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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Edvantage Group Holdings Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Edvantage Group Holdings Limited
中匯集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 0382)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Edvantage Group Holdings Limited to be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 21 January 2020 at 4:00 p.m. is set out on pages 23 to 28 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.edvantagegroup.com.hk. Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. by 4:00 p.m. on 19 January 2020, Hong Kong time) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting or any adjourned meeting thereof if they so wish.

17 December 2019

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 21 January 2020 at 4:00 p.m., or any adjournment thereof and notice of which is set out on pages 23 to 28 of this circular
“Articles of Association”	the articles of association of the Company adopted on 6 June 2019 with effect from the Listing Date, as amended, supplemented and modified from time to time
“Board”	the board of Directors
“Company”	Edvantage Group Holdings Limited (中滙集團控股有限公司), an exempted company with limited liability incorporated in the Cayman Islands on 18 October 2018, with its Shares listed on the Main Board of the Stock Exchange
“Cayman Companies Law”	the Companies Law (2018 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with the Shares not exceeding 20 per cent of the number of issued Shares of the Company as at the date of passing of the relevant resolution granting the relevant mandate

DEFINITIONS

“Latest Practicable Date”	10 December 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	16 July 2019, being the date of listing of the Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented and modified from time to time
“Memorandum”	the memorandum of association of the Company adopted on 6 June 2019, with effect from the Listing Date, as amended, supplemented and modified from time to time
“Mr. Liu”	Mr. Liu Yung Chau (廖榕就), the founder of the Company, an executive Director, the chairman of the Board and the spouse of Ms. Chen
“Ms. Chen”	Ms. Chen Yuan, Rita (陳練瑛), an executive Director and the spouse of Mr. Liu
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region and Taiwan, unless otherwise specified
“Prospectus”	the prospectus of the Company dated 4 July 2019
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10 per cent of the number of issued Shares of the Company as at the date of passing of the relevant resolution granting the relevant mandate
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the capital of the Company with a par value of US\$0.01 each
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

In this circular, the terms “close associate”, “core connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

LETTER FROM THE BOARD



Edvantage Group Holdings Limited

中匯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0382)

Executive Directors:

Mr. Liu Yung Chau (*Chairman*)
Ms. Chen Yuan, Rita
Ms. Liu Yi Man

Non-executive Director:

Mr. Liu Yung Kan

Independent Non-executive Directors:

Mr. Xu Gang
Mr. Lo Chi Chiu
Mr. Li Jiatong

Registered office:

PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Headquarters and principal place of
business in the PRC:*

No. 1 Huashang Road
Licheng Street, Zengcheng
Guangzhou, PRC

*Principal place of
business in Hong Kong:*

Room 1115, 11/F, Wing On Plaza
62 Mody Road
Tsim Sha Tsui
Kowloon, Hong Kong

17 December 2019

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and further information about the following proposals to be put forward at the Annual General Meeting: (a) the grant to the Directors of the Issue Mandate and the Repurchase Mandate; and (b) the re-election of the retiring Directors.

