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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)

**ANNOUNCEMENT PURSUANT TO RULE 13.18
OF THE LISTING RULES**

This announcement is made by the board of directors of Edvantage Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) (the “**Board**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 29 January 2024, a wholly-owned subsidiary of the Company as borrower (“**Borrower**”) entered into a loan agreement (“**Loan Agreement**”) with International Finance Corporation (“**IFC**”), a member of the World Bank Group, as lender (“**Lender**”) for a loan with a principal amount of RMB equivalent of USD100,000,000 with a final maturity date on 15 June 2031 (“**Loan**”).

IFC is the largest global development institution which focuses on the private sector in emerging markets. IFC works in more than 100 countries, using its capital, expertise, and influence to create markets and opportunities in developing countries.

Pursuant to the Loan Agreement, the Lender may demand mandatory prepayment of the entirety of the then outstanding amount of the Loan upon occurrence of any of the following events:

1. Mr. Liu Yung Chau and Ms. Chen Yuan, Rita at any time and for any reason failing to own at least 51% of both the economic and voting interests in the Company’s share capital (determined on a fully diluted basis); and
2. Any person or group other than Mr. Liu Yung Chau and Ms. Chen Yuan, Rita having obtained the power (whether or not exercised) to elect a majority of the board of directors of the Company or the Borrower.

Upon occurrence of any of the above events, the Lender may issue a demand to the Borrower. Immediately upon receiving such demand, unless otherwise agreed in writing by the Lender, the Borrower shall prepay the then outstanding principal amount of the Loan, together with accrued interest, and all other amounts payable under the Loan Agreement.

As at the date of this announcement, (i) Mr. Liu Yung Chau and Ms. Chen Yuan, Rita collectively directly and indirectly through their controlled corporation own approximately 70.52% (excluding share options and unvested awarded shares in which they are interested or deemed to be interested) of the economic and voting interests in the Company's issued share capital; and (ii) no person or group other than Mr. Liu Yung Chau and Ms. Chen Yuan, Rita has obtained the power (whether or not exercised) to elect a majority of the board of directors of the Company nor the Borrower.

The Company will make continuing disclosure in its subsequent interim and annual reports pursuant to the requirements of Rule 13.21 of the Listing Rules for so long as the circumstances giving rise to the obligation under Rule 13.18 of the Listing Rules continue to exist.

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

Hong Kong, 29 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.