

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Oriental University City Holdings (H.K.) Limited**, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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.

---



**ORIENTAL UNIVERSITY CITY HOLDINGS (H.K.) LIMITED**  
**東方大學城控股(香港)有限公司**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 8067)**

**VERY SUBSTANTIAL DISPOSAL  
IN RELATION TO  
DISPOSAL OF PROPERTY IN LANGFANG**

**AND**

**NOTICE OF EGM**

---

Capitalised terms used in the lower portion of the cover and first page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the EGM to be held at Conference Room, Level 2, 100 Zhangheng Road, Oriental University City, Langfang Economic and Technological Development Zone, Langfang City, Hebei Province, the PRC 065001 on Monday, 29 May 2023 at 9:30 a.m. is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use in connection with the EGM is enclosed with this circular. If you are not able to attend the EGM in person but wish to exercise your right as a Shareholder, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the EGM or its adjournment (as the case may be) (excluding any public holiday in Hong Kong). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or its adjournment should you so wish. If you attend and vote in person at the EGM, the authority of your proxy will be revoked.

This circular will remain on the “Latest Listed Company Information” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication. This circular is also published on the website of the Company at [www.oriental-university-city.com](http://www.oriental-university-city.com).

12 May 2023

---

## CHARACTERISTICS OF GEM

---

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

---

## CONTENTS

---

	<i>Page</i>
<b>CHARACTERISTICS OF GEM</b> .....	i
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	5
<b>APPENDIX I – PROPERTY VALUATION REPORT</b> .....	I-1
<b>APPENDIX II – FINANCIAL INFORMATION OF THE GROUP</b> .....	II-1
<b>APPENDIX III – FINANCIAL INFORMATION OF THE PROPERTY</b> .....	III-1
<b>APPENDIX IV – UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING GROUP</b> .....	IV-1
<b>APPENDIX V – GENERAL INFORMATION</b> .....	V-1
<b>NOTICE OF EGM</b> .....	EGM-1

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions have the following respective meanings:*

“Advance Payment”	the meaning as defined in the section headed “The Agreement – Consideration and Payment Terms” in the Letter from the Board
“Agreement”	the sale and purchase agreement dated 21 March 2023 entered into between the Vendor and the Purchaser relating to the sale and purchase of the Property
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Balance”	the meaning as defined in the section headed “The Agreement – Consideration and Payment Terms” in the Letter from the Board
“Board”	the board of Directors
“Company”	Oriental University City Holdings (H.K.) Limited, a company incorporated in Hong Kong with limited liability and whose issued Shares are listed and traded on the GEM of the Stock Exchange (stock code: 8067)
“Completion”	completion of the Disposal
“Condition Precedent”	the condition precedent to the Completion set out in the section headed “The Agreement” in the Letter from the Board
“COVID-19”	the novel coronavirus disease 2019 pandemic
“Director(s)”	director(s) of the Company
“Disposal”	the sale and purchase of the Property under the Agreement
“EGM”	an extraordinary general meeting of the Company to be held, at which to consider and, if appropriate, to approve the ordinary resolutions contained in the notice of the EGM which are set out on pages EGM-1 to EGM-3 of this circular
“FY2020”	the financial year ended 30 June 2020

---

## DEFINITIONS

---

“FY2021”	the financial year ended 30 June 2021
“FY2022”	the financial year ended 30 June 2022
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“H1FY2023”	the six months ended 31 December 2022
“HKICPA”	the Hong Kong Institute of Certified Public Accountants
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“INED(s)”	the independent non-executive Director(s)
“Latest Practicable Date”	11 May 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Mr. Chew”	Mr. Chew Hua Seng, the chairman of the Board and an executive Director
“Ms. Chung”	Ms. Doris Chung Gim Lian, the wife of Mr. Chew
“Nomination Committee”	the nomination committee of the Board
“OUC Campus”	Oriental University City Campus in Langfang Economic and Technological Development Zone, Langfang City, Hebei Province, the PRC
“percentage ratio(s)”	has the meaning as ascribed to it under Rule 19.07 of the GEM Listing Rules
“PRC”	the People’s Republic of China
“Property”	the property to be transferred by the Vendor to the Purchaser pursuant to the Agreement including land use rights, buildings and ancillary facilities
“Purchaser”	Hebei Oriental College* (河北東方學院), a private regular undergraduate college established and existing under the laws of the PRC

---

## DEFINITIONS

---

“RE”	Raffles Education Limited, a company incorporated in Singapore and listed on the Singapore Exchange Securities Trading Limited, holding 75% of the issued share capital of the Company
“Remaining Group”	the Group after completion of the Disposal
“Remuneration Committee”	the remuneration committee of the Board
“Reporting Accountant”	BDO Limited
“Risk Management Committee”	the risk management committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s) in issue
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Valuation Report”	the Valuation Report of the Property prepared by the independent property valuer set out in Appendix I to this circular
“Vendor”	Langfang Development Zone Oriental University City Education Consulting Co., Ltd.* (廊坊開發區東方大學城教育諮詢有限公司), a subsidiary of the Company
“working day(s)”	any day on which banks in the PRC are generally open for business (other than a Saturday, Sunday or public holiday in the PRC)
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“sq.m.”	square meter(s)
“%”	per cent

