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)

DISCLOSEABLE TRANSACTION
ACQUISITION OF LAND USE RIGHTS

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The Board is pleased to announce that Huashang Vocational College successfully won the bid for the land use rights of the following pieces of land, all situate in Xinhui District, Jiangmen City, Guangdong Province, the PRC through public auction: (i) Land Parcel A located at the southwest section of Shuibei, Yamen Town, Xinhui District, Jiangmen City, Guangdong Province, the PRC, for a consideration of approximately RMB0.92 million (equivalent to approximately HK$0.98 million) on 31 October 2024; (ii) Land Parcel B located at the southwest section of Shuibei, Yamen Town, Xinhui District, Jiangmen City, Guangdong Province, the PRC, for a consideration of approximately RMB45.1 million (equivalent to approximately HK$48.3 million) on 31 October 2024; and (iii) Land Parcel C located at the southwest section of Shuibei, Yamen Town, Xinhui District, Jiangmen City, Guangdong Province, the PRC, for a consideration of approximately RMB97.1 million (equivalent to approximately HK$103.9 million) on 22 November 2024. The Land Parcels are intended to be used to carry out campus expansion projects of Huashang Vocational College and the construction of educational hub including student practice and training bases, dormitories and other facilities, with a view to implementing deep integration of industry and education.

On 8 November 2024, Huashang Vocational College and Jiangmen Bureau entered into respective Land Use Rights Grant Contracts in respect of the Land Parcel Acquisitions of Land Parcel A and Land Parcel B. On 22 November 2024, Huashang Vocational College received notification that it won the bid for land use rights in respect of Land Parcel C and Huashang Vocational College is expected to enter into the Confirmation Letter in respect of the Land Parcel Acquisition of Land Parcel C with Jiangmen Public Resources Trading Centre and Jiangmen Public Resources Trading Centre Xinhui Branch on 25 November 2024 and the Land Use Rights Grant Contract in respect of the Land Parcel Acquisition of Land Parcel C with Jiangmen Bureau on or around 1 December 2024.

LISTING RULES IMPLICATIONS

Pursuant to Chapter 14 of the Listing Rules, each of the Land Parcel Acquisitions of Land Parcel A, Land Parcel B and Land Parcel C alone does not constitute discloseable transactions of the Company under the Listing Rules. However, as the counterparties to each of the Land Use Rights Grant Contracts and the Confirmation Letter respectively are associated with each other, and the locations of the Land Parcels are adjacent to each other and the Land Parcel Acquisitions took place within a 12-month period, the Land Parcel Acquisitions shall be aggregated as a single series of transactions pursuant to Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios (as defined under the Listing Rules) of the Land Parcel Acquisitions after aggregation exceed 5% but all are less than 25%, the Land Parcel Acquisition of Land Parcel C, when aggregated with the Land Parcel Acquisitions of Land Parcel A and Land Parcel B, constitutes discloseable transaction of the Company, and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

ACQUISITION OF LAND USE RIGHTS

The Board is pleased to announce that Huashang Vocational College successfully won the bid for the land use rights of the following pieces of land, all situate in Xinhui District, Jiangmen City, Guangdong Province, the PRC through public auction: (i) Land Parcel A located at the southwest section of Shuibei, Yamen Town, Xinhui District, Jiangmen City, Guangdong Province, the PRC, for a consideration of approximately RMB0.92 million (equivalent to approximately HK$0.98 million) on 31 October 2024; (ii) Land Parcel B located at the southwest section of Shuibei, Yamen Town, Xinhui District, Jiangmen City, Guangdong Province, the PRC, for a consideration of approximately RMB45.1 million (equivalent to approximately HK$48.3 million) on 31 October 2024; and (iii) Land Parcel C located at the southwest section of Shuibei, Yamen Town, Xinhui District, Jiangmen City, Guangdong Province, the PRC, for a consideration of approximately RMB97.1 million (equivalent to approximately HK$103.9 million) on 22 November 2024. The Land Parcels are intended to be used to carry out campus expansion projects of Huashang Vocational College and the construction of educational hub including student practice and training bases, dormitories and other facilities, with a view to implementing deep integration of industry and education.

