THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **Edvantage Group Holdings Limited**, you should at once hand this circular and the Election Form (if applicable) to the purchaser or transferee, or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

No Overseas Shareholder receiving a copy of this circular and/or the Election Form in any jurisdiction outside Hong Kong may treat the same as an invitation to participate in the Scrip Dividend Scheme unless such invitation could lawfully be made to him/her/it without the Company having to comply with any registration or other requirements or formalities in the relevant jurisdiction. It is the responsibility of any Overseas Shareholder wishing to receive Scrip Shares for the Interim Dividend to satisfy himself/herself/itself as to full observance of the laws of any relevant jurisdiction, including obtaining any governmental or other consents or observing any requirement or formality which may be required.

中汇集团
Edvantage Group

Edvantage Group Holdings Limited
中滙集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0382)

SCRIP DIVIDEND SCHEME IN RELATION TO THE INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 28 FEBRUARY 2025

If Eligible Shareholders wish to receive their Interim Dividend wholly or partly in the form of Scrip Shares instead of in cash, they should complete the Election Form in accordance with the instructions printed on it and return the completed Election Form to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible so to as to enable it to be received by no later than 4:30 p.m. on Friday, 17 October 2025.

This circular is issued in English and Chinese. In case of inconsistency, the English version of this circular shall prevail over the Chinese version.

3 October 2025

TIMETABLE

The following is a summary of the events in relation to the Scrip Dividend Scheme in the form of a timetable:

Period for determining the market value of a Scrip Share (average closing price for three consecutive trading days)	Tuesday, 22 April 2025 to Thursday, 24 April 2025 (both days inclusive)
Last day of dealing in Shares on a cum-dividend basis	Monday, 22 September 2025
Commencement of dealing in Shares on an ex-dividend basis	Tuesday, 23 September 2025
Latest time for lodging transfer of Shares for registration to be entitled to the Interim Dividend	4:30 p.m. on Thursday, 25 September 2025
Closure of Register of Members for determining the Shareholders' respective entitlement to the Interim Dividend	Friday, 26 September 2025 to Tuesday, 30 September 2025 (both days inclusive)
Record Date	Tuesday, 30 September 2025
Latest time for return of the Election Forms *(Note 2)*	4:30 p.m. on Friday, 17 October 2025
Expected despatch of cheques for cash dividends and/or share certificates for Scrip Shares to Eligible Shareholders	Friday, 31 October 2025
Expected commencement date and time of dealings in the Scrip Shares on the Stock Exchange	9:00 a.m. on Monday, 3 November 2025

Notes:

1. All references to dates and time in this circular are to Hong Kong dates and time.

2. If there is a gale warning, a black rainstorm warning, extreme conditions (as defined in the Rules of the Exchange) or other similar event at any time between 9:00 a.m. and 4:30 p.m. on Friday, 17 October 2025, the deadline for return of the Election Forms might be extended. Further information is set out in the section headed "Letter from the Board — Election Form" in this circular.

Edvantage Group Holdings Limited
中滙集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0382)

Executive Directors:
Mr. Liu Yung Chau (*Chairman*)
Ms. Chen Yuan, Rita
Ms. Liu Yi Man (*Chief Executive Officer*)

Non-Executive Director:
Mr. Liu Yung Kan

Independent Non-executive Directors:
Mr. Xu Gang
Mr. O'Yang Wiley
Mr. Li Jia Tong

Registered Office:
Ogier Global (Cayman) Limited
89 Nexus Way
Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

Headquarters and principal place of business in the People's Republic of China:
No. 1 Huashang Road
Licheng Street, Zhengcheng
Guangzhou, the People's Republic of China

Principal Place of Business in Hong Kong:
Room 701, 7/F, Wing On Plaza
62 Mody Road, Tsim Sha Tsui
Kowloon, Hong Kong

3 October 2025

To the Shareholders of Edvantage Group Holdings Limited,

Dear Sir or Madam,

SCRIP DIVIDEND SCHEME IN RELATION TO THE INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 28 FEBRUARY 2025

INTRODUCTION

On 25 April 2025, Edvantage Group Holdings Limited (the "**Company**") announced that the board (the "**Board**") of directors (the "**Director(s)**") of the Company has resolved to declare an interim dividend of HK6.60 cents per ordinary share of US$0.01 each in the Company (the "**Share(s)**") for the six months ended 28 February 2025 (the "**Interim Dividend**") to shareholders of the Company ("**Shareholder(s)**") whose names appear on the register of members of the Company (the "**Register of Members**") on 30 September 2025 (the "**Record Date**"). The Interim Dividend of HK6.60 cents per Share will be payable in cash with a scrip dividend alternative, allowing eligible Shareholders ("**Eligible Shareholder(s)**") to choose to receive the Interim Dividend wholly or partly in the form of allotment of new Shares (the "**Scrip Shares**"), credited as fully paid, in lieu of cash (the "**Scrip Dividend Scheme**").

