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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)

**SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO
FORM OF PROXY FOR USE AT THE EXTRAORDINARY
GENERAL MEETING TO BE HELD ON 19 JANUARY 2024**

Reference is made to the notice of the extraordinary general meeting (“**EGM Notice**”) to be held on 19 January 2024 (“**EGM**”) by Edvantage Group Holdings Limited (“**Company**”) dated 4 January 2024, which was also set out in the circular (“**Circular**”) of the Company dated 4 January 2024 (“**Circular**”) and the form of proxy for use at the EGM (“**Original Proxy Form**”). Unless the context otherwise requires, terms defined in the Circular shall have the same meanings when used in this announcement.

The Company wishes to clarify that ordinary resolutions nos. 1.(c) and 2.(c) as set out in the EGM Notice and the Original Proxy Form shall each be considered separately and (if thought fit) approved as a separate resolution at the EGM pursuant to Rule 17.03B(2) of the Listing Rules, whereas remaining paragraphs in ordinary resolution no. 1 (i.e. paragraphs 1.(a) and 1.(b)) as set out in the EGM Notice and the Original Proxy Form shall remain to be considered and (if thought fit) approved as one single resolution as a whole, whereas the remaining paragraphs in ordinary resolution no. 2 (i.e. paragraphs 2.(a) and 2.(b)) as set out in the EGM Notice and the Original Proxy Form shall remain to be considered and (if thought fit) approved as another single resolution as a whole. Accordingly, original resolution nos. 1 and 2 as set out in the Original Proxy Form should be revised and adjusted as follows:

	Ordinary Resolutions	For	Against
1.(a)&(b)	<p>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), to approve the adoption of the 2024 Share Option Scheme and the Scheme Mandate Limit (as defined in the Circular), and to authorise the directors of the Company (the “Directors”) 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, as set out in ordinary resolution no. 1.(a) and (b) of the notice convening the extraordinary general meeting.</p>		
1.(c)	<p><u>To approve that, 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 (as defined in the Circular) 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 (as defined in the Circular), as set out in ordinary resolution no. 1.(c) of the notice convening the extraordinary general meeting.</u></p>		
2.(a) &(b)	<p>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), to approve the adoption of the 2024 Share Award Scheme and the Scheme Mandate Limit, and to authorise the Directors 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, as set out in ordinary resolution no. 2.(a) and (b) of the notice convening the extraordinary general meeting.</p>		

Ordinary Resolutions		For	Against
2.(c)	<u>To approve that, 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, as set out in ordinary resolution no. 2.(c) of the notice convening the extraordinary general meeting.</u>		

Ordinary resolution no. 1.(c) shall be conditional upon resolution no. 1.(a)&(b) being passed whereas ordinary resolution no. 2.(c) shall be conditional upon resolution no. 2.(a)&(b) being passed.

The revised form of proxy for use at the EGM reflecting the above adjustment (“**Revised Proxy Form**”) has been disseminated by the Company by making available on the website of the Company and the Stock Exchange. Save as above, all information and contents stated in the Original Proxy Form are correct and remain unchanged. The forms of proxy which have been delivered by the Shareholders will remain valid. This announcement is supplemental to and shall be read in conjunction with the Original Proxy Form.

For the avoidance of doubt, the forms of proxy delivered by the Shareholders prior to the date hereof shall continue to be valid to the fullest extent applicable, if correctly completed. In the event that the Shareholders voted “For” or “Against” resolution no. 1 in the Original Proxy Form, they will be deemed to vote “For” or “Against” (as the case may be) for both of resolution no. 1.(a)&(b) on the one hand and resolution no. 1.(c) on the other hand, and in the event that the Shareholders voted “For” or “Against” resolution no. 2 in the Original Proxy Form, they will be deemed to vote “For” or “Against” (as the case may be) both of resolution no. 2.(a)&(b) on the one hand and resolution no. 2.(c) on the other hand.

The Shareholders may deliver the Revised Proxy Form not less than 48 hours before the time scheduled for the holding of the EGM to 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. In such case, the Revised Proxy Form will supersede the Original Proxy Form delivered by such Shareholder and the Revised Proxy Form will then be deemed as a valid form of proxy delivered by the Shareholders if correctly completed.

Shareholders are reminded that completion and return of the Original Proxy Form and/or the Revised Proxy Form (as the case may be) will not preclude the Shareholders from attending and voting at the EGM or at any adjournment or postponement thereof (as the case may be) should they so desire and, in such event, the Original Proxy Form and/or the Revised Proxy Form (as the case may be) shall be deemed to be revoked.

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

Hong Kong, 9 January 2024

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