LETTER FROM THE BOARD

Pursuant to the written resolutions passed by the Shareholders on 6 June 2019, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with any Shares or securities convertible into Shares and to make or grant offers, agreements or options (including any warrants, options, bonds, notes, debentures or other securities (including any debt securities) conferring any rights to subscribe for or otherwise receive Shares) which would or might require Shares to be allotted and issued or dealt with subject to the requirement that the number of Shares so allotted and issued or dealt with or agreed conditionally or unconditionally to be allotted and issued or dealt with by the Directors, otherwise than pursuant to a Rights Issue (defined in the Prospectus), the exercise of any subscription rights attaching to any warrants which may be allotted and issued by the Company from time to time, the exercise of any options that have been granted pursuant to the exercise of options granted under the Post-IPO Share Option Scheme (defined in the Prospectus) and pursuant to the awards that may be granted under the Share Award Scheme (defined in the Prospectus), and any adjustment of rights to subscribe for Shares under options, warrants, or a special authority granted by the Shareholders, shall not exceed the sum of (i) 20% of the total number of Shares in issue immediately following the completion of the Global Offering (defined in the Prospectus) (but excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option (defined in the Prospectus), the Shares that may be issued pursuant to the exercise of options granted under the Post-IPO Share Option Scheme (defined in the Prospectus) and pursuant to the awards that may be granted under the Share Award Scheme (defined in the Prospectus)); and (b) a general unconditional mandate to repurchase the Shares on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by The Securities and Futures Commission of Hong Kong and the Stock Exchange with an aggregate value not exceeding 10% of the total number of Shares in issue immediately following the completion of the Global Offering (defined in the Prospectus) (but excluding any Shares which may be issued upon the exercise of the Over-allotment Option (defined in the Prospectus), the Shares that may be issued pursuant to the exercise of the options granted under the Post-IPO Share Option Scheme (defined in the Prospectus) and pursuant to the awards that may be granted under the Share Award Scheme (defined in the Prospectus)); and (c) the power to extend the general unconditional mandate mentioned in (a) above by the addition to the total number of Shares which may be allotted and issued or agreed to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the total number of the Shares purchased by the Company pursuant to the mandate to repurchase Shares referred to (b) above (up to 10% of the aggregate number of the Shares in issue immediately following the completion of the Global Offering (but excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option (defined in the Prospectus), the Shares that may be issued pursuant to the exercise of options granted under the Post-IPO Share Option Scheme (defined in the Prospectus) and pursuant to the awards that may be granted under the Share Award Scheme (defined in the Prospectus))).

The above general mandates will expire at the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

2. ISSUE MANDATE

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the general mandate to issue the Shares. At the Annual General Meeting, an ordinary resolution no. 5(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares in the share capital of the Company up to 20 per cent of the number of issued Shares of the Company as at the date of passing of the resolution in relation to the Issue Mandate (as such number of Shares may be adjusted in the event of any subdivision or consolidation of Shares after the date of the resolution).

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,018,362,000 Shares. Subject to the passing of the ordinary resolution no. 5(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 203,672,400 Shares under the Issue Mandate.

In addition, subject to a separate approval of the ordinary resolution no. 5(C), the number of Shares repurchased by the Company under ordinary resolution no. 5(B) will also be added to extend the 20 per cent limit of the Issue Mandate as mentioned in the ordinary resolution no. 5(A) provided that such additional amount shall not exceed 10 per cent of the number of issued Shares of the Company as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate (as such number of Shares may be adjusted in the event of any subdivision or consolidation of Shares after the date of the resolution). The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

The Issue Mandate will continue to be in force from the passing of the said resolution until whichever of the following first occurs: (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 any applicable laws or the Articles of Association or to be held; and (iii) the revocation or variation of the authority given under such ordinary resolution by an ordinary resolution of the Shareholders in general meeting.

3. REPURCHASE MANDATE

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase the Shares representing up to 10 per cent of the number of issued Shares

LETTER FROM THE BOARD

of the Company as at the date of passing of the resolution in relation to the Repurchase Mandate (as such number of Shares may be adjusted in the event of any subdivision or consolidation of Shares after the date of the resolution).

The Repurchase Mandate, if approved, will continue to be in force until 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 any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders of the Company in general meeting.

The Company has no current intention of exercising the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 16.2 of the Articles of Association, the Directors being Ms. Chen, Ms. Liu Yi Man, Mr. Liu Yung Kan, Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong will retire by rotation at the Annual General Meeting. The abovementioned Directors, being eligible, will offer themselves for re-appointment at the Annual General Meeting upon election.

In accordance with article 16.19 of the Articles of Association, Mr. Liu, an executive Director, shall retire from his office as Director at the Annual General Meeting. The abovementioned Director, being eligible, will offer himself for re-appointment at the Annual General Meeting upon election.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

5. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 23 to 28 of this circular is the notice of the Annual General Meeting containing, inter alia, ordinary resolutions in relation to granting the Directors the Issue Mandate and the Repurchase Mandate and approving the re-election of the retiring Directors.

