

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated 4 July 2019 (the “**Prospectus**”) issued by Edvantage Group Holdings Limited (the “**Company**”).

This announcement is made pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States. The Shares are being offered and sold outside the United States as offshore transactions in reliance on Regulation S under the U.S. Securities Act.



Edvantage Group Holdings Limited

中匯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 382)

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION, STABILISING ACTIONS AND END OF STABILISATION PERIOD

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Joint Global Coordinators (for themselves and on behalf of the International Underwriters) on 8 August 2019 (after trading hours), in respect of an aggregate of 18,362,000 Shares (the “**Over-allotment Shares**”), representing 7.3% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, to facilitate the return of 18,362,000 Shares as part of the 37,500,000 borrowed Shares borrowed by the Stabilisation Manager from BVI Holdco under the Stock Borrowing Agreement, which were used to cover the over-allocations of Shares in the International Offering.

The Over-allotment Shares will be issued and allotted by the Company at HK\$2.85 per Share (exclusive of brokerage of 1%, the SFC transaction levy of 0.0027% and the Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering.

STABILISATION ACTIONS AND END OF STABILISATION PERIOD

Pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), the Company further announces that the stabilisation period in connection with the Global Offering ended on 8 August 2019, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Stabilising actions were undertaken by the Stabilisation Manager during the stabilisation period. Further information is set out below in this announcement.

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Joint Global Coordinators (for themselves and on behalf of the International Underwriters) on 8 August 2019 (after trading hours), in respect of an aggregate of 18,362,000 Shares, representing 7.3% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, to facilitate the return of 18,362,000 Shares as part of the 37,500,000 borrowed Shares borrowed by the Stabilisation Manager from BVI Holdco under the Stock Borrowing Agreement, which were used to cover the over-allocations of Shares in the International Offering.

The Over-allotment Shares will be issued and allotted by the Company at HK\$2.85 per Share (exclusive of brokerage of 1%, the SFC transaction levy of 0.0027% and the Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering.

Approval for the listing of, and permission to deal in, the Over-allotment Shares has already been granted by the Listing Committee of the Hong Kong Stock Exchange. The listing of, and dealings in, such Over-allotment Shares are expected to commence on the Main Board of the Hong Kong Stock Exchange on or around 9:00 a.m. on 13 August 2019.

The shareholding structure of the Company immediately before and immediately after the completion of the allotment and issue of the Over-allotment Shares by the Company is as follows:

	Immediately before the allotment and issue of the Over-allotment Shares		Immediately after the allotment and issue of the Over-allotment Shares	
	<i>Number of Shares</i>	<i>Approximate % of issued share capital</i>	<i>Number of Shares</i>	<i>Approximate % of issued share capital</i>
Shareholders				
Debo Education Investments Holdings Limited (<i>Note 1</i>)	750,000,000	75.00%	750,000,000	73.65%
Public Shareholders	250,000,000	25.00%	268,362,000	26.35%
Total	<u>1,000,000,000</u>	<u>100.00%</u>	<u>1,018,362,000</u>	<u>100.00%</u>

Notes:

1. Debo Education Investments Holdings Limited is directly owned by Mr. Liu as to 50% and Ms. Chen as to 50%. Mr. Liu is the chairman of the Board, an executive Director and a Controlling Shareholder of the Company. Ms. Chen is an executive Director and a Controlling Shareholder of the Company. Mr. Liu and Ms. Chen are spouses.

The additional net proceeds of approximately HK\$52.3 million to be received by the Company from the issue and allotment of the Over-allotment Shares after deducting the SFC transaction levy and Stock Exchange trading fee relating to the exercise of the Over-allotment Option, will be used by the Company on a pro rata basis for the purposes as set out in the section headed “Future Plans and Use of Proceeds – Use of Proceeds” in the Prospectus.

STABILISING ACTIONS AND END OF STABILISATION PERIOD

Pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), the Company further announces that the stabilisation period in connection with the Global Offering ended on 8 August 2019, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. The stabilising actions undertaken by Stabilisation Manager or any of its affiliates or any person acting for it during the stabilisation period were:

- (1) over-allocations of an aggregate of 37,500,000 Shares in the International Offering, representing 15% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option;
- (2) the borrowing of an aggregate of 37,500,000 Shares by the Stabilisation Manager from BVI Holdco pursuant to the Stock Borrowing Agreement to cover over-allocations of Shares in the International Offering. Such Shares would be returned and re-delivered to BVI Holdco in accordance with the terms of the Stock Borrowing Agreement;
- (3) successive purchases of an aggregate of 19,138,000 Shares in the price range of HK\$2.79 to HK\$2.85 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%) on the market during the stabilisation period. The last purchase made by the Stabilisation Manager on the market during the stabilisation period was on 8 August 2019 at the price of HK\$2.85 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%); and
- (4) the partial exercise of the Over-allotment Option by the Joint Global Coordinators, on 8 August 2019 (after trading hours), in respect of an aggregate of 18,362,000 Shares, representing 7.3% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at the Offer Price per Share.

PUBLIC FLOAT

To the best knowledge, information and belief of the Directors, immediately after the partial exercise of the Over-allotment Option, the Company continues to satisfy the minimum percentage of Shares in public hands as required under Rule 8.08 of the Listing Rules.

By order of the Board
Edvantage Group Holdings Limited
Liu Yung Chau
Chairman and executive director

Hong Kong, 12 August 2019

As at the date of this announcement, the executive directors of the Company are Mr. Liu Yung Chau, Ms. Chen Yuan, Rita and Ms. Liu Yi Man; the non-executive director of the Company is Mr. Liu Yung Kan; and the independent non-executive directors of the Company are Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong.