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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)

GRANT OF SHARE OPTIONS
AND
GRANT OF AWARD SHARES

The Board of the Company hereby announces that on 22 February 2021, the Company granted:

- (1) Share Options to subscribe for a maximum of a total of 5,072,464 Shares under the Share Option Scheme to 9 Option Grantees entitled under the Share Option Scheme, subject to their acceptance; and
- (2) 978,261 Award Shares (all in the form of existing Shares) to 9 Award Shares Grantees under the Share Award Scheme, subject to their acceptance. Among the 9 Award Shares Grantees, 3 of them who are granted a total of 391,304 Award Shares are connected persons/deemed connected persons of the Company.

Grant of Share Options

The board (the “**Board**”) of directors (the “**Directors**”) of Edvantage Group Holdings Limited (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) hereby announces that on 22 February 2021, the Company granted to a total of 9 participants (the “**Option Grantees**”) entitled under the share option scheme adopted by the Company on 6 June 2019 (the “**Share Option Scheme**”), subject to their acceptance, share options (the “**Share Options**”) carrying rights to subscribe for a maximum of a total of 5,072,464 ordinary shares of the Company of US\$0.01 each (the “**Shares**”) under the Share Option Scheme.

Among the 9 Option Grantees, Ms. Liu Yi Man is a Director, further each of her and Mr. Liu Chi Hin (son of Mr. Liu Yung Chau and Ms. Chen Yuan, Rita, both being Directors and substantial shareholders of the Company) is an associate (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) of a Director and/or substantial shareholder of the Company.

Details of the aforesaid grant of Share Options are as follows:

Date of grant	:	22 February 2021
Maximum number of Shares to be issued upon exercise of the Share Options granted in full	:	5,072,464 Shares
Exercise price of Share Options granted	:	HK\$9.288, which represents the highest of: <ul style="list-style-type: none">(i) the closing price per Share of HK\$9.200 on the date of grant;(ii) the average closing price of HK\$9.288 per Share for five business days immediately preceding the date of grant; and(iii) the nominal value of a Share on the date of grant, being US\$0.01.
Closing price of the Shares on the date of grant	:	HK\$9.200 per Share
Exercise period of the Share Options	:	Subject to the achievement of performance targets for the years ending 31 August 2021, 2022 and 2023: <ul style="list-style-type: none">(i) approximately one-sixth of the Share Options are exercisable commencing from 10 December 2021 to 29 January 2027;(ii) approximately one-sixth of the Share Options are exercisable commencing from 29 March 2022 to 29 January 2027;

- (iii) approximately one-sixth of the Share Options are exercisable commencing from 9 December 2022 to 29 January 2027;
- (iv) approximately one-sixth of the Share Options are exercisable commencing from 29 March 2023 to 29 January 2027;
- (v) approximately one-sixth of the Share Options are exercisable commencing from 8 December 2023 to 29 January 2027; and
- (vi) approximately one-sixth of the Share Options are exercisable commencing from 27 March 2024 to 29 January 2027

Validity period of the Share Options granted : Up to 29 January 2027

Among the abovementioned Share Options granted, Share Options carrying rights to subscribe for a total of maximum of 760,869 Shares were granted to the following persons who are a Director, a chief executive and/or a substantial shareholder (within the meaning as ascribed to it under the Listing Rules) of the Company, or any of their respective associate(s) (within the meaning as ascribed to it under the Listing Rules):

Name	Position(s)/Relationship	Maximum number of Shares to be issued upon exercise of the Share Options granted
Liu Yi Man	Executive Director and Chief Executive Officer; and daughter of Mr. Liu Yung Chau and Ms. Chen Yuan, Rita	507,246
Liu Chi Hin	Employee of the Group; and son of Mr. Liu Yung Chau and Ms. Chen Yuan, Rita	253,623

Each of the grants of Share Options to each of Ms. Liu Yi Man and Mr. Liu Chi Hin has been approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules.

Save as disclosed in this announcement, none of the Option Grantees is a Director, chief executive or substantial shareholder (within the meaning as ascribed to it under the Listing Rules) of the Company, or any of their respective associate(s) (within the meaning as ascribed to it under the Listing Rules).

No share option of the Company has been granted to any of the Option Grantees within the 12-month period prior to the grant of Share Options.

The Company will be fully responsible for all the costs incurred for the grant of Share Options.

Grant of Award Shares

On 22 February 2021, the Company also granted 978,261 award shares (“**Award Shares**”) all in the form of existing Shares to a total of 9 grantees (“**Award Share Grantees**”), subject to their acceptance, under the share award scheme adopted by the Company on 6 June 2019 (as amended or revised from time to time (the “**Share Award Scheme**”), respectively administered under a trust for connected persons of the Company and another trust for non-connected persons of the Company. Among the 9 Award Share Grantees, 3 of them who are granted a total of 391,304 Award Shares are connected persons/deemed connected persons (as defined under Chapter 14A of the Listing Rules) of the Company. Each of such grants of Award Shares in the form of existing Shares to the Award Shares Grantees who are connected persons/deemed connected persons is *de minimis* transaction and is fully exempt from shareholders’ approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

By order of the Board
Edvantage Group Holdings Limited
LIU Yung Chau
Chairman and executive Director

Hong Kong, 22 February 2021

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