LETTER FROM THE BOARD

6. FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. by 4:00 p.m. on 19 January 2020, Hong Kong time) or at any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish.

7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. The Chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting be taken by way of poll pursuant to article 13.5 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

8. RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the Issue Mandate and the Repurchase Mandate and approving the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By order of the Board

Edvantage Group Holdings Limited

Liu Yung Chau

Chairman and Executive Director

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

1. EXECUTIVE DIRECTORS

Mr. Liu Yung Chau (廖榕就), aged 66 and formerly known as Liao Cai, Vidal, founded the Group in December 2003 and serves as an executive Director and chairman of the Board.

Mr. Liu has been executive vice-president of the Guangdong Provincial Private Education Association (廣東省民辦教育協會) since June 2009, council member of the Chinese Vocational Education Association (中華職業教育社) since December 2014, vice-president of the Guangdong Association of Management Accountants (廣東省管理會計師協會) since June 2016, and vice-president of the Federation of Hong Kong Guangdong Community Organisations Ltd. (香港廣東社團總會) since July 2017. He was also committee member and standing committee member of the Chinese People's Political Consultative Conference Guangdong Committee (中國人民政治協商會議廣東省委員會), chief president of the Hong Kong Industrial & Commercial Association Limited, standing committee member of the Guangdong Federation of Industry (廣東省工商業聯合會), vice-chairman of the Guangdong City Federation of Industry (廣東市工商業聯合會), vice-chairman of the Guangdong Chamber of Foreign Investors, chairman of the Zengcheng Federation of Industry (增城市工商業聯合會), and vice-president of the Hong Kong Federation of Guangzhou Associations (香港廣州社團總會).

In addition, Mr. Liu was awarded (i) the World Outstanding Chinese Award (世界傑出華人獎) in May 2010 by the World Chinese Business Investment Foundation (世界華商投資基金會), (ii) the Bronze Bauhinia Star by the Hong Kong government in July 2013, and (iii) the Guangdong Contemporary Private Education Educator Special Contribution Award (廣東當代民辦教育舉辦人突出貢獻獎) in September 2015 jointly by the Guangdong Education Association (廣東教育學會), Institute of China Contemporary Private Education (廣東當代民辦教育管理研究院), Guangdong Education Fund (廣東省教育基金) and Guangdong Education Foundation Tripartite Private Education Award Fund (廣東省教育基金會「三村」民辦教育獎勵基金).

Mr. Liu is a director of Guangzhou Sun City Group Co., Ltd. (“**Sun City Group**”), which, together with its affiliates, engages in a wide range of business areas including hotel and tourism, textile and apparel, real estate, and financial investments. Sun City Group also indirectly held the majority interest in Huashang College and Huashang Vocational College from 2014 to 2017.

Mr. Liu served as an independent non-executive director of CT Environmental Group Limited (a company listed on the Stock Exchange with stock code 1363) from June 2011 to October 2018. Mr. Liu received an Honorary Doctorate of Philosophy from Lansbridge University, Canada in May 2010.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Liu was interested in a total of 750,000,000 Shares, representing approximately 73.65% of the total number of Shares in issue.

Mr. Liu and Ms. Chen are spouses of each other and are, respectively, the father and mother of Ms. Liu Yi Man, an executive Director of the Company. Mr. Liu is the brother, and Ms. Chen is the sister-in-law, of Mr. Liu Yung Kan, a non-executive Director of the Company.

Ms. Chen Yuan, Rita (陳練瑛), aged 64, joined the Group in June 2014 and serves as an executive Director.

Ms. Chen is a director of Sun City Group, which, together with its affiliates, engages in a wide range of business areas including hotel and tourism, textile and apparel, real estate, and financial investments. Sun City Group also indirectly held the majority interest in Huashang College and Huashang Vocational College from 2014 to 2017. Ms. Chen has also been a director of the Global Business College of Australia Pty. Ltd (“GBCA”) since its inception in June 2014.

