



**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)

**REVISED FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING**

I/We (Name) (Block Capital, please) \_\_\_\_\_  
of (Address) \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ (see Note 1) shares of US\$0.01 each in the capital of Edvantage Group Holdings Limited (the “Company”) hereby appoint (Name) \_\_\_\_\_  
of (Address) \_\_\_\_\_  
or failing him/her (Name) \_\_\_\_\_  
of (Address) \_\_\_\_\_  
or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary 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 19 January 2024 at 5:00 p.m. 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), and at any adjournment or postponement thereof or on any resolution or motion which is proposed thereat. My/Our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions (see Note 3)		For (see Note 3)	Against (see Note 3)
1.(a) &(b)	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.		
1.(c)	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.		
2.(a) &(b)	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.		
2.(c)	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.		

Ordinary Resolutions <i>(see Note 3)</i>		For <i>(see Note 3)</i>	Against <i>(see Note 3)</i>
3.	Conditional upon resolution no. 1 above being passed, to approve the termination of the 2019 Share Option Scheme (as defined in the Circular) as set out in ordinary resolution no. 3 of the notice convening the extraordinary general meeting.		
4.	Conditional upon resolution no. 2 above being passed, to approve the termination of the 2019 Share Award Scheme (as defined in the Circular) as set out in ordinary resolution no. 4 of the notice convening the extraordinary general meeting.		

Date: \_\_\_\_\_

Signature(s) *(see Notes 4 & 5)*: \_\_\_\_\_

*Notes:*

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A shareholder may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initiated by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be executed under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the 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 meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, 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.
- To be valid, this form of proxy must be completed, signed and 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 for holding the meeting (i.e. by 5:00 p.m. on 17 January 2024, Hong Kong time) or any adjournment or 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 adjourned or postponed meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.

**PERSONAL INFORMATION COLLECTION STATEMENT**

“Personal Data” in this form of proxy has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (“PDPO”), which includes your and your proxy’s name and address.

You and your proxy’s Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Meeting. The supply of your and your proxy’s Personal Data is on a voluntary basis. However, the Company may not be able to process your request unless you provide us with your and your proxy’s Personal Data.

Your and your proxy’s Personal Data will be disclosed or transferred to the Company’s share registrar and its Hong Kong branch share registrar and transfer office and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency’s request, and will be retained for such period as may be necessary for our verification and record purpose.

By providing your proxy’s Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer  
Link Market Services (Hong Kong) Pty Limited  
Suite 1601, 16/F., Central Tower,  
28 Queen’s Road Central, Central, Hong Kong  
By email to: [hkenquiries@linkmarketservices.com](mailto:hkenquiries@linkmarketservices.com)