



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)

FORM OF PROXY FOR USE AT ANNUAL 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 annual 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 27 January 2023 at 4:00 p.m., and
at any adjournment 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.	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 No. 2(b) as set out in the notice convening the annual general 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 No. 2(a) as set out in the notice convening the annual general 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: (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 of the Company to fix their remuneration.		
6.	(A) To give a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the number of issued shares of the Company as at the date of this resolution. (B) To give a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the number of issued shares of the Company as at the date of this resolution. (C) To extend the authority given to the directors of the Company pursuant to ordinary resolution No. 6(A) to issue shares by adding to the number of issued shares of the Company the number of shares repurchased under ordinary resolution No. 6(B).		

Special Resolutions <i>(see Note 3)</i>		For <i>(see Note 3)</i>	Against <i>(see Note 3)</i>
7.	To approve the Proposed General Amendments (as defined in the Circular) and to adopt the Second Amended and Restated Memorandum and Articles (as defined in the Circular) as set out in the special resolution No. 7 of the notice convening the annual general meeting.		
8.	To approve the Proposed Specific Amendments (as defined in the Circular) as defined and set out in the special resolution No. 8 of the notice convening the annual 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, 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 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 adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.
- Shareholders should note that ordinary resolution No. 2(a) and ordinary resolution No. 2(b) set out in the notice convening the annual general meeting are inter-conditional. As such, if any one of ordinary resolution No. 2(a) and resolution No.2(b) is not passed, both the ordinary resolutions will not be passed.

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, Hong Kong,
By email to: hkenquiries@linkmarketservices.com