As at the Latest Practicable Date, Ms. Chen was interested in a total of 750,000,000 Shares, representing approximately 73.65% of the total number of Shares in issue.

Mr. Liu and Ms. Chen are spouses of each other and are, respectively, the father and mother of Ms. Liu Yi Man, an executive Director of the Company. Mr. Liu is the brother, and Ms. Chen is the sister-in-law, of Mr. Liu Yung Kan, the non-executive Director of the Company.

Ms. Liu Yi Man (廖伊曼), aged 39, joined the Group in July 2006 and serves as an executive Director and the chief executive officer. She became a director of Huashang College in August 2007, a director of Huashang Vocational College in August 2010, and a director of GBCA in June 2014.

Ms. Liu Yi Man has been vice-president of the Federation of Hong Kong Guangdong Community Organisations Ltd. (香港廣東社團總會) since July 2017 and deputy secretary general of The Y.Elites Association (香港菁英會) since July 2018. She was also committee member of the Chinese People’s Political Consultative Conference Guangdong Committee (中國人民政治協商會議廣東省委員會), member of the All-China Youth Federation (中華全國青年聯合會), and vice president of the Hong Kong Federation of Guangzhou Associations (香港廣州社團總會).

Ms. Liu Yi Man serves as a director of Guangzhou Zengcheng District Top Talent Kindergarten (廣州市增城區保利東江首府拓慧幼兒園), Guangzhou Haizhu District Tianyue Top Talent Kindergarten (廣州市海珠區天悅拓慧幼兒園) and Guangzhou Zengcheng District Qihang

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Kindergarten (廣州市增城區啟航幼兒園). She has also served as the director of Top Talent Education (Australia) Pty. Ltd, which operates two kindergartens, (namely Little Sunshine Early Learning and Doncaster Early Learning Child Care).

Ms. Liu Yi Man received her bachelor's degree in business administration from The Chinese University of Hong Kong in August 2004, and her master's degree in engineering business management from The University of Warwick, United Kingdom in July 2006.

Ms. Liu Yi Man is daughter of Mr. Liu and Ms. Chen, executive Directors of the Company. Ms. Liu Yi Man also is niece of Mr. Liu Yung Kan, a non-executive Director of the Company.

2. NON-EXECUTIVE DIRECTOR

Mr. Liu Yung Kan (廖榕根), aged 59 and formerly known as Liu Kai Chung (廖啟中), assisted in the development of Huashang College and served as its director from September 2006 to February 2016. He also served as a director of Huashang Vocational College from August 2010 to April 2017, and is a non-executive Director.

Mr. Liu Yung Kan has over 20 years of business experience. He has since August 1998 been a director of Yue Hua Group Company Limited (粵華集團有限公司), since September 2010 been the general manager of Guangzhou Huajiang Enterprise Management Co., Ltd. (廣州市華江企業管理有限公司), and since December 2013 been the general manager of Guangzhou Huahui Investment Co., Ltd. (廣州市華匯投資有限公司), all of which are investment holding companies.

Mr. Liu Yung Kan is the brother of Mr. Liu, brother-in-law of Ms. Chen and uncle of Ms. Liu Yi Man, the executive Directors of the Company.

3. INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Xu Gang (徐剛), aged 65, serves as an independent non-executive Director, the chairman of our remuneration and nomination committees, and a member of our audit committee.

Mr. Xu Gang has over 10 years of experience in numerous leadership positions in state owned enterprises and government organisations, including:

- editor of the China Economic & Trade Herald《經濟工作通訊》at the State Economic and Trade Commission (國家經濟貿易委員會);
- director of the economic bureau (經濟局處長) at the United Front Work Department of CPC Central Committee (中共中央統戰部);

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

- deputy secretary of the party committee and vice president at China Goods Trade Development Co., Ltd. (中國物資貿易發展總公司); and
- vice president and acting general manager at China Tourism International Trust & Investment Co., Ltd (中國旅遊國際信託投資有限公司).

