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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, 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 and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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; DECLARATION OF FINAL DIVIDEND; AND NOTICE OF ANNUAL GENERAL MEETING

### PRECAUTIONARY MEASURES FOR THE COVID-19 AT THE ANNUAL GENERAL MEETING

As set out on page 1 of this circular, measures will be taken at the Annual General Meeting to facilitate the prevention and control of the COVID-19 epidemic, including:

- Mandatory temperature checks
- Each attendee is required to wear surgical masks
- No corporate gifts and refreshments

**The Company encourages Shareholders, particularly those who are subject to quarantine in relation to COVID-19, to appoint the Chairman of the Annual General Meeting as their proxy to vote at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.**

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A notice convening the annual general meeting of Edvantage Group Holdings Limited to be held at Room 1102, 11/F, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on 25 January 2022 at 4:00 p.m. is set out on pages 23 to 29 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](http://www.hkexnews.hk) and the website of the Company at [www.edvantagegroup.com.hk](http://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 23 January 2022, 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.

21 December 2021

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## PRECAUTIONARY MEASURES FOR THE COVID-19 AT THE ANNUAL GENERAL MEETING

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In view of the COVID-19 epidemic, the following precautionary measures will be implemented at the Annual General Meeting to ensure the health and safety of attending Shareholders, staff and other stakeholders:

- (1) Mandatory temperature check will be carried out for every attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry to the Annual General Meeting venue and may not be allowed to attend the Annual General Meeting.
- (2) The attendees are required to wear surgical face masks inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats.
- (3) No refreshments will be served, and there will be no corporate gifts to avoid the coming into close contact amongst participants.

In the interest of all stakeholders' health and safety and to comply with the guidelines for the prevention and control of COVID-19, the Company reminds all Shareholders that attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by completing proxy forms with voting instructions, Shareholders may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

The proxy form is attached to this circular. If Shareholders choosing not to attend the Annual General Meeting in person have any questions about the relevant resolutions, or about the Company or any other matters for communication with the Board, they can contact the Company by email to [ir@edvantagegroup.com.hk](mailto:ir@edvantagegroup.com.hk) or fax to (852) 3168 6678.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 1102, 11/F, Wing on Plaza, 62 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on 25 January 2022 at 4:00 p.m., or any adjournment thereof and notice of which is set out on pages 23 to 29 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
“Cayman Companies Law”	the Companies Law (2018 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“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 (Stock code: 0382)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“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 (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares that may be allotted and issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same)
“Latest Practicable Date”	16 December 2021, 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
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular

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## DEFINITIONS

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“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 on market through the Stock Exchange or on another recognised stock exchange 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 (subject to adjustment in case of any Share consolidation or subdivision after the mandate has been approved, provided that the maximum number of securities that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same)
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the 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 Share(s)
“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
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

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## **DEFINITIONS**

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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.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Liu Yung Chau (*Chairman*)

Ms. Chen Yuan, Rita

Ms. Liu Yi Man (*Chief Executive Officer*)

*Registered office:*

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

*Non-Executive Director:*

Mr. Liu Yung Kan

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

*Independent Non-executive Directors:*

Mr. Xu Gang

Mr. Lo Chi Chiu

Mr. Li Jiatong

No. 1 Huashang Road

Licheng Street, Zhengcheng

Guangzhou, PRC

*Principal Place of Business in Hong Kong:*

Room 1115, 11/F, Wing On Plaza

62 Mody Road

Kowloon, Hong Kong

21 December 2021

*To the Shareholders,*

Dear Sir or Madam,

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



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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

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

Pursuant to the resolutions passed by the Shareholders on 25 January 2021, the Directors were granted (a) a general unconditional mandate 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 granting the 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); and (b) a general unconditional mandate to repurchase the Shares representing up to 10 per cent of the number of issued Shares as at the date of passing of the resolution granting the 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); 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 repurchased by the Company pursuant to the mandate to repurchase Shares referred to (b) above.

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

### 2. ISSUE MANDATE

In order to ensure flexibility and give discretion to the Directors to deal with additional Shares in the event that it becomes desirable for the Company to issue any new 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 (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares that may be allotted and issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same).

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,071,859,638 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 214,371,927 Shares

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## LETTER FROM THE BOARD

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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 (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same). 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 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 on market through the Stock Exchange or on another recognised stock exchange the Shares representing up to 10 per cent of the number of issued Shares of the Company as at the date of passing of the resolution in relation to the Repurchase Mandate (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same).

