in each case as specified by the Board or the Remuneration Committee (as the case may be) in its sole discretion. The Board or the Remuneration Committee (as the case may be) shall have the sole discretion in determining whether the relevant performance targets for the Grantee have been met.

The Board considers that it may not always be appropriate to impose performance targets particularly when the purpose of granting Share Awards is to remunerate or compensate the Eligible Participants. The Board may at its discretion specify any conditions (including performance targets (if any)) which must be satisfied before the Share Awards may be vested.

LETTER FROM THE BOARD

The Board believes that it is not practicable to expressly set out a generic set of performance targets in the New Share Award Scheme, as each Eligible Participant will play different roles and contribute in different ways to the Group, and new performance targets may be taken into account and/or imposed depending on the development of the industry segment and the macro environment. Providing the Board with more flexibility in setting the terms and conditions of the Share Awards under particular circumstances of each grant will facilitate the Board's aim to offer meaningful incentives to attract and retain quality personnel that are valuable to the development of the Group and for the benefit of the Group and the Shareholders as a whole.

Given that the Board is entitled to determine any performance targets to be achieved, it is expected that the Grantees of the Award will make an effort to contribute to the development of the Group so as to bring about an increased market price of the Shares in order to capitalize on the benefits of the Award granted under the New Share Award Scheme and in turn benefiting the Company and the Shareholders as a whole. As such, the Board (including the independent non-executive Directors) considers that the performance targets align with the purpose of the New Share Award Scheme.

Upon the occurrence of certain events in relation to an Eligible Participant, no further Share Awards may be granted to such Eligible Participant and the Share Awards granted to such Eligible Participant shall be clawed back and such Share Awards shall lapse accordingly on the date as determined by the Board (if such Share Awards are unvested). In addition, where a Share Award granted to an Eligible Participant has already been vested, at the time when the Eligible Participant's Share Awards are clawed back, the Eligible Participant shall return, by the Board's determination at its sole and absolute discretion, either (i) the exact number of the relevant vested and clawed back underlying Shares in respect of such Share Awards, or (ii) the monetary amount equivalent to the value of the relevant underlying Shares of the Share Awards (a) on the grant date, or (b) on the date of vesting of the relevant Share Awards, or (c) on the date of such clawback (as determined by the Board at its sole and absolute discretion which will be informed to the Grantee). The Board will take into account individual circumstances when devising any clawback mechanism such as the role of the Grantee, the purpose of the grant (for example whether as recognition of past contribution or as incentive to motivate such Grantee to contribute to the Group in the future on an ongoing basis), whether it would be particularly burdensome and complicated to implement the clawback mechanism, whether there are any tax implications, etc.

For details of the clawback mechanism of the New Share Award Scheme, please refer to the paragraph headed "11. PERFORMANCE TARGET AND CLAWBACK" in Appendix III to this circular.

The Board (including the independent non-executive Directors) is of the view that the performance targets and clawback mechanism allow more flexibility for the Board in setting the terms and conditions of the Share Awards under particular circumstances of each grant. By facilitating the Board's aim to offer meaningful incentives to attract and retain quality personnel that are valuable to the development of the Group, the performance target and clawback mechanism are considered to be beneficial to the Group and the Shareholders as a whole.

LETTER FROM THE BOARD

Purchase Price

The purchase price of the Award Shares (if any) shall be such price which shall be determined by the Board based on considerations such as the purpose of the Share Awards and the characteristics and profile of the Grantee. Such room for discretion provides the Board with flexibility to stipulate, if necessary, a purchase price for Award Shares, while balancing the purpose of the Share Awards and the interests of the Shareholders.

General Information

The Company does not at present intend to appoint a trustee to the New Share Award Scheme. None of the Directors is a trustee of the New Share Award Scheme nor has a direct or indirect interest in the trustee(s) of the New Share Award Scheme. The Company will comply with the Listing Rules if and when a trustee is appointed to the New Share Award Scheme.

The Company has sought legal advice on the applicability of the prospectus requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Ordinance**”). As advised by the Hong Kong legal advisers of the Company, the Directors understand that whilst the New Share Award Scheme is not restricted to executives and employees of the Group, the adoption of the New Share Award Scheme would not constitute an offer to the public and the prospectus requirements under the Ordinance are not applicable. The Company will comply with the relevant requirements under the Ordinance when granting Awards, if applicable.

The New Share Award Scheme will be funded by new Shares, existing Shares, and treasury shares. Therefore, the scheme constitutes a share scheme involving the issue of new shares by the Company under Chapter 17 of the Listing Rules.

A summary of the principal terms of the New Share Award Scheme is set out in Appendix III to this circular. A copy of the New Share Award Scheme will be published on the websites of the Company at www.edvanceintl.com and the Stock Exchange at www.hkexnews.hk for a period of not less than 14 days before the date of the Annual General Meeting and will be made available for inspection at the Annual General Meeting.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued in respect of all Share Awards to be granted under the New Share Award Scheme.

As at the Latest Practicable Date, no Shareholder had a material interest in the adoption of the New Share Award Scheme. As such, no Shareholder is required to abstain from voting on the resolution(s) in relation thereto.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had no plan or intention to grant Share Awards to the Eligible Participants under the New Share Award Scheme in the next 12-month period after obtaining the Shareholders' approval for the adoption of the New Share Award Scheme.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice of the Annual General Meeting is set out on pages 55 to 61 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, 9 September 2026 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, 11 September 2026, the register of members of the Company will be closed from Monday, 7 September 2026 to Friday, 11 September 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the

LETTER FROM THE BOARD

entitlement of the Shareholders to attend and vote at the Annual General Meeting will be Friday, 11 September 2026. 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, 4 September 2026.

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 1,009,717,000 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 100,971,700 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 2026) 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

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 Price	
	Highest HK\$	Lowest HK\$
2025		
August	0.350	0.213
September	0.375	0.250
October	0.445	0.325
November	0.650	0.295
December	0.730	0.520
2026		
January	0.910	0.465
February	0.900	0.580
March	0.680	0.450
April	0.860	0.580
May	0.950	0.730
June	0.900	0.720
July	0.850	0.750
August (up to the Latest Practicable Date)	0.795	0.750

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. Lam Tak Ling (林德齡) (“**Mr. Lam**”), aged 55, was appointed as an executive Director on 21 November 2016. He is a member of our Investment Committee. He joined the Group in January 2011 and he is responsible for managing the overall development of enterprise solutions.

Mr. Lam has over 29 years of experience in the IT industry. He joined HP Hong Kong in September 1997 and subsequently Hewlett-Packard HKSAR Ltd., and his last position prior to his departure in December 2010 was program manager.

Mr. Lam obtained a bachelor of engineering degree in computer science and a master of philosophy degree in computer science from the Hong Kong University of Science and Technology in November 1995 and November 1998, respectively.

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

Mr. Lam had entered into a service contract with the Company for an initial 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 with the Articles of Association and the Listing Rules and terminated by either the Company or himself giving each other one month notice in writing. Under the service contract, Mr. Lam 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. Lam and the Group's performance for the financial year concerned. Mr. Lam received emoluments of approximately HK\$1,959,000 and discretionary bonus of approximately HK\$616,000 for the financial year ended 31 March 2026 for his various management positions held in the Group. Any future emoluments to be paid to Mr. Lam shall be determined and approved by the Remuneration Committee based on the responsibilities and performance of Mr. Lam and prevailing market conditions and will be disclosed in due course.

Mr. Lam does not have any relationship with any existing Directors, senior management of the Group, substantial Shareholders or controlling Shareholders. Save as disclosed above, he has 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 other information relating to Mr. Lam that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NON-EXECUTIVE DIRECTOR

Mr. Ang Aaron (“**Mr. Ang**”), aged 40, was appointed as a non-executive Director on 7 July 2026.