Mr. Xu Gang serves as a consultant of Lianxun Securities Co., Ltd. (聯訊證券股份有限公司) (a company listed on the National Equities Exchange and Quotations with stock code 830899), who is a former chairman of Lianxun Securities Co., Ltd. He has been a senior economist accredited by the Appraising and Approval Committee for Professional & Technical Competence since December 1994.

Mr. Xu Gang received his bachelor's degree in industrial economics in February 1983 from Renmin University of China and his master's degree in industrial engineering in December 2001 from the Huazhong University of Science and Technology, China.

Mr. Lo Chi Chiu (盧志超), aged 46, serves as an independent non-executive Director, the chairman of our audit committee, and a member of our remuneration and nomination committees.

Mr. Lo Chi Chiu has over 20 years of accounting experience in international accounting firms and various corporations, including as:

- accountant at Ernst & Young and PricewaterhouseCoopers Ltd. from August 1995 to June 2001;
- financial controller for Technicon Engineering Limited, Zhejiang Xinfu Biochemical Co., Ltd and Shenzhen Glory Medical Co., Ltd from July 2001 to June 2003;
- project accountant and finance manager for Integrated Distribution Services Group Management Limited, a subsidiary of Integrated Distribution Services Group Limited (a company listed on the Stock Exchange with stock code 2387 from December 2004 until delisting in November 2010), from June 2004 to August 2006;
- chief financial officer of Truly International Holdings Limited (a company listed on the Stock Exchange with stock code 732), VPower Holdings Limited, a subsidiary of VPower Group International Holdings Limited (a company listed on the Stock Exchange with stock code 1608), and Haitian International Holdings Limited (a company listed on the Stock Exchange with stock code 1882) from August 2006 to June 2016.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Lo Chi Chiu has been a senior consultant for VPower Group since April 2016 and an independent non-executive director of Haitian International Holdings Limited (stock code 1882) since February 2019. He previously served as an independent non-executive director, chairman of the audit and remuneration committees, and member of the nomination committee of Ernest Borel Holdings Limited (a company listed on the Stock Exchange with stock code 1856) from June 2014 to December 2017.

Mr. Lo Chi Chiu received his bachelor's degree in business administration from the University of Hong Kong in November 1995 and his Master of Business Administration Degree (Executive MBA Programme) from The Chinese University of Hong Kong in September 2017. He has also been a member of the Hong Kong Institute of Certified Public Accountants since July 2005.

Mr. Li Jiatong (李加彤), aged 47, serves as an independent non-executive Director, and a member of our audit, remuneration and nomination committees.

Mr. Li Jiatong has been an associate director at Manulife Financial Asia Limited since July 2018. He was previously a site reliability engineer for Criteo Inc. from 2016 to 2018, a software architect for Datapop, Inc. from 2009 to 2016, an engineer for Yahoo! Asia Holdings Limited from 2005 to 2009, and a software engineer and research and development regional expert for Converse Network Systems from 1997 to 2005. He is the named inventor on three pending patent applications and has experience in cloud computing, software development, computer programming, mobile application development, and web service development.

Mr. Li Jiatong received his bachelor degree in June 1997 and master's degree in September 1999, both in computer science, from Northeastern University, USA.

Except as disclosed above, each Director had not held any other directorships in listed companies during the three years immediately prior to the Latest Practicable Date.

Except as disclosed above, there are no other matters in respect of each of the Directors that are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other material matters relating to the Directors that need to be brought to the attention of the Shareholders.

Each of Mr. Liu, Ms. Chen, Ms. Liu Yi Man, being the executive Directors, and Mr. Liu Yung Kan, being the non-executive Director, has entered into a service contract with the Company. The initial term of their service contracts shall commence from the date of their appointment as an executive Director or a non-executive Director (as the case may be) and continue for a period of three years after or until the third annual general meeting of the Company since the Listing Date,

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

whichever is earlier, and shall be automatically renewed for successive periods of three years until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than three months' prior notice in writing.