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.

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## LETTER FROM THE BOARD

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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 I 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 16.19 of the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed to fill casual vacancy shall not be taken into account in determining which Directors are to retire by rotation. All retiring Directors shall be eligible for re-election. Pursuant to the corporate governance code and corporate governance report as set out in Appendix 14 of the Listing Rules, non-executive Directors should be appointed for a specific term, subject to re-election and every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every 3 years.

Accordingly, each of Mr. Liu Yung Kan, being a non-executive Director, and Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong, all being independent non-executive Directors, shall retire from office as Director at the Annual General Meeting. The abovementioned Directors, being eligible, will offer themselves for re-election at the Annual General Meeting. If re-elected at the Annual General Meeting, each of Mr. Liu Yung Kan, Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong will hold office until the conclusion of the annual general meeting of the Company for the financial year ending 31 August 2024.

Further, if re-elected, all the aforesaid Directors, subject to the terms agreed otherwise which expire earlier, will be subject to rotation, removal, vacation or termination of their offices as Directors as set out in the Articles of Association or the disqualification to act as a Director under the Articles of Association, the laws of the Cayman Islands and the Listing Rules. Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

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## LETTER FROM THE BOARD

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### **Recommendation of the Nomination Committee on re-election of independent non-executive Directors**

The Nomination Committee has taken into account the nomination policy and procedures adopted by the Company in making the recommendation to the Board for the re-election of each of Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong as an independent non-executive Director. In particular, the Nomination Committee has assessed each of Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong against the following nomination criteria applicable to independent non-executive Directors:

- (a) willingness and ability to make sufficient time commitment to the affairs of the Company in order to effectively perform the duties of a Director, including attendance at and active participation in Board and Board committee meetings, which will include considering the other responsibility of the relevant candidate (such as other directorships held in public companies the securities of which are listed on any securities market in Hong Kong or overseas and other major appointments, if any) and the effort and time that may be required by the candidate in fulfilling such role;
- (b) accomplishments of the candidate in his field;
- (c) outstanding professional and personal reputation; and
- (d) the candidate's ability to meet the independence criteria for directors established in the Listing Rules (for independent non-executive Directors).

The Nomination Committee has reviewed the written confirmation of independence of each of Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied that each of them remains independent in accordance with Rule 3.13 of the Listing Rules. In addition, the Nomination Committee has evaluated their performance and considers that each of them has provided valuable contributions to the Company and has demonstrated their abilities to provide independent, balanced and objective view to the Company's affairs.

The Nomination Committee is also of the view that each of Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong would bring to the Board their own perspective, skills and experience, as further described in their respective biography in Appendix II to this circular. With their strong and diversified educational background and professional experience, the Nomination Committee considers that Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong can contribute to the diversity of the Board.

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## LETTER FROM THE BOARD

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As a good corporate governance practice, each of Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong abstained from voting at the relevant Nomination Committee meeting on the proposed recommendation and nomination of himself to the Board for it to recommend to the Shareholders for re-election at the Annual General Meeting.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that each of Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong stands for re-election as Director at the Annual General Meeting. As a good corporate governance practice, each of Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong abstained from voting at the relevant Board meeting on the proposition of his recommendation for re-election by the Shareholders at the Annual General Meeting.

### **5. ANNUAL GENERAL MEETING**

Set out on pages 23 to 29 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, declaration of final dividend and approving the re-election of the retiring Directors.

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](http://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 23 January 2022, 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.

### **6. FINAL DIVIDEND**

The Board has recommended the declaration of a final dividend of HK8.40 cents in cash per Share to be paid out of the distributable reserves of the Company to the Shareholders whose names appear on the register of members of the Company on 11 February 2022. An ordinary resolution will be proposed at the Annual General Meeting to declare the final dividend.

Subject to Shareholders' approval at the Annual General Meeting, the final dividend will be payable on or about 21 February 2022, Monday.

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## LETTER FROM THE BOARD

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### **7. CLOSURE OF REGISTER OF MEMBERS**

The transfer books and register of members of the Company will be closed from 20 January 2022 to 25 January 2022, both dates inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the Annual General 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 19 January 2022.

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 11 February 2022. The transfer books and register of members of the Company will be closed from 9 February 2022 to 11 February 2022, both dates 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 8 February 2022.

### **8. 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.

### **9. RECOMMENDATION**

The Directors consider that the proposed resolutions for the granting to the Directors of the Issue Mandate and the Repurchase Mandate, declaration of final dividend 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.