The purpose of this circular is to set out the procedures which apply in relation to the Scrip Dividend Scheme and the actions which should be taken by the Eligible Shareholders in relation thereto.

PARTICULARS OF THE SCRIP DIVIDEND SCHEME

Under the Scrip Dividend Scheme, the Interim Dividend is payable in cash to the Eligible Shareholders whose names appear on the Register of Members at the close of business on the Record Date, with a scrip dividend alternative. The Eligible Shareholders may elect to receive the Interim Dividend in one of the following ways:

(i) a cash dividend of HK6.60 cents per Share; or

(ii) an allotment of such number of Scrip Shares credited as fully paid and having an aggregate market value (as calculated below) equal to, save for adjustment for fractions, the total amount of the Interim Dividend which such Eligible Shareholders could otherwise elect to receive in cash (the "**Maximum Entitlement**"); or

(iii) partly Scrip Shares not exceeding the Maximum Entitlement and the remainder in cash.

For the purpose of calculating the number of Scrip Shares to be allotted and issued under the Scrip Dividend Scheme, the issue price of the Scrip Shares will be HK$1.707 per Share, which is the average closing price (the "**Average Closing Price**") of one existing Share as stated in the daily quotation sheet of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") for the three consecutive trading days commencing from Tuesday, 22 April 2025 to Thursday, 24 April 2025 (both days inclusive). Accordingly, an Eligible Shareholder electing for Scrip Shares in

respect of the Interim Dividend under options (ii) and (iii) above will receive, in respect of the existing Shares registered in his/her/its name on the Record Date and for which he/she/it has elected to receive Scrip Shares, such number of Scrip Shares as calculated below:

$$\text{Number of Scrip Shares to be received} = \text{Number of existing Shares held on the Record Date for which election for the Scrip Shares is made} \times \frac{\text{The Interim Dividend per Share (i.e. HK6.60 cents)}}{\text{Average Closing Price (i.e. HK\$1.707)}}$$

The number of the Scrip Shares to be issued to each Eligible Shareholder will be rounded down to the nearest whole number. Fractional entitlement to the Scrip Shares in respect of option (ii) and option (iii) above will be disregarded and the benefit thereof will accrue to the Company.

The Scrip Shares will rank *pari passu* in all respects with the existing issued Shares on the date of allotment and issue of the Scrip Shares, and will rank in full for all future dividends and distribution which may be declared, made or paid, other than the Interim Dividend, and will otherwise have the same rights as the existing issued Shares held by the Shareholders. **The right to receive Scrip Shares wholly or partly in lieu of the cash dividend is non-transferable. The Scrip Shares are not being offered to the public (other than the Eligible Shareholders)**.

As affected by the tropical cyclone signal no. 8 (or above) which remained in force during the afternoon session of 23 September 2025 and the entire normal business hours (as referred to in Practice Note 8 issued by the Stock Exchange) on 24 September 2025, the latest time by which transfers were accepted for registration for determining the Shareholders' entitlements to the Interim Dividend was automatically deferred to 4:30 p.m. on Thursday, 25 September 2025 (as opposed to 4:30 p.m. on Wednesday, 24 September 2025 as disclosed in the interim results announcement of the Company dated 25 April 2025) , whereas the Register of Members will be closed from Friday, 26 September 2025 to Tuesday, 30 September 2025 (as opposed to from Thursday, 25 September 2025 to Tuesday, 30 September 2025 as disclosed in the interim results announcement of the Company dated 25 April 2025), in each case in accordance with Practice Note 8.

Scrip Shares issued to the Eligible Shareholders pursuant to an election to receive part or all of their Interim Dividend in Scrip Shares may be allocated in odd lots (of fewer than a board lot of 2,000 Shares). No special dealing arrangements will be put in place by the Company to facilitate the top- up, trading or disposal of Scrip Shares issued in odd lots. Eligible Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.

