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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)

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
DEADLINE
FOR LODGING TRANSFER DOCUMENTS
FOR ASCERTAINING ENTITLEMENT TO ATTEND AND
VOTE AT THE AGM**

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES
OF ASSOCIATION**

This announcement is made by Edvantage Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) in relation to the proposed amendments (the “**Proposed Amendments**”) to the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Stock Exchange has revised the core shareholder protection standards under Appendix 3 to the Listing Rules with effect from 1 January 2022. Listed issuers are required to make necessary amendments to their constitutional documents by the second annual general meeting following 1 January 2022 to bring the constitutional documents to conformity with the revised Appendix 3 to the Listing Rules.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposed to amend the Existing Memorandum and Articles in order to bring the memorandum and articles of association of the Company (the “**Memorandum and Articles**”) in line with the relevant requirements of the Listing Rules as well as the applicable laws of the Cayman Islands, as well as to allow the Board to change or postpone a general meeting to another date, time and place in its absolute discretion, and to provide that postponement of a general meeting may occur automatically where a gale warning signal, black rainstorm warning or other similar

event is in force. Other housekeeping and consequential amendments to the Memorandum and Articles are also proposed, including making consequential amendments in connection with the above amendments to the Memorandum and Articles and for clarity and consistency with the other provisions of the Memorandum and Articles where it is considered desirable and to better align the wording with those of the Listing Rules and the applicable laws of the Cayman Islands. In addition, the Board would also like to propose certain amendment(s) to the Existing Memorandum and Articles to give the Board flexibility in implementing scrip dividend scheme.

The Board will put forward the Proposed Amendments to the shareholders for consideration and (if thought fit) approval as special resolution(s) at the forthcoming annual general meeting of the Company to be held on 27 January 2023 (“AGM”).

A circular (“**Circular**”) in respect of the AGM which (among others) gives full details of the Proposed Amendments will be sent to the shareholders of the Company on or around 30 December 2022. Please refer to the Circular for further details.

DEADLINE FOR LODGING TRANSFER DOCUMENTS FOR ASCERTAINING ENTITLEMENT TO ATTEND AND VOTE AT THE AGM

Reference is made to the announcement of the Company dated 25 November 2022 (“**Announcement**”). As mentioned in the Announcement, for the purpose of ascertaining shareholders’ entitlement to attend and vote at the AGM, the register of members of the Company will be closed during the period from 19 January 2023 to 27 January 2023, both days inclusive and during which period no share transfer will be effected.

The Board would like to take this opportunity to clarify that, in order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong branch share registrar and transfer office, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, Hong Kong, not later than 4:30 p.m. on **18 January 2023** (as opposed to 25 January 2023 as stated in the Announcement which is the last day to deposit the form of proxy for the AGM whereas such form shall be deposited not less than 48 hours before the time appointed for the holding of the AGM). Please also refer to the notice for the AGM and the Circular and form of proxy for the AGM which will be despatched on or around 30 December 2022 for details.

Save as disclosed in this announcement, all information (including the book closure period) set out in the Announcement remain unchanged.

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

Hong Kong, 28 November 2022

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. O’Yang Wiley and Mr. Li Jiatong.