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EDA GROUP HOLDINGS LIMITED

EDA集團控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2505)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of EDA Group Holdings Limited (the “**Company**”) will be held at Unit 1103-06, China Building, 29 Queen’s Road Central, Central, Hong Kong at 10:30 a.m. on Wednesday, 28 May 2025 for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions of the Company.

1. To receive and consider the audited financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2024;
2. To declare a final dividend of HK3.5 cents per share of the Company for the year ended 31 December 2024;
3. To re-elect each of the Company’s retiring directors, namely (a) Mr. Chan Kwok Cheung Kevin, (b) Mr. Ng Cheuk Him, and (c) Mr. Wong Ping Yee Natalis;
4. To authorise the Company’s board of directors to fix the remuneration of the directors of the Company (the “**Directors**”);
5. To re-appoint Ernst & Young, certified public accountants, as independent auditor of the Company and authorise the Company’s board of Directors to fix their remuneration;

6. As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions of the Company:

A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with shares of the Company (“**Shares**”) (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) out of treasury) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or right to acquire Shares; and
 - (iv) any scrip dividend or similar arrangements providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”),

shall not exceed 20% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of 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) and (c) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked;
- (e) any Shares to be allotted, issued or dealt with (including any sale or transfer of treasury Shares out of treasury) (whether wholly or partly for cash or otherwise) pursuant to the mandate in paragraph (a) of this resolution shall not be at a discount of more than 10% to the Benchmarked Price (as hereinafter defined) of such Shares; and
- (f) for the purpose of this resolution:

“**Benchmarked Price**” means the price which is the higher of:

- (i) the closing price of the Shares as quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on the date of the agreement involving the relevant proposed issue of Shares; and
- (ii) the average closing price as quoted on the Stock Exchange of the Shares for the five trading days immediately preceding the earliest of:
 - (aa) the date of announcement of the transaction or arrangement involving the relevant proposed issue of Shares;
 - (bb) the date of the agreement involving the relevant proposed issue of Shares; and
 - (cc) the date on which the price of Shares that are proposed to be issued is fixed.

“**Relevant Period**” means the period from 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 law or the Memorandum and Articles of Association 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 in general meeting;

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion 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).”

B. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on the Stock Exchange or on any other stock exchange recognised for this purpose by the Securities and Futures Commission and the Stock Exchange subject to and in accordance with all applicable laws, the Code on Share Buy-backs and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of the Shares in issue (excluding any treasury Shares) as at the date of passing of this resolution and the said approval shall be limited accordingly;

(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 purpose of this resolution:

“Relevant Period” means the period from 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 law or the Memorandum and Articles of Association 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 in general meeting.”

C. **“THAT** conditional upon the passing of resolutions 6A and 6B as set out in the notice of this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares (including any sale or transfer of treasury Shares out of treasury) pursuant to resolution 6A above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution 6B above, provided that such amount shall not exceed 10% of the aggregate number of the Shares in issue (excluding any treasury Shares) as at the date of passing of this resolution.”

By order of the Board
EDA Group Holdings Limited
LIU Yong
Executive Director and Chairman of the Board

Hong Kong, 28 April 2025

Registered office:

P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road,
Grand Cayman, KY1-1205
Cayman Islands

Principal place of business in Hong Kong:

Unit 03, 12th Floor Tower 2
South Seas Centre 75 Mody Road
Tsim Sha Tsui East
Kowloon, Hong Kong

Note:

1. Any member entitled to attend, speak and vote at a meeting of the Company may appoint a proxy or proxies to attend and vote instead of him/her/it. A proxy need not be a member of the Company. For the avoidance of doubt, holders of any treasury Shares shall abstain from voting at general meetings in respect of any treasury Shares held by them, if any.
2. A form of proxy by the members is enclosed with the circular of the Company dated 28 April 2025. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.edayun.com). In order to be valid, the form of proxy shall be completed in accordance with the instructions printed on the form and deposited at, together with any power of attorney or other authority under which it is signed or a certified copy of such power of attorney, the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
3. In the case of joint holders, the vote of the senior who tenders a vote, whether present in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. The register of members of the Company will be closed from Friday, 23 May 2025 to Wednesday, 28 May 2025, both dates inclusive, during such period no transfer of shares of the Company will be registered. In order to be eligible to attend, speak and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4: 30 p.m. on Thursday, 22 May 2025. Shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 28 May 2025 are entitled to attend, speak and vote at the Annual General Meeting.

The register of members of the Company will be closed from Tuesday, 3 June 2025 to Thursday, 5 June 2025, both dates inclusive, during such period no transfer of shares of the Company will be registered. In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4: 30 p.m. on Monday, 2 June 2025.

5. Shareholders shall make enquiry to Tricor Investor Services Limited for arrangements of the meeting in the event that a tropical cyclone warning no. 8 or above or a “black” rainstorm warning signal is hoisted in Hong Kong on the day of the meeting or that there are “extreme conditions” caused by super typhoons on the day of the meeting.
6. If any shareholder of the Company chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she/it is welcome to send such question or matter in writing to our principal place of business in Hong Kong or to our email at e.g.IR@edayun.com.

As at the date of this notice, the executive Directors are (i) Mr. Liu Yong, Ms. Li Qin and Mr. Cheung Man Yu as executive Directors; (ii) Mr. Zuo Manlun and Mr. Luo Jianfeng as non-executive Directors; and (iii) Mr. Chan Kwok Cheung Kevin, Mr. Ng Cheuk Him and Mr. Wong Ping Yee Natalis as independent non-executive Directors.