EFFECT OF THE SCRIP DIVIDEND SCHEME

For illustration purpose only, based on 1,182,796,142 Shares in issue as at the close of business on the Record Date, if no election for the Scrip Shares is received, the total cash dividend payable by the Company will be approximately HK$78,064,545; (ii) if all Eligible Shareholders elect to receive their entitlements to the Interim Dividend in the form of Scrip Shares, the maximum number of Scrip Shares to be issued will be 45,732,012 Shares, representing approximately 3.87% of the Shares in issue as at the close of business on the Record Date and approximately 3.72% of the then issued share capital of the Company as enlarged by the issue of the Scrip Shares.

As at the Record Date, Mr. Liu Yung Chau (廖榕就) (the founder of the Company, an executive Director, the chairman of the Board, "**Mr. Liu**"), his spouse Ms. Chen Yuan, Rita (陳練瑛) (an executive Director, "**Ms. Chen**"), and Debo Education Investments Holdings Limited (德博教育投資控股有限公司) (a corporation owned as to 50% by Mr. Liu and 50% by Ms. Chen, "**Debo**") are a group of controlling Shareholders of the Company as defined under the Listing Rules, which in aggregate held 839,634,638 issued Shares, representing approximately 70.99% of the issued share capital of the Company as at the Record Date.

Further, as at the Record Date, the other Directors and their close associates (which include the trustee in respect of the trusts for connected persons of the Company, thereby including (among others) the Directors, established under the share award scheme approved and adopted by the Shareholders on 19 January 2024, "**2024 Share Award Scheme**") held an aggregate of 5,049,212 Shares, representing approximately 0.43% of the issued share capital of the Company as at the Record Date.

The controlling Shareholders, the Directors and their close associates are core connected persons of the Company as defined under the Listing Rules. Save as disclosed above, the Company is not aware of any other Shareholder who is a core connected person of the Company.

Pursuant to the scheme rules of the 2024 Share Award Scheme, in the event the Company undertakes a scrip dividend scheme, the trustee(s) shall elect to receive the cash component, which shall be treated as related income (for the cash income derived from awarded shares) which would be held on trust for the benefit of the selected participant or, or as returned trust funds (for the cash income derived from returned shares).

Assuming that all the controlling Shareholders and the Directors elect to receive the Interim Dividend in the form of Scrip Shares while all other Eligible Shareholders elect or are deemed to have elected to receive the Interim Dividend wholly in cash, the aggregate shareholding of the controlling Shareholders would increase to approximately 71.76%, whereas the aggregate

shareholding of the core connected persons of the Company and their close associates would increase to approximately 72.18%, of the issued share capital as enlarged by the issue and allotment of Scrip Shares. The Company would still be able to meet the public float requirement under Rule 8.08 of the Listing Rules in such a case.

As at the close of business on the Record Date, there were in aggregate outstanding share options carrying rights to subscribe for 14,753,529 Shares granted pursuant to the Company's share option scheme adopted on 6 June 2019 and effective on 16 July 2019, which was terminated with effect from 19 January 2024 ("**2019 Share Option Scheme**"). According to the scheme rules of the 2019 Share Option Scheme, following the termination of the 2019 Share Option Scheme, no further share options will be offered or granted but the provisions of the 2019 Share Option Scheme shall remain in full force to the extent necessary to give effect to the exercise of any share options granted prior thereto or otherwise as may be required in accordance with the provisions of the 2019 Share Option Scheme. Save as disclosed above, there were no outstanding share options, warrants, securities which are convertible into Shares issued by the Company as at the close of business on the Record Date.

Eligible Shareholders should note that the Scrip Shares may give rise to notification requirements under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("**SFO**"). Eligible Shareholders who are in any doubt as to how these provisions may affect them as a result of their election of receiving the Interim Dividend in the form of the Scrip Shares are recommended to consult their own professional advisers. Eligible Shareholders who are in any doubts as to their taxation position are also recommended to consult their own professional advisers.

ADVANTAGES OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme will give the Eligible Shareholders an opportunity to increase their investment in the Company at market value without incurring brokerage fees, stamp duty and related dealing costs. The Scrip Dividend Scheme will also benefit the Company to the extent that any cash which would otherwise have been paid to the Eligible Shareholders who elect to receive the Scrip Shares in lieu of the cash dividend, either in whole or in part, will be retained for use as working capital by the Company.

