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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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of the Company (the “**Extraordinary General Meeting**”) will be held at 5:00 p.m. on Friday, 19 January 2024 or immediately after the conclusion of the annual general meeting of the Company to be held on the same date at 4:30 p.m. (whichever is later) at Room 1102, 11/F, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong for the purposes of transacting the following business:

**ORDINARY RESOLUTION(S)**

1. **“THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the approval for the listing of, and the permission to deal in, the ordinary shares of the Company (or such shares as shall result from a capitalisation issue, rights issue, open offer with price-dilutive element as referred to in the Supplementary Guidance (as defined in the circular of the Company dated 4 January 2024, “**Circular**”), subdivision, consolidation or reduction of share capital of the Company from time to time) (the “**Share(s)**”) which may be issued in respect of the share options to be granted under the 2024 Share Option Scheme (as defined in the Circular), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, the 2024 Share Option Scheme be and is hereby approved and adopted; and any director of the Company and/or his/her delegate(s) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 Share Option Scheme, including but without limitation:
  - (i) to administer the 2024 Share Option Scheme under which share options will be granted to the participants under the 2024 Share Option Scheme to subscribe for Shares, including but not limited to determining and granting the share options in accordance with the terms of the 2024 Share Option Scheme;

- (ii) to modify and/or amend the 2024 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2024 Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”);
  - (iii) to grant share options under the 2024 Share Option Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the share options to be granted under the 2024 Share Option Scheme and subject to the Listing Rules;
  - (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the share options to be granted under the 2024 Share Option Scheme and subject to the Listing Rules; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2024 Share Option Scheme and subject to the Listing Rules;
- (b) the total number of Shares which may be issued in respect of all share options and share awards to be granted under the 2024 Share Option Scheme and any other share schemes of the Company (“**Scheme Mandate Limit**”) must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the date of passing of this resolution or the relevant date of approval of the refreshment of the Scheme Mandate Limit; and
- (c) within the Scheme Mandate Limit, the number of Shares which may be issued in respect of all share options and share awards to be granted to the Service Providers under the 2024 Share Option Scheme and any other share schemes of the Company must not in aggregate exceed 1% of the total number of Shares in issue as at the date of passing of this resolution or the relevant date of approval of the refreshment of the Service Provider Sublimit.”

2. **“THAT:**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued in respect of the awarded shares to be granted under the 2024 Share Award Scheme (as defined in the Circular), a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose, the 2024 Share Award Scheme be and is hereby approved and adopted; and any director of the Company or his/her delegate(s) be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 Share Award Scheme, including but without limitation:
- (i) to administer the 2024 Share Award Scheme under which awarded shares will be granted to the participants under the 2024 Share Award Scheme to subscribe for Shares, including but not limited to determining and granting the awarded shares in accordance with the terms of the 2024 Share Award Scheme;
  - (ii) to modify and/or amend the 2024 Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2024 Share Award Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;
  - (iii) to grant awarded shares under the 2024 Share Award Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the awarded shares to be granted under the 2024 Share Award Scheme and subject to the Listing Rules;
  - (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the awarded shares to be granted under the 2024 Share Award Scheme and subject to the Listing Rules; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2024 Share Award Scheme and subject to the Listing Rules;

- (b) the total number of Shares which may be issued in respect of all share options and share awards to be granted under the 2024 Share Award Scheme and any other share schemes of the Company (i.e. the Scheme Mandate Limit) must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the date of passing of this resolution or the relevant date of approval of the refreshment of the Scheme Mandate Limit; and
- (c) within the Scheme Mandate Limit, the number of Shares which may be issued in respect of all share options and share awards to be granted to the Service Providers under the 2024 Share Award Scheme and any other share schemes of the Company must not in aggregate exceed 1% of the total number of Shares in issue as at the date of passing of this resolution or the relevant date of approval of the refreshment of the Service Provider Sublimit.”

3. **“THAT:**

Conditional upon resolution no. 1 above being passed, the 2019 Share Option Scheme which was conditionally adopted by the Company on 6 June 2019 and effective on 16 July 2019 be and is hereby terminated with effect from the adoption of the 2024 Share Option Scheme.”

4. **“THAT:**

Conditional upon resolution no. 2 above being passed, the 2019 Share Award Scheme which was conditionally adopted by the Company on 6 June 2019 and effective on 16 July 2019 be and is hereby terminated with effect from the adoption of the 2024 Share Award Scheme.”

Yours faithfully,  
By Order of the Board  
**Edvantage Group Holdings Limited**  
**Liu Yung Chau**  
*Chairman and Executive Director*

Hong Kong, 4 January 2024

*Notes:*

- (i) A shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint another person as his/her proxy to attend and vote in his/her stead; 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 Extraordinary General Meeting. On a poll, votes may be given either personally or by proxy.
- (ii) In the case of joint holders, any one of such joint holders may vote at the Extraordinary 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 Extraordinary 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.
- (iii) 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Central, 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 5:00 p.m. on 17 January 2024, Hong Kong time) or any adjournment or any postponement 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 or any postponement thereof) if they so wish.
- (iv) The transfer books and register of members of the Company will be closed from 16 January 2024 to 19 January 2024, both dates inclusive, during which period no share transfers can be registered. In order to qualify for attending the Extraordinary 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Central, Hong Kong not later than 4:30 p.m. on 15 January 2024.
- (v) Ordinary resolution numbered 3 will be proposed to the shareholders for approval provided that ordinary resolution numbered 1 is passed by the shareholders of the Company.
- (vi) Ordinary resolution numbered 4 will be proposed to the shareholders for approval provided that ordinary resolution numbered 2 is passed by the shareholders of the Company.

*As at the date of this notice, 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.*