With over a decade of high-impact experience, Mr. Ang brings a rare blend of public-sector authority and private-sector agility. He previously served as a senior manager at the Cyber Security Agency of Singapore (CSA), where he oversaw national-scale cybersecurity programmes and gained deep fluency in the regulatory frameworks governing critical information infrastructure. His corporate leadership is equally distinguished, having served as chief information security officer (CISO) and vice-president at Wissen International, where he drove enterprise-level cybersecurity distribution and managed services across Asia. Additionally, as the former chief technology officer of Cyber Leaders Nexus, he led regional cyber-AI initiatives, further cementing his expertise in integrating emerging technologies with robust defense mechanisms.

Mr. Ang’s career is underpinned by a strong foundation in cybersecurity education, having held leadership roles at Right-Hand Cybersecurity and ThriveDX Enterprise. He holds a bachelor’s degree in education from Nanyang Technological University, a diploma in education from the same institution, and a diploma in Chinese studies from Ngee Ann Polytechnic. His profound expertise in AI governance, regulatory compliance, and regional service dynamics will be instrumental in driving the Company’s strategic growth.

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

Mr. Ang has 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 with 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. Ang was entitled to an annual director’s fee of HK\$240,000 per annum, which was determined with reference to his duties and responsibilities with the Company and the prevailing market condition. The Remuneration Committee will review the remuneration of Mr. Ang and make appropriate recommendation to the Board.

Mr. Ang does not have any relationship with any existing Directors, senior management of the Group, substantial Shareholders or controlling Shareholders. Save as disclosed above, he has 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 other information relating to Mr. Ang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Choi Sum Shing Samson (蔡琛誠) (“Mr. Samson Choi”), aged 48, was appointed as independent non-executive Director on 17 April 2026. He is a member of our Nomination Committee, Remuneration Committee, and Investment Committee, and is the chairman of our Audit Committee.

Mr. Samson Choi currently serves as a chief advisor of Baker Tilly Hong Kong on its financial advisory practice. Mr. Samson Choi joined Deloitte Touche Tohmatsu in 2001 and departed in 2024 with his last position as an equity partner of M&A transaction services. He has extensive experience in accounting and corporate finance, with strong expertise in mergers and acquisitions, financial due diligence, deal execution and capital raising.

Mr. Samson Choi obtained his bachelor’s degree in business administration from Hong Kong University of Science and Technology in 2001. He is a fellow member of the Association of Chartered Certified Accountants.

Mr. Samson Choi is currently: (i) a non-executive director at Greatview Aseptic Packaging Company Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 468); and (ii) an independent non-executive director of Hanfort Development Holdings Limited (formerly known as Sino Golf Holdings Limited), a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 361). From June 2024 to July 2025, Mr. Samson Choi was an independent non-executive director of Platt Nera International Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 1949).

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

Mr. Samson Choi 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 with 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. Samson Choi was entitled to an annual director’s fee of HK\$240,000 per annum, which was determined with reference to his duties and responsibilities with the Company and the prevailing market condition. The Remuneration Committee will review the remuneration of Mr. Samson Choi and make appropriate recommendation to the Board.

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

- (a) Mr. Samson Choi confirmed his independence in respect of each of the factors set out in Rule 3.13 of the Listing Rules;
- (b) Mr. Samson Choi has demonstrated continued independent judgement which contributed positively to the development of the Company's strategy and policies;
- (c) Mr. Samson Choi 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. Samson Choi 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. Samson Choi does not receive any remuneration from a third party in relation to his directorship;
- (f) Mr. Samson Choi does not have any financial, business, family or other material relationships with the Group, its management, advisers and business;
- (g) Mr. Samson Choi does not hold any cross directorships or other significant links with other directors through involvement with other companies; and
- (h) Mr. Samson Choi 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. Samson Choi suitably independent to carry out his duties as an independent non-executive Director. Save as disclosed above, Mr. Samson Choi (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. Samson Choi that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Chan Siu Ming Simon (陳兆銘) ("Mr. Simon Chan"), aged 57, was appointed as an independent non-executive Director on 23 March 2017. He is a member of our Remuneration Committee and Audit Committee and is the chairman of our Nomination Committee.

Mr. Simon Chan has over 23 years of experience in the legal industry. He was admitted as a solicitor in Hong Kong in November 2003. He joined Baker McKenzie as a trainee solicitor in September 2001 and became an associate from September 2003 to January 2008. Mr. Simon Chan joined Langham Hospitality Group as the vice president of the legal department in January 2008 and became the head of the legal department since 26 February 2019.

Mr. Simon Chan graduated from The University of British Columbia in Canada with a bachelor of applied science degree in electrical engineering in May 1991. He further obtained a master of business administration degree from University of Surrey in the United Kingdom through distance learning in October 1998. He was awarded a postgraduate certificate in laws from The University of Hong Kong in June 2001, and earned a bachelor of laws degree from The Manchester Metropolitan University in the United Kingdom through part-time study in September 2002.

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

Mr. Simon Chan 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 with 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. Simon Chan was entitled to an annual director's fee of HK\$204,000 for the financial year ended 31 March 2026 which was determined with reference to overall performance and his duties and responsibilities with the Company. The Remuneration Committee will review the remuneration of Mr. Simon Chan and make appropriate recommendation to the Board.

Although Mr. Simon Chan has served as an independent non-executive Director for more than 9 years, after due and careful consideration, the Board and the Nomination Committee consider that Mr. Simon Chan continues to be independent and is able to carry out his duties as an independent non-executive Director for the following reasons:

- (a) Mr. Simon Chan confirmed his independence in respect of each of the factors set out in Rule 3.13 of the Listing Rules;
- (b) Mr. Simon Chan has demonstrated continued independent judgement which contributed positively to the development of the Company's strategy and policies;
- (c) Mr. Simon Chan 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. Simon Chan 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. Simon Chan does not receive any remuneration from a third party in relation to his directorship;
- (f) Mr. Simon Chan does not have any financial, business, family or other material relationships with the Group, its management, advisers and business;
- (g) Mr. Simon Chan does not hold any cross directorships or other significant links with other directors through involvement with other companies; and
- (h) Mr. Simon Chan 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. Simon Chan suitably independent to carry out his duties as an independent non-executive Director, and recommend Mr. Simon Chan for re-election as an independent non-executive Director at the Annual General Meeting.

Save as disclosed above, Mr. Simon Chan (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. Simon Chan that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The following is a summary of the principal terms of the New Share Award Scheme to be considered and approved by Shareholders at the Annual General Meeting. It does not form part of, nor is it intended to be part of, the New Share Award Scheme. The Directors reserve the right at any time prior to the Annual General Meeting to make amendments to the New Share Award Scheme as they may consider necessary or appropriate provided, that such amendments do not conflict in any material aspect with the summary set out in this Appendix.

1. PURPOSE

The specific objectives of the New Share Award Scheme are (i) to recognise the contributions of certain Eligible Participants and to provide them with incentives in order to retain them for the continual operation, development and growth of the Group; and (ii) to attract suitable personnel for the further development and growth of the Group.

2. CONDITIONS PRECEDENT

The adoption of the New Share Award Scheme is conditional upon (i) the passing of resolutions by the Shareholders to approve the adoption of the New Share Award Scheme; and (ii) the Stock Exchange granting approval of the listing of, and permission to deal in, the new Shares which may be issued by the Company in respect of the relevant Awards to be granted under the New Share Award Scheme.

3. DURATION AND ADMINISTRATION

The New Share Award Scheme shall be valid and effective for a period of ten (10) years commencing on the Adoption Date. However, the Company may by resolution at general meeting at any time terminate the New Share Award Scheme. Upon the expiry or termination of the New Share Award Scheme, no further Share Awards may be offered or granted under the New Share Award Scheme but the provisions of the New Share Award Scheme shall remain in full force and effect to the extent necessary to give effect to the vesting of any Share Awards granted prior thereto.