On 8 November 2024, Huashang Vocational College and Jiangmen Bureau entered into respective Land Use Rights Grant Contracts in respect of the Land Parcel Acquisitions of Land Parcel A and Land Parcel B. On 22 November 2024, Huashang Vocational College received notification that it won the bid for land use rights in respect of Land Parcel C and Huashang Vocational College is expected to enter into the Confirmation Letter in respect of the Land Parcel Acquisition of Land Parcel C with Jiangmen Public Resources Trading Centre and Jiangmen Public Resources Trading Centre Xinhui Branch on 25 November 2024 and the Land Use Rights Grant Contract in respect of the Land Parcel Acquisition of Land Parcel C with Jiangmen Bureau on or around 1 December 2024.

LAND USE RIGHTS GRANT CONTRACTS AND CONFIRMATION LETTER

The major terms of the Land Use Rights Grant Contracts and the Confirmation Letter for the Land Parcel Acquisitions are outlined below:

The Land Use Rights Grant Contract for Land Parcel A

Date:	8 November 2024
Parties:	(i) Jiangmen Bureau (as the transferor); and (ii) Huashang Vocational College (as the transferee)
Location:	The land parcel located at land lot number JCR2024-154 (Xinhui 41)* (JCR2024-154 (新會41) 號), which is the southwest section of Shuibei, Yamen Town, Xinhui District, Jiangmen City, Guangdong Province, the PRC
Nature of Land Use:	Higher education
Land Area:	Site area of approximately 1,906 square meters and gross floor area of approximately 1,334 to 2,859 square meters
Land Use Rights Duration:	50 years commencing from the date of delivery of Land Parcel A
Consideration and Payment Terms:	Approximately RMB0.92 million (equivalent to approximately HK$0.98 million) The consideration shall be payable in full by Huashang Vocational College within 15 days of the entering into of the Land Use Rights Grant Contract in respect of the acquisition of Land Parcel A.

As of the date of this announcement, Huashang Vocational College has paid an amount of approximately RMB0.92 million, which shall constitute the full consideration for the acquisition of Land Parcel A. Therefore, as of the date of this announcement, the consideration for the acquisition of Land Parcel A has been fully settled.

Delivery of Land Parcel A: Land Parcel A shall be delivered to Huashang Vocational College on or before 7 February 2025.

The Land Use Rights Grant Contract for Land Parcel B

Date: 8 November 2024

Parties:

(i) Jiangmen Bureau (as the transferor); and

(ii) Huashang Vocational College (as the transferee)

Location: The land parcel located at located at land lot number JCR2024-155 (Xinhui 42)* (JCR2024-155 (新會42) 號), which is the southwest section of Shuibei, Yamen Town, Xinhui District, Jiangmen City, Guangdong Province, the PRC

Nature of Land Use: Higher education

Land Area: Site area of approximately 93,867 square meters and gross floor area of approximately 93,867 to 187,735 square meters

Land Use Rights Duration: 50 years commencing from the date of delivery of Land Parcel B

Consideration and Payment Terms: Approximately RMB45.1 million (equivalent to approximately HK$48.3 million)

The consideration shall be payable in full by Huashang Vocational College within 15 days of the entering into of the Land Use Rights Grant Contract in respect of the acquisition of Land Parcel B.

As of the date of this announcement, Huashang Vocational College has paid an amount of approximately RMB45.1 million, which shall constitute the full consideration for the acquisition of Land Parcel B. Therefore, as of the date of this announcement, the consideration for the acquisition of Land Parcel B has been fully settled.

Delivery of Land Parcel B:	Land Parcel B shall be delivered to Huashang Vocational College on or before 7 February 2025.

The Confirmation Letter for Land Parcel C

Date:	Expected to be entered into on 25 November 2024
Parties:	(i) Jiangmen Public Resources Trading Centre and Jiangmen Public Resources Trading Centre Xinhui Branch (together as the auctioneer entrusted by Jiangmen Bureau); and (ii) Huashang Vocational College (as the transferee)
Location:	The land parcel located at land lot number JCR2024-167 (Xinhui 45)* (JCR2024-167 (新會45) 號), which is the southwest section of Shuibei, Yamen Town, Xinhui District, Jiangmen City, Guangdong Province, the PRC
Nature of Land Use:	Higher education
Land Area:	Site area of approximately 202,251 square meters and gross floor area of approximately 202,251 to 404,502 square meters
Land Use Rights Duration:	50 years commencing from the date of delivery of Land Parcel C
Consideration and Payment Terms:	Approximately RMB97.1 million (equivalent to approximately HK$103.9 million) As of the date of this announcement, Huashang Vocational College has paid an amount of approximately RMB19.4 million (equivalent to approximately HK$ 20.8 million), which shall constitute 20% the consideration for the acquisition of Land Parcel C. Therefore, as of the date of this announcement, the consideration for the acquisition of Land Parcel C has not been fully settled.

