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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)

SCRIP DIVIDEND SCHEME IN RELATION TO THE FINAL DIVIDEND FOR THE YEAR ENDED 31 AUGUST 2024 BASIS OF ALLOTMENT OF SCRIP SHARES

Reference is made to the announcement of the Company dated 29 November 2024, the circular of the Company dated 31 December 2024 (“**Circular**”) and the poll results announcement of the Company dated 24 January 2025. Unless otherwise specified, terms used herein shall have the same meanings as those defined in the Circular.

At the Annual General Meeting held on 24 January 2025, the Shareholders approved, among others, the declaration of the Final Dividend and that the Final Dividend be payable in cash with a scrip dividend alternative, allowing Eligible Shareholders to choose to receive the Final Dividend wholly or partly in the form of allotment of new Shares, credited as fully paid, in lieu of cash.

BASIS OF ALLOTMENT OF SCRIP SHARES

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\$1.973 per Share, which is determined with reference to the Average Closing Price. Accordingly, the number of Scrip Shares which an Eligible Shareholder is entitled to receive in respect of the Shares registered in his/her/its name at the close of business on the Record Date will be calculated as below:

$$\begin{array}{l} \text{Number of Scrip} \\ \text{Shares to be received} \end{array} = \begin{array}{l} \text{Number of existing} \\ \text{Shares held at the close} \\ \text{of business on the Record} \\ \text{Date} \end{array} \times \frac{\begin{array}{l} \text{The Final Dividend per Share} \\ \text{(i.e. HK10.0 cents)} \end{array}}{\begin{array}{l} \text{Average Closing Price} \\ \text{(i.e. HK\$1.973)} \end{array}}$$

The Scrip Shares to be issued to each Eligible Shareholder will be issued on a pro rata basis to the number of existing Shares held by an Eligible Shareholder at close of business on the Record Date but will be rounded down to the nearest whole number.

Based on (i) the 1,178,230,426 Shares in issue as at the close of business on the Record Date; and (ii) the Average Closing Price of HK\$1.973, the maximum number of Scrip Shares to be issued will be 59,717,710 Shares, representing approximately 5.07% of the issued share capital of the Company as at the close of business on the Record Date and approximately 4.82% of the issued share capital of the Company as enlarged by the issue of the Scrip Shares.

ELECTION FORM

The Election Form will be disseminated for use by the Eligible Shareholders who wish to receive the Final Dividend wholly or partly in the form of Scrip Shares in lieu of cash dividend.

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

If you elect to receive the Final 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 Final 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 Final 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 Final Dividend wholly in the form of Scrip Shares ONLY.

The Election Form should be completed in accordance with the instructions thereon and returned to the Hong Kong branch share registrar and transfer office of the Company, MUFG Corporate Markets Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Central, Hong Kong so as to be received no later than 4:30 p.m. on Friday, 25 April 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 thereon will result in the Final Dividend of the relevant Eligible Shareholder being paid wholly in the form of cash.

No acknowledgement of receipt of the Election Forms will be issued. Elections in respect of the Final 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, 25 April 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, 25 April 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 Final Dividend, please contact your intermediary or nominee directly.

EFFECT OF THE SCRIP DIVIDEND SCHEME

Based on 1,178,230,426 Shares in issue as at the close of business on the Record Date, (i) if no election for the Scrip Shares is received, the total cash dividend payable by the Company will be approximately HK\$117,823,043; (ii) if all Eligible Shareholders elect to receive their entitlements to the Final Dividend in the form of Scrip Shares, the maximum number of Scrip Shares to be issued will be 59,717,710 Shares, representing approximately 5.07% of the Shares in issue as at the close of business on the Record Date and approximately 4.82% of the then issued share capital of the Company as enlarged by the issue of the Scrip Shares.

As at the close of business on the Record Date, Mr. Liu, Ms. Chen, and Debo are a group of controlling Shareholders of the Company as defined under the Listing Rules, which in aggregate held 837,987,217 issued Shares, representing approximately 71.12% of the issued share capital of the Company as at the close of business on the Record Date.

Further, as at the close of business on the Record Date, the other Directors and their close associates (which include the trustee in respect of the trust for connected persons of the Company, thereby including among others the Directors, established under the 2024 Share Award Scheme) held an aggregate of 4,045,196 issued Shares, representing approximately 0.34% of the issued share capital of the Company as at the close of business on 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 rules governing 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 all the controlling Shareholders and the Directors elect to receive the Final Dividend in the form of Scrip Shares while all other Eligible Shareholders elect or are deemed to have elected to receive the Final Dividend wholly in cash, the aggregate shareholding of the controlling Shareholders of the Company would increase to approximately 72.12%, whereas the aggregate shareholding of the core connected persons of the Company and their close associates would increase to approximately 72.46%, 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 15,317,293 Shares granted pursuant to 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 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 Final Dividend in the form of 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.

OVERSEAS SHAREHOLDER(S)

At the close of business on the Record Date, there are 1,178,230,426 Shares in issue. Based on the register of members of the Company as at the close of business on the Record Date, there was one Overseas Shareholder with registered address in the 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 close of business on 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 the BVI as at the close of business on the Record Date.

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 this circular will be sent to the Overseas Shareholder with registered address in the BVI. For other details regarding offering of Scrip Shares to Overseas Shareholder, please refer to the Circular.

LISTING AND DEALINGS

Application will be made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Scrip Shares to be issued pursuant to the Scrip Dividend Scheme. Subject to the said permission being granted by the Stock Exchange, it is expected that the share certificates for the Scrip Shares will be despatched by ordinary post on or around 30 May 2025, to Eligible Shareholders entitled thereto at their own risk to their respective addresses shown on the register of members of the Company at the close of business on the Record Date; and in case of joint holders, to the address of the joint holder whose name stands first in the register of members of the Company in respect of such joint shareholding. Dealings in the Scrip Shares are expected to commence on 2 June 2025 after despatch to the Eligible Shareholders of the certificates for the Scrip Shares.

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

Hong Kong, 31 March 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 are Mr. Xu Gang, Mr. O'Yang Wiley and Mr. Li Jiatong.