The New Share Award Scheme shall be subject to the administration of the Board in accordance with the terms of the New Share Award Scheme. The Board may by resolution delegate any or all of its powers in the administration of the New Share Award Scheme and appoint any Director or sub-committee of the Board to form an administration committee or any other committee or sub-committee or any person(s) be authorised by the Board to act on its behalf for such purpose. The decision of the Board with respect to any matter arising under the New Share Award Scheme (including the interpretation of any terms) shall be final and binding.

4. ELIGIBILITY

Eligible Participants include (i) the Employee Participants; (ii) the Related Entity Participants; and (iii) the Service Providers, provided that the Board shall have absolute discretion to determine whether or not one falls within the above category. The eligibility of each of the Eligible Participants shall be determined by the Board or a committee of the Board on a case-by-case basis.

For Employee Participants, the Board will generally consider, amongst others, (i) their educational and professional qualifications, and knowledge in the industry; (ii) their skills, knowledge, experience, expertise and other relevant personal qualities; (iii) their length of engagement or employment with the Group; (iv) their performance, time commitment, responsibilities or employment conditions according to the prevailing market practice and industry standards; and (v) their contribution made or expected to be made to the growth of the Group.

For Related Entity Participants, the Board will generally consider, amongst others, (i) the positive impacts (including support, assistance, guidance, advice, efforts and/or contributions) expected from the Related Entity Participant on the Group's research and development, innovation pipeline advancement or future commercialization efforts with reference to the historical positive impacts brought by such Related Entity Participant; (ii) the Related Entity Participant's actual degree of involvement in and/or cooperation with the Group and length of collaborative relationship the Related Entity Participant has established with the Group via its roles and positions held in the Related Entity; (iii) the number, scale and nature of the projects in which the Related Entity Participant is involved that can promote the business, research and development and growth of the Group; (iv) whether the Related Entity Participant has referred or introduced the opportunities (such as research collaborations, licensing, strategic alliances, new technology platforms or joint research and development ventures) to the Group which have materialized into further collaboration relationships; (v) whether the Related Entity Participant has assisted the Group in entering into new research areas, accessing new scientific or technological platforms, or enhancing the Group's competitive position in its field of endeavour; and (vi) the materiality and nature of the business relations between the related entity (in which the Related Entity Participant holds office or position) and the Group, and the contribution made by the Related Entity Participant in such related entity through the collaborative relationship that may benefit the core research & development, innovation or future commercialization of the Group.

Service Providers are persons who have consistently and continuously provided services to the Group in the course of its ordinary business operations that are conducive to its long-term development, strategic transformation and technological advancement. Such persons provide professional services, consultancy services, technology development services, research and innovation services, or other similar services to the Group, including services that support, enable or accelerate the Group's expansion and diversification from traditional cybersecurity

distribution into the integration of artificial intelligence in cybersecurity and the provision of cybersecurity solutions for artificial intelligence systems.

For the avoidance of doubt, Service Providers exclude any placing agent or financial adviser providing advisory services for fundraising, mergers or acquisitions, and other professional services providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity.

Service Providers comprise three categories of individuals as follows:

- (a) **Product or service providers:** suppliers, consultants, advisers or agents specifically limited to the Company's principal business, namely, 1) distribution of cybersecurity products and 2) the provision of cybersecurity services. Product or specific service types provided by service providers include:
- **Technical Services:** artificial intelligence technology development, machine learning model design and training, AI algorithm research and optimisation, natural language processing development, computer vision technology development, large language model (LLM) fine-tuning and deployment, AI-driven threat detection and response system development, automated vulnerability assessment tool development, intelligent security orchestration and automation platform development, hardware component supply, system integration, technical consulting, patent technology licensing, technical training, and support services;
 - **AI and Cybersecurity Convergence Services:** the development of AI-powered cybersecurity products, as well as the development of cybersecurity solutions designed to protect AI systems and infrastructure;
 - **Data Science and Analytics Services:** cybersecurity data analytics, threat intelligence data processing, security data lake architecture, behavioural analytics for anomaly detection, and AI model performance monitoring and evaluation services;
 - **Hardware Component Services:** sensor supply, chip supply (such as, AI accelerator chips and specialised security processing units), display supply, electronic component supply, edge computing device supply, and IoT security hardware supply;
 - **Research and Development Services:** joint research programmes with academic institutions or research laboratories, proof-of-concept development, prototype design and testing, and applied research in emerging areas at the intersection of AI and cybersecurity;

- **Consulting Services:** advisory and consulting services related to product development and sales, AI strategy, cybersecurity strategy, digital transformation, business strategy, regulatory compliance (such as, AI regulatory compliance and data protection), human resources, marketing, corporate management, and intellectual property strategy.

The services provided by the product and service providers are highly specialized, continuous and strategically critical, with their work and deliverables directly impacting the competitiveness and innovation capabilities of the Group's products and technological leadership of the Group's products. In particular, as the Group pursues its strategic objective of integrating AI into its cybersecurity offerings and expanding into the provision of cybersecurity solutions for AI-driven systems and enterprises, the contributions of these service providers are essential to building and sustaining the Group's differentiated market position. Granting Awards to them helps ensure alignment of long-term interests between these service providers and the Company. Based on the above, the Board (including independent non-executive Directors) considers that their inclusion as Eligible Participants under the New Share Award Scheme is (i) fair and reasonable, (ii) in the interests of the Company as a whole, and (iii) in line with the Company's business needs and industry norms.

The eligibility of Service Providers under this category shall be considered on a case-by-case basis, with reference to factors including (but not limited to): (i) the nature, scope, frequency and technological sophistication of the products, services and/or contracts; (ii) the reliability, quality and innovation value of the products and/or services supplied; (iii) their potential and/or actual contribution or significance to the Company; (iv) their importance to the Company's financial performance and business development, innovation and growth strategy; and (v) the scarcity and strategic value of the expertise, technology or intellectual property contributed.

- (b) **Business partners:** distributors, partners, value-added resellers or ecosystem collaborators. Specific service types provided by business partners include:

- **Distribution and channel services:** including product distribution, dealer management, channel development, regional agency services, e-commerce operations, integrated online-offline sales services, and the development and management of specialised distribution channels for AI-enhanced cybersecurity products and cybersecurity-for-AI solutions;
- **Customer relations and after-sales service:** including customer relationship management, after-sales support, technical maintenance, warranty services, customer satisfaction management, and the provision of ongoing customer education and training on AI-powered cybersecurity solutions;

- **System integration and solution services:** including cybersecurity system integration software, hardware integration, AI-cybersecurity platform integration, cloud security integration, hybrid and multi-cloud security deployment services, and end-to-end solution design and implementation for enterprise clients transitioning to AI-enabled security architectures;
- **Market Development and Ecosystem Services:** joint go-to-market initiatives, industry vertical market development, co-branding and co-marketing activities, and the cultivation of technology alliances and partnerships that extend the reach and applicability of the Group's AI and cybersecurity solutions.

Business partners, such as distributors, value-added resellers and ecosystem collaborators, contribute to the Company's product distribution business by expanding sales channels, managing dealer and regional networks, supporting e-commerce and integrated online-offline sales, and driving customer acquisition and market penetration. They also contribute directly to the Company's cybersecurity services business by providing customer relationship management, after-sales support, technical maintenance, warranty services, system integration, cloud and platform integration, and end-to-end solution implementation. Their services support not only the sale and distribution of the Company's cybersecurity products, but also the delivery of technical implementation and ongoing maintenance and support services to customers.