Each of Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong, being the independent non-executive Directors, has entered into a letter of appointment with the Company. The initial term for their appointment letters shall be three years from the date of their appointment as the independent non-executive Directors or until the third annual general meeting of the Company since the Listing Date, whichever is sooner, until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing.

Save as disclosed above, none of the Directors has or is proposed to have entered into any service agreement or letter of appointment with any member of the Group (excluding agreements expiring or determinable by any member of the Group within one year without payment of compensation other than statutory compensation).

Mr. Lo Chi Chiu is entitled to an annual director's remuneration from the Company of HK\$120,000 and each of Mr. Liu Yung Kan, Mr. Xu Gang and Mr. Li Jiatong is entitled to an annual director's remuneration from the Company of HK\$100,000, effective from the Listing Date. Mr. Liu, Ms. Chen and Ms. Liu Yi Man receive no remuneration from the Company. The directors' remuneration was determined by reference to the performance of the individual and the Company as well as market practice and conditions.

Save as disclosed herein and as at the Latest Practicable Date, each of the above Directors did not have, and was not deemed to have any interests or short positions in any Shares, underlying Shares or interests in debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above and immediately preceding the Latest Practicable Date, each of the above Directors has not held any directorships in other listed public companies during the past three years, does not hold any other position with the Company or other members of the Group and does not have any other relationships with any of the other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters concerning each of the Directors that need to be brought to the attention of the Shareholders in connection with his/her re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

4. NOMINATION POLICY AND PROCEDURE FOR INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board has adopted the following policy with regard to nomination of Directors:

1. OBJECTIVE

- 1.1 The nomination policy (the “**Policy**”) aims to set out the approach to nominations of the nomination committee of the Company (the “**Nomination Committee**”). The Nomination Committee is committed to ensuring that the board (the “**Board**”) of directors (the “**Directors**”) of the Company has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.
- 1.2 The Nomination Committee shall identify, consider and recommend suitable individuals to the Board to consider and to make recommendations to the shareholders of the Company (the “**Shareholders**”) for election of Directors at a general meeting either to fill a casual vacancy or as an addition to the Board.
- 1.3 The Nomination Committee shall make recommendations to the Board on the appointment or re-appointment of Directors and succession planning (the “**Succession Planning**”) for Directors, in particular, the chairman of the Board and the chief executive officer of the Company.
- 1.4 The Nomination Committee may, as it considers appropriate, nominate a number of candidates more than the number of Directors to be appointed or re-appointed at a general meeting, or the number of casual vacancies to be filled.
- 1.5 The ultimate responsibility for selection and appointment of Directors rests with the entire Board.

2. SELECTION CRITERIA

- 2.1 The factors listed below would be used as reference by the Nomination Committee in assessing the suitability and the potential contribution to the Board of a proposed candidate:
 - (a) reputation for integrity;
 - (b) professional qualifications and skills;

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

- (c) accomplishment and experience in the private education sector;
 - (d) commitment in respect of available time and relevant interest;
 - (e) independence of proposed independent non-executive Directors; and
 - (f) diversity in all aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.
- 2.2 The above factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person for the Board's consideration, as it considers appropriate.

3. NOMINATION PROCEDURES

- 3.1 The secretary of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidates from the Board, if any, for consideration by the Nomination Committee prior to its meeting.
- 3.2 The Nomination Committee shall nominate candidates for the consideration and recommendation of the Board. The Nomination Committee may propose candidates who are not nominated by the Board. The Board shall have the final decision on all matters in relation to its nomination of any candidates to stand for election at a general meeting.
- 3.3 The candidate nominated by the Board to stand for election at a general meeting (the "**Board Candidate**") will submit the necessary personal information, together with his/her written consent to be elected as a Director and to the publication of his/her personal information for the purpose of or in relation to his/her standing for election as a Director. The Nomination Committee may request the Board Candidate to provide additional information and documents, if considered necessary.
- 3.4 A circular will be sent to the Shareholders (the "**Shareholder Circular**") as to provide information of the Board Candidate, and to invite nominations from the Shareholders. The Shareholder Circular will include (i) the period for lodgement (the "**Lodgement Period**") of nominations by the Shareholders; (ii) the personal

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

information of the Board Candidate as required by the applicable laws, rules and regulations, inter alia, name, brief biographies (including qualifications and relevant experience), independence, proposed remuneration.

