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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)

(1) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND (2) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

This announcement is made by Edvantage Group Holdings Limited (the "**Company**") pursuant to Rules 13.51(1) and 13.45(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing Rules**").

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

Pursuant to the Consultation Conclusions on Proposals to Further Expand the Paperless Listing Regime and Other Rule Amendments published by the Stock Exchange on 24 January 2025, the Stock Exchange has revised the Core Shareholder Protection Standards under Appendix A1 to the Listing Rules with effect from 10 February 2025. Listed issuers are required to make necessary amendments to their constitutional documents by the next annual general meeting following 1 July 2025 to bring the constitutional documents in conformity with the revised Appendix A1 to the Listing Rules.

Moreover, the Stock Exchange has published Information Paper on Rule Amendments to Implement an Uncertificated Securities Market and "Issuer Platform" in May 2025, under which, among others, it is announced that the Listing Rules will be amended to require an issuer of Prescribed Securities (as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) to amend the provisions in its constitutional documents to ensure that they do not conflict with laws and regulations related to its Prescribed Securities becoming participating securities, including provisions and terms regarding the holding of or transfer of title to the Prescribed Securities.

The board (the "**Board**") of directors (the "**Directors**") of the Company proposed to amend the existing memorandum and articles of association of the Company (the "**Existing Memorandum and Articles**") in order to bring the memorandum and articles of association of the Company (the "**Memorandum and Articles**") in line with the relevant requirements of the Listing Rules as well as the applicable laws of the Cayman Islands, including (a) allowing a general meeting to be held in the form of a virtual meeting or a hybrid meeting and providing for voting by electronic means, and (b) preparing for the uncertificated securities market regime as well as to clarify powers of the Board and chairperson of the general meeting regarding the convening and holding of general meetings.

The Board also proposed to amend the Existing Memorandum and Articles to (i) reflect the amendments to the Listing Rules relating to treasury shares which took effect in July 2024 to explicitly provide that the Company may hold the Shares bought back in treasury and sell or transfer treasury shares subject to the laws of its place of incorporation, constitutional documents and the Listing Rules; (ii) explicitly incorporate the implied consent mechanism for disseminating corporate communications to shareholders of the Company (the "**Shareholder(s)**") by means of electronic communication; and (iii) reflect the new authorised share capital of the Company conditional upon the proposed Increase in Authorised Share Capital (as defined below) being approved by the Shareholders at the AGM (as defined below).

Other housekeeping and consequential amendments to the Memorandum and Articles are also proposed, including making consequential amendments in connection with the above amendments to the Memorandum and Articles and for clarity and consistency with the other provisions of the Memorandum and Articles where it is considered desirable and to better align the wording with those of the Listing Rules and the applicable laws of the Cayman Islands.

The Board will put forward the proposed amendments to the Memorandum and Articles (the "**Proposed Amendments**") to the Shareholders for consideration and (if thought fit) approval as a special resolution at the forthcoming annual general meeting of the Company to be held on 26 January 2026 (the "**AGM**").

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As of the date of this announcement, the authorised share capital of the Company is US$15,000,000 divided into 1,500,000,000 ordinary shares ("**Share(s)**") of a nominal or par value of US$0.01 each.

In order to prepare for possible utilisation in full of the scheme mandate limit of the share schemes of the Company approved by Shareholders and to provide for flexibility for future corporate actions, the Company proposes that the authorised share capital of the Company be increased from US$15,000,000 divided into 1,500,000,000 Shares to US$20,000,000 divided into 2,000,000,000 Shares by the creation of 500,000,000 additional Shares (the "**Increase in Authorised Share Capital**"), which will, upon issue and being fully paid, rank *pari passu* in all respects with the Shares in issue.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the AGM.

As at the date of this announcement, the Company had no present intention to issue any part of the proposed increased authorised share capital of the Company other than the issue of Shares (i) to the trustee(s) of the trusts established for the administration of the share award scheme of the Company to satisfy share awards that may be granted under the share award scheme of the Company; and (ii) upon the exercise of the options granted and may be granted under the share option schemes of the Company. Further announcement(s) will be made by the Company in accordance with the Listing Rules if it proposes to issue any further Shares in the future.

The Board will put forward the Increase in Authorised Share Capital to the Shareholders for consideration and (if thought fit) approval as an ordinary resolution at the AGM.

GENERAL

A circular (the "**Circular**") in respect of the AGM which (among others) gives full details of the Proposed Amendments and the Increase in Authorised Share Capital will be sent to the Shareholders on or around 31 December 2025. Please refer to the Circular for further details.

On behalf of the Board of
Edvantage Group Holdings Limited
Liu Yung Chau
Chairman and executive director

Hong Kong, 19 December 2025

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 of are Mr. Xu Gang, Mr. O'Yang Wiley and Mr. Li Jiatong.