The services provided by the business partners make a direct contribution to revenue growth, market share expansion and the successful commercialisation of the Group's AI-enhanced cybersecurity and cybersecurity-for-AI product lines. Their performance is highly correlated with the Group's long-term business outcomes. Their established market presence, customer relationships and domain expertise are instrumental in accelerating the adoption of the Group's next-generation offerings. Granting Awards to them helps ensure alignment of long-term interests between these Service Providers and the Company. Based on the above, the Board (including the independent non-executive Directors) considers that their inclusion as Eligible Participants under the New Share Award Scheme is (i) fair and reasonable, (ii) in the interests of the Company as a whole, and (iii) in line with the Company's business needs and industry norms.

While business partners are not employees of the Group, they are, in substance, akin to employees as they render services on a continuing and recurring basis in the ordinary and usual course of business of the Group. Their contributions are integral to the Group's daily operations, business development, and product commercialisation. The nature of their services is deeply embedded within the core business operations of the Group, encompassing critical functions that would otherwise be undertaken by the Group's internal sales, technical support, system integration, and customer service teams. Given that their engagements are typically long-term, close, and

performance-driven, business partners function as a seamless extension of the Group's internal workforce, and their performance has a material and direct bearing on the Group's revenue growth, market positioning, and strategic development.

Furthermore, the inclusion of business partners is aligned with the purpose of the New Share Award Scheme. As their ongoing performance is intrinsically linked to the successful commercialisation of the Group's AI-enhanced products and the expansion of its cybersecurity services, the grant of Awards serves to recognise, incentivise, and retain these essential business partners. By providing equity-based incentives to business partners, the Company can secure their long-term commitment, foster deeper strategic and ecosystem collaboration, and closely align their commercial interests with those of the Company. Accordingly, the Board (including the independent non-executive Directors) considers that the inclusion of business partners as Eligible Participants is fair and reasonable, in the interests of the Company and the Shareholders as a whole, and consistent with the purpose of the New Share Award Scheme.

The eligibility of Service Providers under this category shall be considered on a case-by-case basis, with reference to factors including (but not limited to): (i) their potential and/or actual contribution or strategic significance to the Company; (ii) their importance to the Company's financial performance, business development, innovation, and growth strategy; and (iii) their role in facilitating the Group's market penetration and customer acquisition in the AI-cybersecurity convergence domain.

- (c) **Strategic technology and innovation partners:** technology co-development partners, academic and research institution collaborators, AI model and data providers, and cybersecurity intelligence providers. Specific service types provided by strategic technology and innovation partners include:
- **AI Technology Enablement Services:** the provision of proprietary AI models, training datasets, AI development platforms, cloud-based AI infrastructure, and specialised AI tools that are integrated into or enhance the Group's cybersecurity product offerings;
 - **Cybersecurity Intelligence and Threat Research Services:** the provision of real-time threat intelligence feeds, vulnerability research, zero-day exploit analysis, dark web monitoring, and collaborative threat research initiatives that strengthen the Group's AI-driven threat detection and prevention capabilities;
 - **Joint Innovation and Co-development Services:** collaborative product development, joint intellectual property creation, technology incubation, participation in the Group's innovation labs or accelerator programmes, and

co-development of next-generation solutions at the frontier of AI and cybersecurity (such as autonomous security operations, AI-driven security posture management, and intelligent compliance automation);

- **Standards, Certification and Regulatory Services:** contributions to the development of industry standards for AI safety and cybersecurity, support for product certification and compliance with evolving AI and cybersecurity regulations across jurisdictions, and advisory services on emerging regulatory frameworks governing the responsible deployment of AI in security-critical applications.

Strategic technology and innovation partners contribute to the Company's principal business activities by enabling the Company to procure, enhance, commercialise and support more competitive cybersecurity products and solutions. Through the provision of AI models, datasets, development platforms, threat intelligence, vulnerability research, co-development expertise, certification support and regulatory advisory services, they strengthen the functionality, differentiation and compliance of the Company's product offerings and enhance the quality and sophistication of the Company's technical implementation and support services. Their continuous contributions are particularly important to the Company's strategic expansion from traditional cybersecurity distribution into AI-enhanced cybersecurity and cybersecurity solutions for AI systems.

The services provided by strategic technology and innovation partners are foundational to the Group's long-term competitive advantage and market leadership at the intersection of AI and cybersecurity. Their contributions are characterised by deep technical expertise, strategic foresight and the capacity to generate transformative intellectual property and technological capabilities. Granting Awards to them helps ensure alignment of long-term interests, fosters a collaborative innovation ecosystem, and positions the Group at the forefront of industry evolution. Based on the above, the Board (including the independent non-executive Directors) considers that their inclusion as Eligible Participants under the New Share Award Scheme is (i) fair and reasonable, (ii) in the interests of the Company as a whole, and (iii) in line with the Company's strategic vision, business needs and industry norms.

While strategic technology and innovation partners are not employees of the Group, they are, in substance, akin to employees as they render services on a continuing and recurring basis in the ordinary and usual course of business of the Group. Their contributions are integral to the Group's operations, product commercialisation, technological advancement, and long-term strategic growth. The nature of their work is deeply embedded within the Group's core business, encompassing specialised functions – such as AI model integration, vulnerability research, and co-development – that would otherwise necessitate a substantial expansion of the Group's internal research and development, product innovation, and technical engineering teams. Given

that their engagements are typically long-term, close, and performance-driven, strategic technology and innovation partners function as a seamless extension of the Group's internal technological capabilities, and their continuous contributions have a material and direct bearing on the Group's revenue generation, market positioning, and strategic evolution in the AI-cybersecurity domain.

Furthermore, the inclusion of strategic technology and innovation partners is aligned with the purpose of the New Share Award Scheme. As their ongoing contributions are inextricably linked to the Group's technological leadership, innovation roadmap, and long-term commercial success, the grant of Awards serves to effectively recognise, incentivise, and retain these critical strategic partners. By providing equity-based incentives to strategic technology and innovation partners, the Company can secure their sustained commitment, foster a deeply integrated collaborative innovation ecosystem, and closely align their long-term commercial interests with those of the Company. Accordingly, the Board (including the independent non-executive Directors) considers that the inclusion of strategic technology and innovation partners as Eligible Participants is fair and reasonable, in the interests of the Company and Shareholders as a whole, and consistent with the purpose of the New Share Award Scheme.

The eligibility of Service Providers under this category shall be considered on a case-by-case basis, with reference to factors including (but not limited to): (i) the strategic importance and uniqueness of the technology, data, intelligence or expertise contributed; (ii) the potential for joint value creation and intellectual property generation; (iii) their potential and/or actual contribution or significance to the Company's technological leadership and competitive positioning; and (iv) their importance to the Company's long-term innovation roadmap and growth strategy.

Furthermore, in assessing whether a Service Provider (across all three categories) provides services to the Company on a continuing and recurring basis, the Board and/or its delegates will consider factors such as: (i) the duration and nature of the services provided by the service provider to the Group, and the recurrence and regularity of such products or services; (ii) the length of the service provider's past and/or anticipated engagement; (iii) the purpose for which the service provider is engaged; (iv) the strategic relevance of the service provider's contributions to the Group's stated objective of expanding and diversifying its business from traditional cybersecurity distribution into the convergence of AI and cybersecurity; and (v) the degree to which the service provider's ongoing engagement supports the Group's capacity to develop, deliver and commercialise innovative AI-enhanced cybersecurity solutions and cybersecurity solutions for AI systems.