- 3.5 Until the issue of the Shareholder Circular, the Board Candidate shall not assume that he/she has been nominated by the Board to stand for election at the general meeting.
- 3.6 A Shareholder can serve a notice (the “**Notice**”) to the company secretary of the Company (the “**Company Secretary**”) within the Lodgement Period to propose another person (the “**Shareholder Candidate**”, and together with the Board Candidate, the “**Candidate**”) other than the Board Candidate for election as a Director. The Notice (i) must include the personal information of the Shareholder Candidate as required by Rule 13.51(2) of the Listing Rules, (ii) must be signed by the nominating Shareholder, and (iii) must be signed by the Shareholder Candidate indicating his/her consent to be elected and to the publication of his/her personal information for the purpose of or in relation to his/her standing for election as a Director. The particulars of the Shareholder Candidate will be sent to the Shareholders by a supplementary circular.
- 3.7 The Candidate is allowed to withdraw his/her candidature at any time before the general meeting by serving a notice in writing to the Company Secretary.
- 3.8 The resolution for election of Directors for the Shareholder Candidate shall take the same form as for the Board Candidate.

The Nomination Committee had assessed the independence of each of Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong, the independent non-executive Directors who have offered themselves for re-election at the Annual General Meeting based on the independence criteria and are satisfied that each of them remains independent. In addition, the Nomination Committee had evaluated their respective performance and is of the view that each of them has provided valuable contributions to the Company and has demonstrated his abilities to provide independent, balanced and objective view to the Company’s affairs.

The Nomination Committee is also of the view that Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong would bring to the Board their own perspectives, skills and experiences, as further described in their respective biography in the Appendix I to this circular.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that the re-appointments of Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong can contribute to the diversity of the Board with reference including but not limited to their cultural and educational background, professional qualifications and skills (including knowledge and experience), reputation for integrity and potential commitment in respect of available time.

Therefore, the Board, with the recommendation of the Nomination Committee, has nominated each of Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong for re-election as an independent non-executive Director at the Annual General Meeting. Also, each of the candidates for independent non-executive Director did not have any relationship with any Director, senior management or substantial shareholder or controlling shareholder of the Company nor had any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. Moreover, each of the candidates for independent non-executive Directors has confirmed his independence pursuant to Rule 3.13 of the Listing Rules. The Board also considers that each candidate for independent non-executive Director meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

The following is an explanatory statement required by the Stock Exchange to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (i) the shares to be repurchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) all on market repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchase, and a copy of such resolution together with the necessary documentation have been delivered to the Stock Exchange in accordance with the Listing Rules.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,018,362,000 Shares of nominal value of US\$0.01 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to repurchase a maximum of 101,836,200 Shares which represent 10 per cent of the issued share capital of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.

3. REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the

time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Cayman Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Law. The amount of premium over the par value of the Shares payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Cayman Companies Law.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full, it might not have a material adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 August 2019, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. TAKEOVERS CODE

If as a result of a repurchase of the 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 for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Debo Education Investments Holdings Limited (德博教育投資控股有限公司) ("Debo") holds 750,000,000 Shares. Since Debo is directly owned by Mr. Liu as to 50% and Ms. Chen as to 50%, and Mr. Liu and Ms. Chen are spouses of each other, Mr. Liu and Ms. Chen are deemed to be interested in all the Shares held by Debo by virtue of the SFO.

In the event that the Directors should exercise in full the Repurchase Mandate, the interests of the abovementioned parties will be increased to approximately 81.83% of the issued share capital of the Company, and such increase would not give rise to an obligation to make a mandatory general offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25 per cent (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not have intention to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Memorandum and Articles of Association.