The balance of the consideration, which is approximately RMB77.7 million (equivalent to approximately HK$ 83.1 million), shall be payable in full by Huashang Vocational College within 15 days of the entering into of the Land Use Rights Grant Contract in respect of the acquisition of Land Parcel C.

Delivery of Land Parcel C: Land Parcel C shall be delivered to Huashang Vocational College on or before 24 February 2025.

BASIS OF DETERMINATION OF THE CONSIDERATION

The consideration for the Land Parcel Acquisitions was determined through public auction conducted by Jiangmen Public Resources Trading Centre and Jiangmen Public Resources Trading Centre Xinhui Branch in accordance with the relevant PRC laws and regulations. The relevant bidding price was determined by the Group after taking into consideration, among others, (i) the starting bidding price for the Land Parcels; (ii) the location, use and potential development prospects of the Land Parcels; and (iii) market conditions in the surrounding areas of the Land Parcels. The Directors are of the view that the consideration for the Land Parcel Acquisitions is fair and reasonable, and is in the interests of the Company and the Shareholders as a whole.

The total consideration for the Land Parcel Acquisitions will be fully funded by the Group's internal resources.

REASONS FOR AND BENEFITS OF THE LAND PARCEL ACQUISITIONS

The Land Parcels are adjacent to the main campus and practical training base of Huashang Vocational College. With the continuous and stable growth in the admission quota and student enrolments at Huashang Vocational College, the campus capacity of Huashang Vocational College has been increasingly strained. As of 18 October 2024, the number of new student registration for the 2024/2025 school year at Huashang Vocational College was 10,800, and the number of total student enrolments reached 26,000, representing an increase of 18.0% when compared to that as of 13 October 2023, with the campus utilisation rate of Huashang Vocational College Xinhui campus reaching approximately 82.0%. Therefore, in order to enhance the campus capacity of Huashang Vocational College and meet the growing demand for student enrolments, the Group acquires the land use rights of the Land Parcels to carry out campus expansion projects for Huashang Vocational College and the construction of educational hub including student practice and training bases, dormitories and other facilities, with a view to implementing deep integration of industry and education. The hub will focus on the development of key majors in the fields of "Artificial Intelligence and Education", further establishing the platform for talent practice and training, as well as innovation and entrepreneurship incubation, which will fully realise the interaction and sharing of resources among Huashang Vocational College and its affiliated institutions, driving the integrated fusion of "education and industry".

Based on the above, the Directors are of the view that the acquisitions of the land use rights for the Land Parcels are in line with the Company's strategies and in favor of the Group's business development. The Directors (including independent non-executive Directors) are of the view that the terms of the Land Parcel Acquisitions are fair, reasonable and in the interests of the Company and the Shareholders as a whole even though it is not in the ordinary and usual course of business of the Group.

LISTING RULES IMPLICATIONS

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GENERAL INFORMATION OF THE PARTIES

Information of the Group

The Group is the largest private higher education group in the Guangdong-Hong Kong-Macau Greater Bay Area of the PRC in terms of total student enrolment of business majors, and it is an early mover in the education sector in pursuing international expansion. The Group currently operates nine schools in the PRC and abroad, namely Guangzhou Huashang College, Huashang Vocational College and Guangdong Huashang Technical School in Guangdong Province, the PRC; Urban Vocational College of Sichuan and Urban Technician College of Sichuan in Sichuan Province, the PRC; GBA Business School in Hong Kong, the PRC; Global Business College of Australia and Edvantage Institute Australia in Melbourne, Australia; as well as Edvantage Institute (Singapore) in the downtown of Singapore. For more information on the Group, please visit its official website at http://www.edvantagegroup.com.hk/ (the information that appears in this website does not form part of this announcement).

Information of Jiangmen Public Resources Trading Centre, Jiangmen Public Resources Trading Centre Xinhui Branch and Jiangmen Bureau

Jiangmen Public Resources Trading Centre and Jiangmen Public Resources Trading Centre Xinhui Branch are local government authorities under the Jiangmen Municipal People's Government of the PRC and are responsible for, among others, managing the trading operations of public resources.