5. MAXIMUM NUMBER OF SHARES TO BE GRANTED

- (a) Subject to sub-paragraphs (c), (d) and (e) below, the maximum number of new Shares which may be allotted and issued in respect of all Share Awards (involving issue of new Shares (or transfer of treasury shares, as the case may be)) to be granted under

the New Share Award Scheme and all share options and share awards to be granted under any other schemes shall not, in aggregate, exceed 10% of the Shares in issue (excluding any treasury shares) as at the Adoption Date (the “**Scheme Mandate Limit**”) or the date of approval of the Refreshed Scheme Mandate Limit, whichever is the latest. Share awards or share options lapsed in accordance with the terms of the New Share Award Scheme or the other schemes will not be counted for the purpose of calculating the Scheme Mandate Limit.

- (b) Subject to sub-paragraph (a) above and sub-paragraphs (c), (d) and (e) below, within the Scheme Mandate Limit, the maximum number of new Shares which may be allotted and issued in respect of all Share Awards (involving issue of new Shares (or transfer of treasury shares, as the case may be)) that may be granted under the New Share Award Scheme and all share options and share awards which may be granted under any other share schemes for the time being of the Company to the Service Providers shall not, in aggregate, exceed 1% of the Shares in issue (excluding any treasury shares) as at the Adoption Date (the “**Service Provider Sublimit**”) or the date of approval of the Refreshed Service Provider Sublimit, whichever is the latest. Share options or share awards which have lapsed in accordance with the terms of the New Share Award Scheme or the other schemes will not be counted for the purpose of calculating the Service Provider Sublimit.
- (c) The Company may seek approval of the Shareholders in general meeting for “refreshing” the Scheme Mandate Limit and the Service Provider Sublimit after three (3) years from the date of shareholders’ approval for the last refreshment (or the Adoption Date). Any “refreshment” within any three (3) year period must be approved by the Shareholders subject to the following provisions:
 - (i) any controlling shareholders and their associates (or if there are no controlling shareholder of the Company, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates) must abstain from voting in favour of the relevant resolution at the general meeting; and
 - (ii) the Company must comply with the requirements under Rules 13.39(6) and (7), 13.40, 13.41 and 13.42 of the Listing Rules.

The requirements under sub-paragraphs (i) and (ii) above do not apply if the refreshment is made immediately after an issue of securities by the Company to the Shareholders on a pro rata basis as set out in Rule 13.36(2)(a) of the Listing Rules such that the unused part of each of the Scheme Mandate Limit and the Service Provider Sublimit (as a percentage of total number of Shares in issue) upon refreshment is the same as the unused part of each of the Scheme Mandate Limit and the Service Provider Sublimit immediately before the issue of securities, rounded to the nearest whole Share.

- (d) Subject to sub-paragraph (e) below, the total number of new Shares which may be issued in respect of all Share Awards (involving issue of new Shares (or transfer of treasury shares, as the case may be)) to be granted under the New Share Award Scheme and all share options and share awards to be granted under any other schemes under the Scheme Mandate Limit and the Service Provider Sublimit as “refreshed” must not, in aggregate, exceed 10% and 1% of the total number of Shares in issue (excluding any treasury shares) as at the date of approval of the refreshed Scheme Mandate Limit (the “**Refreshed Scheme Mandate Limit**”) and the refreshed Service Provider Sublimit (the “**Refreshed Service Provider Sublimit**”), respectively. Upon such renewal, all Share Awards granted under the New Share Award Scheme and all share options and share awards granted under any other schemes (including those exercised, outstanding, cancelled, lapsed in accordance with the terms of the New Share Award Scheme or other schemes) prior to the approval of such renewal shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit or the Refreshed Service Provider Sublimit. A circular must be sent to the Shareholders containing such relevant information as required by the Listing Rules in connection with the general meeting at which their approval is sought.
- (e) The Company may seek separate approval by the Shareholders at general meeting to grant Share Awards beyond the Scheme Mandate Limit, the Refreshed Scheme Mandate Limit, the Service Provider Sublimit or the Refreshed Service Provider Sublimit provided that the Share Awards in excess of the Scheme Mandate Limit, the Refreshed Scheme Mandate Limit, the Service Provider Sublimit or the Refreshed Service Provider Sublimit are granted only to the Eligible Participants specifically identified by the Company before such approval is sought and the Company must issue a circular to the Shareholders containing such relevant information as required by the Listing Rules in relation to any such proposed grant to such Eligible Participants.

6. MAXIMUM NUMBER OF SHARE AWARD TO ANY ONE INDIVIDUAL

The maximum number of new Shares granted or to be granted to each Eligible Participant under the New Share Award Scheme and all share options and share awards granted under any other schemes to such Eligible Participant (excluding any share options or share awards lapsed in accordance with the terms of the New Share Award Scheme or any other schemes) in any twelve (12) month period up to and including the date of such grant shall not exceed 1% in aggregate of the Shares in issue (excluding any Treasury Shares) as at the date of such grant. Any grant of further Share Awards above this limit shall be subject to the following requirements:

- (a) such grant has been duly approved, in the manner prescribed by the relevant provisions of Chapter 17 of the Listing Rules, by resolution of the Shareholders in general meeting, at which such person and his/her close associates (as defined under the Listing Rules) (or his/her associates if such person is a connected person) shall abstain from voting;
- (b) a circular regarding the grant has been dispatched to the Shareholders in a manner complying with, and containing the information specified in, the relevant provisions of Chapter 17 of the Listing Rules; and
- (c) the number and terms of such Award Share are fixed before the general meeting of the Company at which the same are approved.

7. GRANT OF SHARE AWARD TO A DIRECTOR, CHIEF EXECUTIVE OR SUBSTANTIAL SHAREHOLDERS OF THE COMPANY OR ANY OF THEIR RESPECTIVE ASSOCIATES

Any grant of Share Awards to a Director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive Directors (provided that no independent non-executive Director can participate in approving any grant of Share Awards to himself or herself).

- (a) If the Board is to grant Share Awards of new Shares to a Director (other than an independent non-executive Director) or chief executive of the Company, or any of their respective associates which would result in the number of new Shares issued and to be issued and treasury shares transferred or to be transferred in respect of all share awards granted (regardless of under the New Share Award Scheme or any other schemes but excluding any options and/or awards lapsed in accordance with the terms of the relevant schemes) to such person in the twelve (12) month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue (excluding any treasury shares) or such percentage as prescribed by the Listing Rules; or

- (b) if the Board is to grant Share Awards of new Shares to a substantial shareholder of the Company or an independent non-executive Director or their respective associates which would result in the number of new Shares issued and to be issued and treasury shares transferred or to be transferred in respect of all Share Awards and all share options and share awards under any other schemes granted (excluding any share options and share awards lapsed in accordance with the terms of the relevant schemes) to such person in any twelve (12) month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares in issue (excluding any Treasury Shares) or such percentage as prescribed by the Listing Rules,

such further grant of Share Awards of new Shares must be approved by the Shareholders. The Company must send a circular to the Shareholders containing such information as required under any applicable laws and regulations of Hong Kong or other relevant jurisdictions (including but not limited to Rule 17.04 of the Listing Rules). The relevant Grantee, his/her associates and all core connected persons of the Company must abstain from voting in favour at such general meeting. Any vote taken at the meeting to approve the grant of such Share Awards must be taken by poll in accordance with the Listing Rules. The requirements for the grant to a Director or chief executive of the Company set out in Rule 17.04 of the Listing Rules do not apply where the Eligible Participant is only a proposed Director or chief executive of the Company.

