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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company (the “**Annual General Meeting**”) will be held at 4:00 p.m. on 27 January 2023, Friday 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. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 August 2022.
2. (a) Conditional on resolution numbered 2(b) as set out in the notice convening this meeting having been passed, to declare a final dividend of HK9.60 cents per share of the Company for the year ended 31 August 2022 (“**Final Dividend**”).

(b) Conditional on resolution numbered 2(a) as set out in the notice convening this meeting having been passed, to approve the Final Dividend be satisfied wholly by way of Final Dividend Shares (as defined in the circular of the Company dated 30 December 2022, the “**Circular**”) without offering any right to shareholders of the Company to elect to receive such dividend in cash in lieu of such allotment and capitalisation from the Company’s reserves for such allotment, and to authorise the Directors to arrange for the Final Dividend Shares which would otherwise have been issued to the Prohibited Shareholders (as defined in the Circular) to be sold in the market as soon as practicable after dealings in the Final Dividend Shares commence, and distribute the net proceeds of sale, after deduction of the related expenses, of HK\$100 or more in Hong Kong dollars to the relevant Prohibited Shareholders, if any, pro-rata to their respective shareholdings and remittances therefor by post, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100, and in such case, to authorise the Directors to retain such amount for the benefit of the Company.

3. To declare a special final dividend of HK1.60 cents per share of the Company for the year ended 31 August 2022 to be paid out of the share premium account of the Company.
4. (a) To re-elect the following retiring directors of the Company (“**Director(s)**”):
 - (i) Mr. Liu Yung Chau, executive Director
 - (ii) Ms. Chen Yuan, Rita, executive Director
 - (iii) Mr. O’Yang Wiley, independent non-executive Director
- (b) To authorise the board of Directors of the Company to fix the remuneration of the Directors.
5. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the board of Directors to fix their remuneration.
6. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

(iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) of this resolution above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20 per cent of the number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of new shares of the Company that may be allotted and issued as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same) and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

(a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held;

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) **“Rights Issue”** means an offer of shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors to holders of shares in the capital of the Company or any class thereof whose names appear on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “That:

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate number of shares of the Company, which may be repurchased by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum number of shares of the Company that may be repurchased as a

percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same), and the said approval shall be limited accordingly;

- (iv) subject to the passing of each of the paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (v) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) “**That** conditional upon the resolutions numbered 6(A) and 6(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 6(A) set out in the notice convening this meeting be and is hereby extended by the addition to the number of issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 6(B) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent of the number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in case of any share consolidation or subdivision after such mandate has been approved, provided that the maximum

number of shares of the Company that may be repurchased as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same).”

SPECIAL RESOLUTION

7. To consider and, if thought fit, pass the following resolutions as special resolution(s) of the Company:

“THAT

- (a) the proposed general amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Proposed General Amendments**”), the details of which are set out in Appendix III to the Circular, be and are hereby approved;
- (b) the second amended and restated memorandum and articles of association of the Company (the “**Second Amended and Restated Memorandum and Articles**”), which incorporates all the Proposed General Amendments and a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with immediate effect;
- (c) any Director be and is hereby authorised to sign, execute and deliver all such documents, instruments and agreements (including the affixation of the common seal of the Company when required), and to do all such acts or things and make all such arrangements that he or she may, in his or her absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed General Amendments and the adoption of the Second Amended and Restated Memorandum and Articles, including without limitation, attending to the necessary registration and/or filings for and on behalf of the Company; and
- (d) the registered office provider of the Company be and is hereby authorised to do all such acts and attend to all necessary filings in order to give effect to the adoption of the Second Amended and Restated Memorandum and Articles.”

8. To consider and, if thought fit, pass the following resolutions as special resolution(s) of the Company:

“THAT

- (a) the existing amended and restated memorandum and articles of association of the Company be amended by deleting existing Article 24.10 in its entirety and substituting therefor with the following new Article 24.10:

“Whenever the Company in a general meeting has resolved that a dividend be paid or declared on the share capital of the Company, the Company may upon the recommendation of the Board by ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of Article 24.7 a dividend may be satisfied wholly or in part in the form of an allotment of shares credited as fully paid without offering any right to members to elect to receive such dividend (or such part of the dividend) in cash in lieu of such allotment. Whenever the Board has resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of Article 24.7 a dividend may be satisfied wholly or in part in the form of an allotment of shares credited as fully paid without offering any right to members to elect to receive such dividend (or such part of the dividend) in cash in lieu of such allotment. For the avoidance of doubt, the provisions of Articles 24.7(a), 24.8, 24.9 and 24.11 shall apply *mutatis mutandis* to dividend declared or paid under this Article save that members shall have no right to elect to receive such dividend declared or paid under this Article in cash in lieu of allotment of shares credited as fully paid.”