CONDITION(S) OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Scrip Shares to be allotted and issued in respect of the Interim Dividend.

If the above condition is not satisfied, the Scrip Dividend Scheme will not become effective and the Election Forms (as defined below) will be void. The Interim Dividend will then be paid wholly in cash.

ELECTION FORM

An election form in relation to the Scrip Dividend Scheme (the "**Election Form**") disseminated together with this circular to the Eligible Shareholders who wish to receive the Interim Dividend wholly or partly in the form of the Scrip Shares in lieu of cash dividend.

If you elect to receive the Interim Dividend wholly in cash, you do not need to take any action. Therefore, please do not complete nor return the Election Form.

If you elect to receive the Interim Dividend wholly in the form of the Scrip Shares, you should complete and return the Election Form in accordance with the instructions printed thereon.

If you elect to receive the Interim Dividend partly in cash and partly in the form of Scrip Shares, you should complete and return the Election Form in accordance with the instructions thereon. In particular, please specify the number of Shares registered in your name on the Record Date for which you wish the Interim Dividend to be paid to you in the form of Scrip Shares. If you do not specify the number of Shares for which you wish to receive the Interim Dividend in the form of Scrip Shares or if your specified number is greater than your registered holding on the Record Date in your signed and returned Election Form, you will be deemed to have elected to receive Scrip Shares only in respect of ALL the Shares registered in your name on the Record Date, and you will receive the Interim Dividend wholly in the form of the Scrip Shares ONLY.

The Election Form should be completed in accordance with the instructions printed thereon and returned to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong so as to be received no later than 4:30 p.m. on Friday, 17 October 2025. Late submission of the Election Forms will not be accepted. Failure to complete and return the signed Election Forms in accordance with the instructions printed thereon will result in the Interim Dividend of the relevant Eligible Shareholder being paid wholly in the form of cash.

No acknowledgment of receipt of the Election Forms will be issued. Elections in respect of the Interim Dividend cannot be in any way withdrawn, revoked, superseded or altered after the relevant Election Forms are signed and lodged with the Hong Kong branch share registrar and transfer office of the Company.

The latest time for return of the Election Forms will be extended, as the case may be, in accordance with (a) or (b) below if a gale warning, a black rainstorm warning, extreme conditions (as defined in the Rules of the Exchange) or other similar event is in force in Hong Kong:

(a) at any time on or after 9:00 a.m. but no longer in force after 12:00 noon on Friday, 17 October 2025: the latest time for return of the Election Forms will be extended to 5:00 p.m. on the same business day; or

(b) at any time between 12:00 noon and 4:30 p.m. on Friday, 17 October 2025: the latest time for return of the Election Forms will be extended to 4:30 p.m. on the next business day on which none of the above warning signals is in force at any time between 9:00 a.m. and 4:30 p.m.

If you are a non-registered Shareholder, i.e. your Shares are held through an intermediary (for example, a bank, a custodian or a securities broker) or registered in the name of your nominee, you will not receive the Election Form. If you wish to receive Scrip Shares instead of cash, in whole or in part, in respect of the Interim Dividend, please contact your intermediary or nominee directly.

OVERSEAS SHAREHOLDERS

This circular and the Election Form will not be registered or filed under the securities law or equivalent legislation of any jurisdiction. No Shareholder with registered address outside Hong Kong as shown on the Register of Members (the "**Overseas Shareholder(s)**") receiving a copy of this circular and/or the Election Form in any jurisdiction outside Hong Kong may treat the same as an invitation to participate in the Scrip Dividend Scheme unless such invitation could lawfully be made to him/her/it without the Company having to comply with any registration or other requirements or formalities in the relevant jurisdiction. Persons who receive the Scrip Shares in lieu of cash must also comply with any restrictions on the transfer or sale of the Shares which may apply outside Hong Kong. Shareholders residing in a jurisdiction where it would be illegal for the Company to make such an invitation shall be deemed to have received this circular and/or the Election Form for information only.

Based on the Register of Members as at the Record Date, there was one Overseas Shareholder with registered address in the British Virgin Islands ("**BVI**") and there were no other Eligible Shareholders whose registered address is outside of Hong Kong.