8. GRANT OF AWARD SHARES

- (a) Subject to the terms and conditions of the New Share Award Scheme, the Board may, during a period of ten (10) years commencing on the Adoption Date, at its absolute discretion, grant an Eligible Participant a Share Award of such number of Shares which shall be subject to such conditions as may be determined by the Board in its absolute discretion.
- (b) The Company shall issue the Offer Letter to each Eligible Participant in such form as the Board may determine specifying the Grant Date, the number of Award Shares underlying the Share Awards, the Vesting Dates and such other criteria, conditions, restrictions or limitations in relation thereto in addition to those expressly set forth in the New Share Award Scheme as it may think fit and such further details as the Board may consider necessary, including (without prejudice to the generality of the foregoing):
 - (i) vesting period and conditions, restrictions or limitations relating to the achievement of targets. The performance targets may comprise a mixture of attaining satisfactory financial targets and management targets which shall be determined based on the (i) performance of the Group; (ii) performance of business groups, business units, business lines, functional departments, projects and/or geographical area managed by the Grantee; and/or (iii) individual performance. For example, performance targets may be set in terms of sales, revenue, cash flow, cash collection, return on investment, commencement and

completion of projects, customer satisfaction metrics or such other parameters or matters relevant to the roles and responsibilities of the relevant Grantee. For the avoidance of doubt, the performance targets are not applicable to independent non-executive Directors;

- (ii) purchase price of the Award Shares (if any), which shall be determined by the Board based on considerations such as the purpose of the Share Awards and the characteristics and profile of the Eligible Participant. Such purchase price shall be paid to the Company within the time period stipulated in the Offer Letter;
 - (iii) clawback mechanism for the Company to recover or withhold any remuneration (which may include Share Awards granted) to any Eligible Participants in the event of serious misconduct or other circumstances as the Board may in its absolute discretion determine; and
 - (iv) if applicable, the satisfactory performance of certain obligations by the Grantee as the Board may determine.
- (c) A Share Award is accepted by the Eligible Participant when the Company receives from the relevant Eligible Participant a duly completed and executed Acceptance Notice and a remittance of the purchase price or, if there is no purchase price, a sum of HK\$1.00 (or such other nominal sum in any currency as the Board may determine) as consideration for the grant of the Share Award within the time period stipulated in the Offer Letter and in the absence of such provisions, within twenty-eight (28) days after the Grant Date. Such remittance is not refundable under any circumstances.

9. RESTRICTION ON GRANT OF AWARDS

No grant of the Share Award shall be made under the New Share Award Scheme during the following period:

- (a) where the Company is in possession of inside information (as defined under the SFO), until (and including) the trading day after such inside information has been announced by the Company pursuant to the relevant requirements of any applicable laws and regulations of Hong Kong or other relevant jurisdictions (including but not limited to the Listing Rules). In the event of any delay in publishing a results announcement, no Award shall be granted during such period of delay. In particular, no such actions should be taken during the period immediately preceding the earlier of:
 - (i) 60 days preceding the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's annual results;

(ii) 30 days preceding the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's half-year, or other interim period results (whether or not required under the Listing Rules);

(iii) 60 days preceding the deadline for the Company to publish an announcement of its annual results; and

(iv) 30 days preceding the deadline for the Company to publish an announcement of its half-year, or other interim period results (whether or not required under the Listing Rules),

and ending on the date of actual publication of the results announcement; or

(b) where dealings by the Eligible Participant are prohibited under any code or requirement of the Listing Rules (including the Model Code for Securities Transactions by Directors of Listed Issuers) or any other applicable laws or regulations from time to time.

10. VESTING PERIOD

The vesting period for the Share Awards under the New Share Award Scheme shall be at least twelve (12) months. The Board (or the Remuneration Committee where it relates to grants of Share Awards to an Employee Participant who is a Director and/or senior manager of the Company) may at its discretion grant a shorter vesting period to an Employee Participant. Set out below are the circumstances which may trigger a shorter vesting period:

(i) grants of "make-whole" Share Award(s) to new joiners to replace the share awards they forfeited when leaving their previous employers;

(ii) grants to an Employee Participant whose employment is terminated due to death, disability or in the event of force majeure;

(iii) grants with performance-based vesting conditions provided in the New Share Award Scheme or as specified in the Offer Letter in lieu of time-based vesting criteria;

(iv) grants with a mixed or accelerated vesting schedule such as where the Award Shares may vest evenly over a period of 12 months, or where the Award Shares may vest by several batches with the first batch vesting within 12 months of the Grant Date and the last batch vesting 12 months after the Grant Date; or

(v) grants that are made in batches during a year for administrative and compliance reasons, which include Share Awards that should have been granted earlier if not for such administrative or compliance reasons but had to wait for subsequent batch.

In such case, the vesting period may be shorter to reflect the time from which the Share Awards would have been granted.

11. PERFORMANCE TARGET AND CLAWBACK

Vesting of the Share Awards will be subject to performance targets, if any, to be satisfied by the Eligible Participants as determined by the Board or the Remuneration Committee. The performance targets may comprise a mixture of attaining satisfactory key performance indicators components and management targets which shall be determined based on the (i) performance of the Group; (ii) performance of business groups, business units, business lines, functional departments, projects and/or geographical area managed by the Grantee; (iii) individual performance; (iv) Eligible Participants' expertise, skills or experience; and/or (v) other criteria to be determined by the Board at its absolute discretion. For example, performance targets may be set in terms of sales, revenue, cash flow, cash collection, return on investment, commencement and completion of projects, customer satisfaction metrics or such other parameters or matters relevant to the roles and responsibilities of the relevant Grantee. For the avoidance of doubt, the performance targets are not applicable to the independent non-executive Directors.

For Employee Participants, performance targets may be set in terms of (i) financial parameters of the Group (such as the revenue, profits and general financial condition of the Group); (ii) non-financial parameters of the Group (such as the Group's strategic objectives, operational targets and future development plan); (iii) the key performance indicators of the Grantee's departments and/ or business units, and the Grantee's position key performance indicators relevant to his/her roles and responsibilities and/or his/her annual appraisal results (such as performance appraisal within a specified period reaching a desirable level); (iv) the Grantee's anticipated future contribution to the Group (including with respect to their experience, expertise, insight, participation in specific projects, or achievement of specific work targets etc.); and/or (v) other criteria to be determined by the Board at its absolute discretion.

For Related Entity Participants, performance targets may be set in terms of (i) financial parameters of the Group (such as the revenue, profits and general financial condition of the Group); (ii) non-financial parameters of the Group (such as the Group's strategic objectives, operational targets and future development plan); (iii) the Grantee's contribution to the Group's financial and operating results (such as period of engagement, increase in revenue or profits, reduction in costs, product/service advancement); (iv) the Grantee's anticipated future contribution to the long-term development of the Group (including with respect to their experience, expertise, insight, participation in specific projects, or achievement of specific work targets or business collaboration targets etc.); and/or (v) other criteria to be determined by the Board at its absolute discretion.

For Service Providers under the category of product or service providers, performance targets may be set in terms of (i) financial parameters of the Group (such as the revenue, profits, general financial condition of the Group and return on investment directly attributable to the

cybersecurity and AI convergence solutions provided); (ii) non-financial parameters of the Group (such as the Group's strategic objectives, operational targets and future development plan); (iii) the reliability, quality, and innovation value of the specialized deliverables supplied (such as the successful fine-tuning and deployment of large language models, development of AI-driven threat detection systems, or timely supply of specialized hardware components); (iv) the commencement, progression, and completion of critical technical milestones, joint research programmes, or proof-of-concept developments; (v) the successful execution of management targets relating to strategic advisory, regulatory compliance, or digital transformation initiatives; (vi) the Grantee's anticipated future contribution to the long-term development of the Group (including with respect to their experience, expertise, insight, participation in specific projects, or achievement of specific work targets or business collaboration targets etc.); and/or (vii) other criteria to be determined by the Board at its absolute discretion.