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## LETTER FROM THE BOARD

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### 10. RESPONSIBILITY OF THE DIRECTORS

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.

Yours faithfully,

By order of the Board

**Edvantage Group Holdings Limited**

**Liu Yung Chau**

*Chairman and Executive Director*

*This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the Annual General Meeting in relation to the new 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 1,071,859,638 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 107,185,963 Shares which represent 10 per cent of the issued share capital of the Company as at the Latest Practicable Date (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of Shares of the Company that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same) 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 FOR 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.

**4. FUNDING OF REPURCHASES**

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 2021, 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.

**5. 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.

Assuming that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 1,071,859,638 to 964,673,675.

As at the Latest Practicable Date, Mr. Liu and Ms. Chen, for the purpose of Part XV of the SFO, are (or are deemed to be) interested in 755,058,500 Shares and 755,058,500 Shares respectively, representing 70.44% and 70.44% of the number of issued Shares respectively as at the Latest Practicable Date. Debo Education Investments Holdings Limited (德博教育投資控股有限公司) (“**Debo**”), a corporation owned as to 50% by Mr. Liu and 50% by Ms. Chen, held 751,270,000 Shares as at the Latest Practicable Date. 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 Part XV of the SFO. Mr. Liu, Ms. Chen and Debo are presumed to be acting in concert with one another (“**Concert Parties**”) for the purpose of the Takeovers Code and their collective shareholding amounts to 70.44% of the number of issued Shares.

In the event that the Directors should exercise in full the Repurchase Mandate, the interests of the Concert Parties will be increased from approximately 70.44% to approximately 78.27% of the number of issued Shares, 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 the public float to fall below the prescribed minimum percentage.

## **6. 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.

**7. 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.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any Shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

**9. SHARE PRICE**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months and up to the Latest Practicable date were as follows:

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
<i>2020</i>		
December	9.030	7.700
<i>2021</i>		
January	10.680	8.500
February	9.850	7.820
March	8.470	7.110
April	8.899	7.490
May	8.900	7.540
June	8.350	7.400
July	7.670	4.800
August	6.210	4.830
September	5.960	4.300
October	5.900	4.570
November	5.750	4.310
December (up to the Latest Practicable Date)	5.200	4.440

Set out below are details of the Directors who are proposed to be re-elected at the Annual General Meeting.

### 1. Mr. Liu Yung Kan

Mr. Liu Yung Kan (廖榕根), aged 61 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.

As our non-executive Director, Mr. Liu Yung Kan will participate in the Board meetings to make decisions on important matters of the Group, and he will not be involved in the day-to-day management of the Group.

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

As at the Latest Practicable Date, for the purpose of Part XV of the SFO, Mr. Liu Yung Kan was or was deemed to be interested in a total of 441,992 Shares, representing approximately 0.04% of the total number of Shares in issue.

### 2. Mr. Xu Gang

Mr. Xu Gang (徐剛), aged 67, serves as an independent non-executive Director, the chairman of the Remuneration Committee and Nomination Committee, and a member of the Audit Committee.

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## APPENDIX II                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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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);
- 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), and 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.

As at the Latest Practicable Date, for the purpose of Part XV of the SFO, Mr. Xu Gang was or was deemed to be interested in a total of 126,039 Shares, representing approximately 0.01% of the total number of Shares in issue.

### **3. Mr. Lo Chi Chiu**

Mr. Lo Chi Chiu (盧志超), aged 48, serves as an independent non-executive Director, chairman of the Audit Committee, and member of the Remuneration Committee and Nomination Committee 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, the chairman of the audit and remuneration committees.

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## APPENDIX II                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

- 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; and
- 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.

Mr. Lo Chi Chiu has been a senior consultant for VPower Group and a 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.

#### **4. Mr. Li Jiatong**

Mr. Li Jiatong (李加彤), aged 49, serves as an independent non-executive Director, and member of the Audit Committee, Remuneration Committee and Nomination Committee.

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

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**APPENDIX II                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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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.

As at the Latest Practicable Date, for the purpose of Part XV of the SFO, Mr. Li Jiatong was or was deemed to be interested in a total of 126,283 Shares, representing approximately 0.01% of the total number of Shares in issue.