Pursuant to Rule 13.36(2)(a) of the Listing Rules, the Company has made enquiries in respect of the legal restrictions under the laws of the BVI and the requirement of the relevant regulatory body or stock exchange in the BVI for the Company to extend the Scrip Dividend Scheme to the

Overseas Shareholder with registered address in the BVI. On the basis of the results of such enquiries obtained as at the Record Date, the Directors note that there is no legal restriction under the laws of or the requirements of the relevant regulatory bodies or stock exchanges in the BVI with respect to the offer of the Scrip Shares to the Overseas Shareholder with registered addresses in BVI as at the Record Date.

Yet, your attention is drawn to the following statement concerning the offering of Shares to persons in the BVI:

No Shares may be offered to any person in the BVI for purchase or subscription except under circumstances that will result in compliance with the rules concerning offering of such securities in the BVI and with the laws of the BVI. Accordingly, this circular, the Election Form and the Scrip Dividend Scheme do not constitute and shall not be construed as an offer to the public in the BVI to purchase or subscribe for Shares. Shares shall not be received for the account or benefit of any person who is a resident of, or who is domiciled in, the BVI, other than a BVI Business Company (as defined under the BVI Business Companies Act (as amended)) incorporated in the BVI that is not resident in the BVI, nor to a custodian, nominee or trustee of any such person.

Accordingly, the Board is of the view that it would not be necessary or expedient for the Company to exclude the Overseas Shareholder with registered address in the BVI from participating in the Scrip Dividend Scheme on account of the restrictions or requirements from the perspective of the BVI laws. In view of the above, the Overseas Shareholder with registered address in the BVI will not be excluded from participating in the Scrip Dividend Scheme and the Election Form will be sent to the Overseas Shareholder with registered address in the BVI together with this circular.

Notwithstanding the enquiries made by the Company with its legal advisers, it is the responsibility of any Overseas Shareholder wishing to receive Scrip Shares for the Interim Dividend to satisfy himself/herself/itself as to full observance of the laws of any relevant jurisdiction, including obtaining any governmental or other consents or observing any requirement or formality which may be required. Overseas Shareholders who are in any doubt as to their positions should consult their own professional advisers.

LISTING AND DEALINGS

Application will be made to the Stock Exchange for listing of, and permission to deal in, the Scrip Shares. It is expected that the cheques for cash dividends and/or the share certificates for the Scrip Shares (in case the Eligible Shareholders have elected to receive part or all of the respective Interim Dividend in the form of Scrip Shares) will be posted to the respective Shareholders at their own risk on Friday, 31 October 2025. Only one share certificate will be issued for all Scrip Shares issued and allotted to an Eligible Shareholder under the Scrip Dividend Scheme. Dealing in Scrip Shares on the Stock Exchange are expected to commence on Monday, 3 November 2025 at 9:00 a.m., subject to the proper receipt of the definitive certificates for the Scrip Shares by the relevant Eligible Shareholders. All share certificates for the Scrip Shares are non-renounceable.

Subject to the granting of the listing of, and permission to deal in the Scrip Shares to be allotted and issued pursuant to the Scrip Dividend Scheme on the Stock Exchange, such Scrip Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in the Central Clearing and Settlement System (the "**CCASS**") with effect from the commencement date of dealings in the Scrip Shares on the Stock exchange or such other date as may be determined by Hong Kong Securities Clearing Company Limited. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Dealing in the Scrip Shares may be settled through CCASS and Shareholders should seek the advice of their licensed securities broker or other professional adviser for details of these settlement arrangements and how such arrangements will affect their rights and interests.

The Shares are only listed on the Stock Exchange. No equity or debt securities of the Company are listed or dealt in on any other stock exchange and no listing or permission to deal in on any other stock exchange is being or is proposed to be sought.

GENERAL

Whether it is to your advantage to receive the Scrip Shares or cash shall depend on your own individual circumstances, and the decision in this regard and all effects resulting therefrom are the responsibility of each Eligible Shareholder. Eligible Shareholders who are trustees are recommended to take professional advice as to whether the choice of receiving the Scrip Shares is within their powers and as to its effect having regard to the terms and the relevant trust instrument. All the Eligible Shareholders residing outside Hong Kong should consult their professional advisers as to whether they are permitted to receive the Interim Dividend in scrip form or whether any government or other consents are required or other formalities need to be observed. If Shareholders are in any doubt as to any aspect of this circular or as to the action which should be taken, they should consult their licensed securities broker or other registered dealer in securities or other professional adviser.

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