For Service Providers under the category of business partners, performance targets may be set in terms of (i) financial parameters of the Group (such as the revenue, profits, general financial condition of the Group and return on investment directly attributable to the distribution and commercialisation of the Group's cybersecurity products and AI-enabled solutions); (ii) non-financial parameters of the Group (such as the Group's strategic objectives, operational targets and future development plan); (iii) market expansion and ecosystem development milestones (such as successful channel development, expansion of regional or e-commerce sales networks, joint go-to-market initiatives, and customer acquisition in the AI-cybersecurity convergence domain); (iv) operational and service excellence, (such as customer satisfaction metrics, the successful completion of complex system and cloud security integrations, and the quality of ongoing after-sales technical support and customer training provided); (v) the Grantee's anticipated future contribution to the long-term development of the Group (including with respect to their experience, expertise, insight, participation in specific projects, or achievement of specific work targets or business collaboration targets etc.); and/or (vi) other criteria to be determined by the Board at its absolute discretion.

For Service Providers under the category of strategic technology and innovation partners, performance targets may be set in terms of (i) financial parameters of the Group (such as the revenue, profits and general financial condition of the Group); (ii) non-financial parameters of the Group (such as the Group's strategic objectives, operational targets and future development plan); (iii) technological enablement and integration milestones, (such as the successful provision, integration, and performance of proprietary AI models, training datasets, or real-time threat intelligence feeds that enhance the Group's cybersecurity offerings); (iv) joint innovation and intellectual property generation, including the commencement, progression, and successful completion of co-development projects (such as, autonomous security operations or intelligent compliance automation and technology incubation initiatives); (v) commercial and strategic impact, (such as the contribution to the Group's technological leadership, market competitiveness, and revenue generation resulting from the commercialisation of co-developed solutions); (vi) regulatory and certification achievements, (such as the successful attainment of relevant product certifications, industry standards for AI safety, and compliance with evolving cybersecurity regulatory frameworks); (vii) the Grantee's anticipated future contribution to the

long-term development of the Group (including with respect to their experience, expertise, insight, participation in specific projects, or achievement of specific work targets or business collaboration targets etc.); and/or (viii) other criteria to be determined by the Board at its absolute discretion.

The Company will evaluate the actual performance and contribution of a Grantee against the performance targets set and form a view as to whether the relevant performance targets have been satisfied. Each performance target may be assessed either on a time basis (i.e. annually or cumulatively over a period of years compared to previous years' results) or upon the completion of the milestone event(s) as specified in the relevant offer letter, in each case as specified by the Board or the Remuneration Committee (as the case may be) in its sole discretion. The Board or the Remuneration Committee (as the case may be) shall have the sole discretion in determining whether the relevant performance targets for the Grantee have been met.

Upon the occurrence of any of the following events (as solely determined by the Board) in relation to a Grantee, no further Share Awards shall be granted to such Grantee and the Share Awards already granted to such Grantee shall be clawed back and such Share Awards shall lapse accordingly on the date as determined by the Board (if such Share Awards are unvested):

- (a) a Grantee ceases to be an Eligible Participant by reason of the termination of his/her employment or directorship with the relevant company on any one or more of the grounds of misconduct, bankruptcy, insolvency, composition with his creditors or conviction of any criminal offence involving his/her integrity or honesty or (in the case of the Grantee being an Eligible Participant by reason of his/her employment with the relevant company and if so determined by the Board) on any other ground on which an employer would be entitled to terminate such Grantee's employment at common law or pursuant to any applicable laws or under the Grantee's service contract with the relevant company. A resolution of the Board or the board of directors of the relevant company stating whether the employment or directorship of a Grantee has or has not been terminated on one or more of the grounds specified in this paragraph 11(a) shall be conclusive;
- (b) the Grantee has failed to discharge, or failed to discharge properly, his/her duties or fail to comply with the Company's internal policies, adhere to the terms of his/her employment agreement, or demonstrate a satisfactory level of performance and thereby resulting in serious loss in assets and other serious and adverse consequences to any member of the Group;
- (c) the Grantee has been sanctioned by the Stock Exchange, or was subject to any disciplinary actions imposed by the Securities and Futures Commission of Hong Kong or has been convicted of any criminal offence;

- (d) the Grantee has failed to comply with any non-compete covenants or restrictive covenants or any terms and conditions of a similar effect applicable to the Grantee (if any) pursuant to any internal guideline(s) adopted by the Company (as amended, supplemented or modified from time to time);
- (e) the granting of any Share Awards was based on material misstatements in financial statements or any other materially inaccurate performance metric criteria; or
- (f) the Share Awards to the Grantee will no longer be appropriate and aligned with the purpose of this Scheme.

Where a Share Award (or any part thereof) granted to a Grantee has already been vested at the time when such Share Award is clawed back pursuant to this paragraph 11, the Grantee shall return, by the Board's determination at its sole and absolute discretion, either (i) the exact number of vested and clawed back Share(s), (ii) the monetary amount equivalent to the Value of the relevant Share(s) (I) on the Grant Date, or (II) on the Vesting Date, or (III) on the date of such clawback (as determined by the Board at its sole and absolute discretion which will be informed to the Grantee).

Where a Share Award (or any part thereof) granted to a Grantee is unvested at the time when such Share Award is clawed back pursuant to this paragraph 11, such Share Award (or any part thereof) subject to clawback will lapse on the date as determined by the Board and the relevant Shares will not vest on the relevant Vesting Date and the relevant Shares will not be counted for the purpose of the Scheme Mandate Limit.

For the purpose of this paragraph 11, "**Value**" of the relevant Share(s) is the average closing price of the Share(s) as stated in the Stock Exchange's daily quotations sheets for the five (5) Business Days immediately preceding the relevant date of determination (being the Grant Date, the Vesting Date or the date of clawback, as applicable).

12. LAPSE OF AWARDS

An Award (to the extent not vested) shall lapse automatically on the earliest of:

- (a) if a Grantee ceases to be an Eligible Participant for reasons other than: (i) retirement of the Grantee at his/her normal retirement age as specified in his/her terms of employment or contractual engagement with the Group or as prescribed by any applicable laws or regulations; or (ii) his/her job-related permanent physical or mental disablement or job-related death;

- (b) in the event of an order for the winding-up of the Company being made or a resolution being passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company) on or prior to any Vesting Date;
- (c) the Grantee is found to be an Excluded Participant; or
- (d) the Grantee fails to meet the conditions of a grant or vesting of an Award, or to provide such information or documents as may be required under the terms of the Award.

13. RIGHTS UPON CHANGE IN CONTROL

If an event of change in control of the Company occurs, whether by way of offer, merger or privatisation by way of a scheme of arrangement, in respect of Award Shares, all the outstanding Share Award will immediately vest on the date when such change of control event becomes or is declared unconditional or at an earlier date as determined by the Board at its sole discretion.

14. RIGHTS ATTACHING TO THE SHARES

Share Awards granted but unvested under the New Share Award Scheme will not entitle the Grantees to any voting, dividend, transfer and other rights (including those arising on liquidation of the Company). Award Shares vested pursuant to the New Share Award Scheme will be subject to all the provisions of the Articles for the time being in force and will rank *pari passu* in all respects with other Shares in issue on the date they are transferred to the Grantee and accordingly, will entitle the holders to the same voting, dividend, transfer and other rights (including those arising on liquidation of the Company) as the existing fully paid Shares in issue on the date on which they are transferred upon vesting of a Share Award. Without prejudice to the generality of the foregoing, Award Shares vested pursuant to the New Share Award Scheme shall entitle their holders to participate in all dividends or other distributions paid or made on or after the date on which the Shares are transferred to the Grantee.