**DIRECTORS' EMOLUMENTS**

The amounts of emoluments received in the year ended 31 August 2021 by the above Directors to be re-elected at the Annual General Meeting is set out in the table below:

<b>Directors</b>	<b>Directors' fee</b>	<b>Salaries and other allowances</b>	<b>Share-based payments</b>	<b>Retirement benefit scheme contribution</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Mr. Liu Yung Kan	83	—	158	—	241
Mr. Xu Gang	83	—	105	—	188
Mr. Lo Chi Chiu	100	—	—	—	100
Mr. Li Jiatong	83	—	105	—	188

The emoluments received in the year ended 31 August 2021 and to be received in the year ending 31 August 2022 by the above Directors to be re-elected at the Annual General Meeting were/will be determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee of the Company, with reference to the performance of the individual and the Company as well as market practice and conditions.

**OTHER INFORMATION**

If re-elected at the Annual General Meeting, each of Mr. Liu Yung Kan, Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong will hold office until the conclusion of the annual general meeting of the Company for the financial year ending 31 August 2024. Further, if re-elected at the Annual General Meeting, all the aforesaid Directors, subject to the terms agreed otherwise which expire

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## APPENDIX II                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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earlier, will be subject to the rotation, removal, vacation or termination of such offices as set out in the Articles of Association or the disqualification to act as a Director under the Articles of Association, the laws of the Cayman Islands and the Listing Rules.

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 are no other material matters relating to the Directors that need to be brought to the attention of the Shareholders.

Mr. Liu Yung Kan, being a non-executive Director, has entered into a service contract with the Company. The initial term of his service contract shall commence from the date of his appointment as a non-executive Director and continue for a period of three years after or until the third annual general meeting of the Company since the Listing Date, 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 and is subject to election at general meeting and re-election at annual general meeting of the Company in accordance with the Articles of Association, the laws of the Cayman Islands and the Listing Rules.

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 earlier, 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 and is subject to election at general meeting and re-election at annual general meeting of the Company in accordance with the Articles of Association, the laws of the Cayman Islands and the Listing Rules.

Pursuant to their respective service contract or letter of appointment (as the case may be), 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.



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**APPENDIX II                      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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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).

Save as disclosed herein, 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 or underlying Shares 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.

**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 of the Company (the “**Annual General Meeting**”) will be held at 4:00 p.m. on 25 January 2022, Tuesday at Room 1102, 11/F, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong for the purpose of transacting the following business:

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 2021.
2. To declare a final dividend for the year ended 31 August 2021.
3. (a) To re-elect the following retiring directors of the Company:
  - (i) Mr. Liu Yung Kan, non-executive director
  - (ii) Mr. Xu Gang, independent non-executive director
  - (iii) Mr. Lo Chi Chiu, independent non-executive director
  - (iv) 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 (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares that may be allotted and issued

as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same) 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 (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares that may be allotted and issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same), 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 (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new Shares that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same).”

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

Hong Kong, 21 December 2021

*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 Annual General Meeting is entitled to appoint another person as his/her proxy to attend and vote in his/her stead; a proxy needs 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 Annual General 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 Annual General 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 Annual General 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 23 January 2022, 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 adjournment thereof) if they so wish.
- (v) The transfer books and register of members of the Company will be closed from 20 January 2022 to 25 January 2022, both dates inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the Annual General 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 19 January 2022.
- (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 11 February 2022. The transfer books and register of members of the Company will be closed from 9 February 2022 to 11 February 2022, both dates 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 8 February 2022.
- (vii) In respect of ordinary resolutions numbered 3 above, Mr. Liu Yung Kan, Mr. Xu Gang, Mr. Lo Chi Chiu and Mr. Li Jiatong shall retire at the Annual General 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 II to the accompanied circular dated 21 December 2021.
- (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 I to the accompanied circular dated 21 December 2021.
- (x) In view of the COVID-19 epidemic, the following precautionary measures will be implemented at the Annual General Meeting to ensure the health and safety of attending Shareholders, staff and other stakeholders:
- (1) Mandatory temperature check will be carried out for every attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry to the Annual General Meeting venue and may not be allowed to attend the Annual General Meeting.
  - (2) The Company encourages attendees to wear surgical face masks inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats.

- (3) No refreshments will be served, and there will be no corporate gifts to avoid the coming into close contact amongst participants.

In the interest of all stakeholders' health and safety and to comply with the guidelines for the prevention and control of COVID-19, the Company encourages Shareholders, particularly those who are subject to quarantine in relation to COVID-19, to appoint the Chairman of the Annual General Meeting as their proxy to vote at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

*As at the date of this notice, 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.*