Jiangmen Bureau is a government entity under the Jiangmen Municipal People's Government of the PRC which is responsible for, among others, the granting of land use rights in Jiangmen City, Guangdong Province, the PRC.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as of the date of this announcement, Jiangmen Bureau, Jiangmen Public Resources Trading Centre and Jiangmen Public Resources Trading Centre Xinhui Branch and their respective ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

DEFINITION

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

"Board"	the board of Directors;
"China" or "PRC"	the People's Republic of China, but for the purpose of this announcement and for geographical reference only and except where the context requires, references in this announcement to "China" and the "PRC" do not apply to Hong Kong, Macau Special Administrative Region and Taiwan, China;
"Company"	Edvantage Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 0382);
"Confirmation Letter"	the confirmation letter to be entered into between Huashang Vocational College, Jiangmen Public Resources Trading Centre and Jiangmen Public Resources Trading Centre Xinhui Branch on 25 November 2024 as a result of the successful bidding by Huashang Vocational College for the land use right of Land Parcel C;

"connected person(s)"	has the meanings ascribed to it in the Listing Rules;
"Director(s)"	the director(s) of the Company;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Huashang Vocational College"	Guangzhou Huashang Vocational College* (廣州華商職業學院), a private school registered as a private non enterprise unit under the law of the PRC, operated by the Group;
"Jiangmen Bureau"	Jiangmen Bureau of Natural Resources* (江門市自然資源局), a local government body under the Jiangmen Municipal People's Government of the PRC;
"Jiangmen Public Resources Trading Centre"	Jiangmen Public Resources Trading Centre* (江門市公共資源交易中心), a local government authority under the Jiangmen Municipal People's Government of the PRC;
"Jiangmen Public Resources Trading Centre Xinhui Branch"	Jiangmen Public Resources Trading Centre Xinhui Branch* (江門市公共資源交易中心新會分中心), a local government authority under the Jiangmen Municipal People's Government of the PRC;
"Land Parcel A"	a parcel of land located at land lot number JCR2024-154 (Xinhui 41)* (JCR2024-154 (新會41) 號), with a total land area of approximately 1,906 square meters, which is located at the southwest section of Shuibei, Yamen Town, Xinhui District, Jiangmen City, Guangdong Province, the PRC;
"Land Parcel Acquisition(s)"	the acquisition(s) for the land use rights, each and collectively, of Land Parcel A, Land Parcel B and/or Land Parcel C (as the case may be) by the Group through public auction;
"Land Parcel B"	a parcel of land located at land lot number JCR2024-155 (Xinhui 42)* (JCR2024-155 (新會42) 號), with a total land area of approximately 93,867 square meters, which is located at the southwest section of Shuibei, Yamen Town, Xinhui District, Jiangmen City, Guangdong Province, the PRC;

"Land Parcel C"	a parcel of land located at land lot number JCR2024-167 (Xinhui 45)* (JCR2024-167 (新會45) 號), with a total land area of approximately 202,251 square meters, which is located at the southwest section of Shuibei, Yamen Town, Xinhui District, Jiangmen City, Guangdong Province, the PRC;
"Land Parcels"	collectively, Land Parcel A, Land Parcel B and Land Parcel C;
"Land Use Rights Grant Contracts"	in the case of Land Parcel A and Land Parcel B, the contracts for the assignment of state-owned construction land use rights in Jiangmen City in respect of the Land Parcel Acquisitions of Land Parcel A and Land Parcel B entered into between Huashang Vocational College and Jiangmen Bureau on 8 November 2024; and in the case of Land Parcel C, the contracts for the assignment of state-owned construction land use rights in Jiangmen City in respect of the Land Parcel Acquisition of Land Parcel C to be entered into between Huashang Vocational College and Jiangmen Bureau;
"Listing Rules"	the rules governing the listing of securities on the Stock Exchange;
"RMB"	Renminbi, the lawful currency of the PRC;
"Shareholder(s)"	holder(s) of share(s) of the Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"subsidiary"	any entity within the meaning of the term "subsidiary" as defined in the Listing Rules and the term "subsidiaries" shall be construed accordingly; and
"%"	per cent.

By Order of the Board
Edvantage Group Holdings Limited
LIU Yung Chau
Chairman and Executive Director

Hong Kong, 22 November 2024

For the purposes of this announcement, the exchange rate of RMB1.00 = HK$1.07 have been used for currency translation, where applicable. Such an exchange rate is for illustrative purposes and does not constitute representations that any amount in RMB or HK$ has been, could have been or may be converted at such a rate.

The English translation/transliteration of Chinese names or words in this announcement, where indicated by "", are included for information purpose only, and should not be regarded as the official English translation/transliteration of such Chinese names or words.*

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.