15. REORGANIZATION OF CAPITAL STRUCTURE

If the Company conducts any capitalisation issue, rights issue, share consolidation, share subdivision or capital reduction, corresponding adjustments (if any) shall be made to the maximum number of Shares that may be issued by the Company in respect of all the Awards and other share awards and share options to be granted pursuant to all the Share schemes of the Company under the Scheme Mandate Limit (or the Refreshed Scheme Mandate Limit) with reference to the total number of issued Shares as at the date immediately before and after such event and rounded to the nearest whole Share, such that each Grantee will be entitled to the same proportion of the Company's share capital as that to which such Grantee was previously entitled, provided that no such adjustment may be made to the extent that any Share would be

issued at less than its nominal value. In respect of any such adjustments, other than any made on a capitalization issue, an independent financial adviser or the Company's auditors must confirm to the Directors in writing that the adjustments satisfy the requirements under the note to Rule 17.03(13) of the Listing Rules.

16. TRANSFERABILITY AND OTHER RIGHTS TO AWARDS SHARES

Any Share Award granted hereunder but not yet vested shall be personal to the Grantee to whom it is made and shall not be assignable or transferable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Share Award, or enter into any agreement to do so. Any breach of this paragraph 16 and any of the restriction on transfer and assignment of Share Award hereunder shall cause the relevant Share Award to lapse automatically.

17. ALTERATION OF THE NEW SHARE AWARD SCHEME

Any material amendment to the terms of the New Share Award Scheme or any amendment to the provisions relating to the matters set out in Rule 17.03 of the Listing Rules (to the benefit of the participants) shall be subject to the approval of the Shareholders at a general meeting. Any change in the authority of the Board and/or its delegates to amend the terms of this Scheme shall be subject to the approval of the Shareholders at a general meeting.

Subject to the Scheme Mandate Limit and the foregoing provisions, the New Share Award Scheme may be amended or supplemented in any respect by resolution of the Board. If any amendment is made to the terms of the New Share Award Scheme, the Company must promptly provide all Grantees with full details of such amendments upon its effectiveness. Any change to the terms of Awards granted to a Grantee must be approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be) if the initial grant of the Awards was approved by the Board, the Remuneration Committee, the independent non-executive Directors and/or the Shareholders (as the case may be). This requirement does not apply where the alterations take effect automatically under the existing terms of the New Share Award Scheme.

The amended terms of the New Share Award Scheme must continue to comply with the relevant provisions of Chapter 17 of the Listing Rules.

When the Board amends the New Share Award Scheme, the independent non-executive Directors shall oversee whether such amendments contribute to the Company's sustainable development and whether they harm the interests of the Company and its Shareholders as a whole.

18. TERMINATION

Save as upon the expiry of the term of the New Share Award Scheme, the Company may by resolution at a general meeting terminate the operation of the New Share Award Scheme at any time under the circumstances where the Shareholders determine appropriate, such as but not limited to where the Shareholders are of the view that the New Share Award Scheme can no longer serve its designated purposes or when a new share award scheme is proposed to be adopted to replace the New Share Award Scheme. In such event, no further Share Awards may be offered or granted under the New Share Award Scheme but the provisions of the New Share Award Scheme shall remain in full force and effect to the extent necessary to give effect to the vesting of any Share Awards granted prior to the termination or otherwise as may be required in accordance with the terms and conditions of the New Share Award Scheme.

19. CANCELLATION

The Board in its sole discretion may cancel an Award Share granted but remained unvested with the approval of the Grantee of such Award Share in certain circumstances, including where it is necessary to comply with the laws in the jurisdictions in which the Eligible Participants and the Company are subject to, or in order to comply with the requirements of any securities exchange.

For the avoidance of doubt, where the Company cancels Share Awards granted to a Grantee and makes a new grant to the same Grantee, new Share Awards may be issued to a Grantee in place of his/her cancelled Share Awards only if there is available Scheme Mandate Limit or Refreshed Scheme Mandate Limit (or, where the Grantee is a Service Provider, the Service Provider Sublimit or the Refreshed Service Provider Sublimit). The Share Awards cancelled will be regarded as utilised for the purpose of calculating the Scheme Mandate Limit (or the Refreshed Scheme Mandate Limit, as the case may be) (and the Service Provider Sublimit (or the Refreshed Service Provider Sublimit, as the case may be)).

NOTICE OF ANNUAL GENERAL MEETING



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, 11 September 2026 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 2026.
2.
 - (a) To re-elect Mr. Lam Tak Ling as an executive Director.
 - (b) To re-elect Mr. Ang Aaron as a non-executive Director.
 - (c) To re-elect Mr. Chan Siu Ming Simon who has served the Company for more than nine years, as an independent non-executive Director.
 - (d) To re-elect Mr. Choi Sum Shing Samson as an independent non-executive Director.
 - (e) 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.

NOTICE OF ANNUAL GENERAL MEETING

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 per cent of the number of Shares in issue (excluding treasury shares, if any) as at the date of the passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(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).”

NOTICE OF ANNUAL GENERAL MEETING

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 per cent 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.”

NOTICE OF ANNUAL 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.”
7. “**THAT:**
 - (i) subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares which may fall to be allotted and issued, and Treasury Shares transferred or to be transferred, pursuant to the vesting of the award shares which may be granted under the new share award scheme of the Company (the “**New Share Award Scheme**”), the rules of which are contained in the document marked “A” produced to the meeting and signed by the chairman of the meeting for the purposes of identification, the New Share Award Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Award Scheme, including without limitation to:
 - (a) to administer and grant award shares to eligible participants in accordance with the terms of the New Share Award Scheme and the requirement of the Listing Rules;
 - (b) to modify and/or amend the New Share Award Scheme from time to time, provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Award Scheme relating to modification and/or amendment and the requirements of the Listing Rules;
 - (c) to allot, issue, deal with and to procure the transfer of and deal with from time to time such number of Shares (including Treasury Shares, as the case may be) as may be required to be allotted, issued and dealt with and be procured to be transferred of and dealt with pursuant to the vesting of the award shares under the New Share Award Scheme and subject to the Listing Rules;

NOTICE OF ANNUAL GENERAL MEETING

- (d) to make application at the appropriate time or times to the Stock Exchange and the Share Option Scheme and any other stock exchanges upon which the issued shares of the Company may for the time being be listed, for the listing of, and permission to deal in, any shares in the Company which may hereafter from time to time be allotted and issued pursuant to the vesting of the award shares granted under the New Share Award Scheme; and
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Award Scheme;
- (ii) the total number of Shares which may be issued and Treasury Shares may be transferred in respect of all share options and share awards to be granted under the New Share Award Scheme and any other share schemes of the Company (i.e., the Scheme Mandate Limit) must not in aggregate exceed 10 per cent (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing this resolution or the relevant date of approval of the refreshment of the Scheme Mandate Limit, whichever is the latest;
- (iii) within the Scheme Mandate Limit, the total number of Shares which may be issued and Treasury Shares may be transferred in respect of all share options and share awards to be granted to Service Providers under the New Share Award Scheme and all other share schemes of the Company (i.e., the Service Provider Sublimit) must not in aggregate exceed 1 per cent (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing this resolution or the relevant date of approval of the refreshment of the Service Provider Sublimit, whichever is latest; and
- (iv) subject to paragraph 7(i) hereinabove, the share award scheme of the Company adopted on 1 September 2020 and the share option scheme of the Company adopted on 23 March 2017 be and is hereby terminated (save with respect to any outstanding and subsisting share awards thereof) with effect from the adoption of the New Share Award Scheme.”

By Order of the Board

Edvance International Holdings Limited

Liu Yui Ting Raymond

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 12 August 2026

NOTICE OF ANNUAL GENERAL MEETING

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, 9 September 2026) 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, 11 September 2026, the register of members of the Company will be closed from Monday, 7 September 2026 to Friday, 11 September 2026, 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, 11 September 2026. 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, 4 September 2026.
- (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.