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company since the Listing Date to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

8. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange during the period from the Listing Date to the Latest Practicable Date were as follows:

Month	Highest traded prices HK\$	Lowest traded prices HK\$
2019		
July	3.17	2.84
August	2.98	2.56
September	3.82	2.65
October	4.35	3.50
November	4.93	4.17
December (up to the Latest Practicable Date)	4.43	4.24

Note: The Shares were listed on the Stock Exchange on 16 July 2019.

**Edvantage Group Holdings Limited****中匯集團控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock code: 0382)**

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of Edvantage Group Holdings Limited (the “**Company**”) will be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 21 January 2020 at 4:00 p.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 August 2019.
2. To declare a final dividend for the year ended 31 August 2019.
3. (a) To re-elect the following retiring directors of the Company:
 - (i) Mr. Liu Yung Chau, executive director
 - (ii) Ms. Chen Yuan, Rita, executive director
 - (iii) Ms. Liu Yi Man, executive director
 - (iv) Mr. Liu Yung Kan, non-executive director
 - (v) Mr. Xu Gang, independent non-executive director
 - (vi) Mr. Lo Chi Chiu, independent non-executive director
 - (vii) Mr. Li Jiatong, independent non-executive director
- (b) To authorise the board of directors of the Company to fix the remuneration of the directors.

4. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the board of directors of the Company to fix their remuneration.
5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) of this resolution above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other 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 of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the number

of issued shares of the Company as at the date of passing this resolution (as such number of shares may be adjusted in the event of any subdivision or consolidation of shares after the date of this resolution) and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

(a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held;

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) “**Rights Issue**” means an offer of shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the capital of the Company or any class thereof whose names appear on the register of members 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 of the Company 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**That:**

(i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of

Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate number of shares of the Company, which may be repurchased by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the number of issued shares of the Company as at the date of passing of this resolution (as such number of shares may be adjusted in the event of any subdivision or consolidation of shares after the date of this resolution), and the said approval shall be limited accordingly;
- (iv) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (v) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5(A) set out in the notice convening this meeting be and is hereby extended by the addition to the number of issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent of the number of issued shares of the Company as at the date of passing of this resolution (as such number of shares may be adjusted in the event of any subdivision or consolidation of shares after the date of this resolution).”

By order of the Board
Edvantage Group Holdings Limited
Liu Yung Chau
Chairman and Executive Director

Hong Kong, 17 December 2019

<i>Registered Office:</i>	<i>Headquarters and principal place of business in the PRC:</i>	<i>Principal place of business in Hong Kong:</i>
PO Box 309	No. 1 Huashang Road	Room 1115, 11/F
Ugland House	Licheng Street, Zengcheng	Wing On Plaza
Grand Cayman, KY1-1104	Guangzhou, China	62 Mody Road
Cayman Islands		Tsim Sha Tsui
		Kowloon, Hong Kong

Notes:

- (i) Ordinary resolution numbered 5(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 5(A) and 5(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. On a poll, votes may be given either personally or by proxy.

- (iii) In the case of joint holders, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. by 4:00 p.m. on 19 January 2020, Hong Kong time) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of members of the Company will be closed from 16 January 2020 to 21 January 2020, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 15 January 2020.
- (vi) Subject to the approval of shareholders at the Annual General Meeting, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company on 12 February 2020. The transfer books and register of members of the Company will be closed from 10 February 2020 to 12 February 2020, both days inclusive, during which period no transfers of shares of the Company will be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 7 February 2020.
- (vii) In respect of ordinary resolutions numbered 3 above, Mr. Liu Yung Chau, Ms. Chen Yuan, Rita, Ms. Liu Yi Man, Mr. Liu Yung Kan, Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong, shall retire at the Meeting and being eligible, have offered themselves for re-election at the above meeting. Details of the above retiring directors are set out in Appendix I to the accompanied circular dated 17 December 2019.
- (viii) In respect of the ordinary resolution numbered 5(A) above, the directors of the Company (the “**Directors**”) wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).
- (ix) In respect of ordinary resolution numbered 5(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 17 December 2019.