(“Proposed Specific Amendments”),

provided that if both of resolution numbered 7 and resolution numbered 8 set out in the notice convening this meeting are passed, this resolution numbered 8 shall take effect immediately after resolution numbered 7 having taken effect such that the Proposed Specific Amendments shall be adopted on top of and in addition to the Proposed General Amendments and the adoption of the Second Amended and Restated Memorandum and Articles (as defined under resolution numbered 7); and

- (b) any Director be and is hereby authorised to sign, execute and deliver all such documents, instruments and agreements (including the affixation of the common seal of the Company when required), and to do all such acts or things and make all

such arrangements that he or she may, in his or her absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Specific Amendments, including without limitation, attending to the necessary registration and/or filings for and on behalf of the Company and the registered office provider of the Company be and is hereby authorised to do all such acts and attend to all necessary filings in order to give effect to the Proposed Specific Amendments.”

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

Hong Kong, 30 December 2022

Notes:

- (i) A shareholder entitled to attend and vote at the Annual 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 Annual 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 Annual 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 Annual 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, 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 4:00 p.m. on 25 January 2023, Hong Kong time) or any adjournment 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 thereof) if they so wish.
- (iv) The transfer books and register of members of the Company will be closed from 19 January 2023 to 27 January 2023, both dates inclusive, during which period no share transfers can be registered. In order to qualify for attending the Annual 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, Hong Kong not later than 4:30 p.m. on 18 January 2023.
- (v) Subject to the approval of the respective resolutions by shareholders at the Annual General Meeting, the proposed final dividend will be payable to shareholders, and the Final Dividend Shares will be issued to Eligible Shareholders (as defined in the Circular), whose names appear on the register of members of the Company at the close of business on 7 February 2023. The transfer books and register of members of the Company will be closed from 6 February 2023 to 7 February 2023, both dates inclusive, during which period no transfers of shares of the Company will be registered. 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, Hong Kong not later than 4:30 p.m. on 3 February 2023.

- (vi) Ordinary resolution numbered 2(a) and ordinary resolution numbered 2(b) above are inter-conditional. As such, if any one of ordinary resolution numbered 2(a) and ordinary resolution numbered 2(b) above is not passed, both the ordinary resolutions numbered 2(a) and 2(b) above will not be passed.
- (vii) In respect of ordinary resolutions numbered 4 above, Mr. Liu Yung Chau, Ms. Chen Yuan, Rita, and Mr. O'Yang Wiley shall retire at the Annual General Meeting and being eligible, have offered themselves for re-election at the above meeting. Details of the above retiring Directors are set out in Appendix II to the accompanied circular dated 30 December 2022.
- (viii) In respect of the ordinary resolution numbered 6(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").
- (ix) In respect of ordinary resolution numbered 6(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the accompanied circular dated 30 December 2022.
- (x) Ordinary resolution numbered 6(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 6(A) and 6(B) are passed by the shareholders of the Company.
- (xi) In view of the COVID-19 epidemic, the following precautionary measures will be implemented at the Annual General Meeting to ensure the health and safety of attending Shareholders, staff and other stakeholders:
 - (1) Mandatory temperature check will be carried out for every attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry to the Annual General Meeting venue and may not be allowed to attend the Annual General Meeting.
 - (2) The attendees are required to wear surgical face masks inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats.
 - (3) No refreshments will be served, and there will be no corporate gifts to avoid the coming into close contact amongst participants.

In the interest of all stakeholders' health and safety and for compliance with the guidelines for the prevention and control of COVID-19, the Company encourages Shareholders, particularly those who are subject to quarantine in relation to COVID-19, to appoint the Chairman of the Annual General Meeting as their proxy to vote at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

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.