

## FORMS RELATING TO LISTING

### Form F

#### The Growth Enterprise Market (GEM)

##### Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name : EVI Education Asia Limited**

**Stock code (ordinary shares): 8090**

This information sheet contains certain particulars concerning the above company (the "Company" and together with its subsidiaries, the "Group") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 30 August 2006.

#### **A. General**

Place of incorporation : The Cayman Islands

Date of initial listing on GEM : 15<sup>th</sup> March, 2001

Name of Sponsor(s) : N/A

Names of directors :

*(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)*

: **Executive Directors**

Mr. Chu Tak Long

Mr. Pong Wai San, Wilson

Mr. Lau Wai Shu

**Non-executive Director**

Mr. Tsang Link Carl, Brian

**Independent non-executive Directors**

Mr. Koo Fook Sun, Louis

Mr. Sha Pau, Eric

Mr. Ying Wing Cheung

Name(s) of substantial shareholder(s)  
(as such term is defined in rule 1.01 of the  
GEM Listing Rules) and their respective  
interests in the ordinary shares and other  
securities of the Company :

| <u>Name</u>              | <u>No. of ordinary shares of HK\$0.01 each interested</u> | <u>Other securities of the Company interested</u> |
|--------------------------|---|---|
| Midland Holdings Limited | 4,300,000,000   | Nil   |
| Pong Wai San, Wilson     | 2,332,910,000   | Nil   |

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31<sup>st</sup> December

Registered address : Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681GT, George Town, Grand Cayman, British West Indies

Head office and principal place of business : 9th Floor, Tai Sang Commercial Building, 24-34 Hennessy Road, Hong Kong

Web-site address (if applicable) : www.evi.com.hk

Share registrar : **Principal share registrar**  
Bank of Bermuda (Cayman) Limited  
P.O. Box 513 GT  
2nd Floor, Strathvale House  
North Church Street,  
George Town, Grand Cayman,  
Cayman Islands, British West Indies  
**Hong Kong branch share registrar**  
Tengis Limited  
26th Floor, Tesbury Centre,  
28 Queen's Road East,  
Hong Kong

Auditors : Grant Thornton  
13th Floor, Gloucester Tower,  
The Landmark, 11 Pedder Street,  
Central, Hong Kong

## **B. Business activities**

The Company is an investment holding company. Its subsidiaries are principally engaged in provision of internet education services targeting kindergartens and primary students, sales and installation of computer hardware and software, computer training services and development of on-line professional training programs for real estate practitioners.

**C. Ordinary shares**

Number of ordinary shares in issue : 8,300,000,000 shares

Par value of ordinary shares in issue : HK \$ 0.01 per share

Board lot size (in number of shares) : 10,000 shares

Name of other stock exchange(s) on which ordinary shares are also listed : N/A

**D. Warrants**

Stock code : N/A

Board lot size : N/A

Expiry date : N/A

Exercise price : N/A

Conversion ratio : N/A  
*(Not applicable if the warrant is denominated in dollar value of conversion right)*

No. of warrants outstanding : N/A

No. of shares falling to be issued upon the exercise of outstanding warrants : N/A

**E. Other securities**

**2005 Share Option Scheme**

The Company has adopted a new share option scheme (“2005 Share Option Scheme”) on 6<sup>th</sup> June, 2005, the detail of share options granted and remain outstanding as follows:-

83,000,000 share options were granted by the Company on 16<sup>th</sup> January, 2006 at the subscription price of HK\$0.06 per share and 83,000,000 share options remain outstanding as at the date of this form.

Details of any other securities in issue.

*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

## Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

\_\_\_\_\_  
Chu Tak Long

\_\_\_\_\_  
Pong Wai San, Wilson

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Lau Wai Shu

\_\_\_\_\_  
Tsang Link Carl, Brian

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Koo Fook Sun, Louis

\_\_\_\_\_  
Sha Pau, Eric

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Ying Wing Cheung