---

## DEFINITIONS

---

*In this circular, the terms “close associate(s)”, “connected person(s)”, “controlling shareholder(s)”, “subsidiary(ies)” and “substantial shareholder(s)” shall have the respective meanings given to such terms in the GEM Listing Rules, unless the context otherwise requires.*

*Unless otherwise specified in this circular, translations of RMB into HK\$ are made in this circular, for illustration only, at the rate of RMB1.00 to HK\$1.137829. No representation is made that any amounts in RMB or HK\$ could have been or could be converted at that rate or at any other rates or at all.*

\* *For ease of reference, the names of the PRC established companies or entities have generally been included in this circular in both Chinese and English languages and in the event of inconsistency, the Chinese language shall prevail.*

---

## LETTER FROM THE BOARD

---



**ORIENTAL UNIVERSITY CITY HOLDINGS (H.K.) LIMITED**  
**東方大學城控股(香港)有限公司**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 8067)**

*Executive Directors:*

Mr. Chew Hua Seng (*Chairman*)  
Mr. Liu Ying Chun (*Chief Executive Officer*)

*Independent non-executive Directors:*

Mr. Tan Yeow Hiang, Kenneth  
Mr. Wilson Teh Boon Piaw

*Registered office:*

31st Floor  
148 Electric Road  
North Point  
Hong Kong

*Head office and principal place of  
business in the PRC*

Levels 1 and 2  
100 Zhangheng Road  
Oriental University City  
Langfang Economic &  
Technological Development Zone  
Hebei Province  
The PRC 065001

12 May 2023

*To the Shareholders*

Dear Sir or Madam,

**VERY SUBSTANTIAL DISPOSAL  
IN RELATION TO  
DISPOSAL OF PROPERTY IN LANGFANG**

**AND**

**NOTICE OF EGM**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 21 March 2023 in relation to the Disposal, pursuant to which the Vendor, a subsidiary of the Company, as vendor and the Purchaser as purchaser entered into the Agreement, pursuant to which the Purchaser has agreed to purchase, and the Vendor has conditionally agreed to dispose of, the Property located in Langfang Development Zone, Hebei, the PRC, at a total consideration of RMB100 million (equivalent to approximately HK\$113.78 million).

The purpose of this circular is to provide you with, among other things, further information relating to the Disposal, the notice of the EGM and other information as required under the GEM Listing Rules.



---

## LETTER FROM THE BOARD

---

### THE AGREEMENT

Date : 21 March 2023

Parties : (1) Vendor : Langfang Development Zone Oriental University City Education Consulting Co., Ltd.\*  
(廊坊開發區東方大學城教育諮詢有限公司)

(2) Purchaser : Hebei Oriental College\*  
(河北東方學院)

### Property

The Property consists of the land use right in relation to 4 plots of land located in Oriental University City, Langfang Development Zone, Hebei, the PRC with an estimated aggregate land area of approximate 62,000.47 sq.m. and an aggregate construction area of approximately 51,789.03 sq.m. as well as the buildings and ancillary facilities erected thereon.

The rental income and net profits (before and after taxation) attributable to the Property for each of FY2021 and FY2022 are set out below:

	For the year ended 30 June	
	2021	2022
	RMB'000	RMB'000
Rental Income	9,336	8,592
Net Profits before taxation	6,533	5,640
Net Profits after taxation	5,728	4,853

Two of the buildings erected on the land are currently leased to a middle school. According to the Agreement, the existing lease shall be terminated before Completion, and vacant possess shall be delivered before 31 July 2023.

### Consideration and Payment Terms

The consideration of RMB100 million (equivalent to approximately HK\$113.78 million) shall be paid by the Purchaser to the Vendor in the following manner:

- (a) RMB70 million (equivalent to approximately HK\$79.65 million) as advance payment (the “**Advance Payment**”) shall be paid within 3 working days after entering into the Agreement; and
- (b) RMB30 million (equivalent to approximately HK\$34.13 million) (the “**Balance**”) shall be paid by the Purchaser upon the Completion.

Payment by the Purchaser to the Vendor under the Agreement shall be made by bank transfer to the Vendor’s designated account.

---

## LETTER FROM THE BOARD

---

All taxes, costs and expenses arising from the Disposal shall be borne by the relevant parties in accordance with applicable laws and regulations.

The consideration was determined after arm's length negotiations between the Vendor and the Purchaser by reference to the valuation of the Property of approximately RMB104.58 million (equivalent to approximately HK\$118.99 million) as at 28 February 2023 conducted by Cushman & Wakefield Limited, an independent valuer, using income capitalization approach.

### **Condition Precedent**

Completion is conditional upon the Shareholders having approved the Agreement and the transaction contemplated thereunder at the EGM. Should the Company fail to obtain the approval of the Shareholders, the Vendor shall return the Advance Payment without any interest to the bank account as designated by the Purchaser within 3 working days after the EGM.

### **Default in Payment**

In the event of default by any party to the Agreement in payment of any sum due under the Agreement pursuant to the provisions thereof, the defaulting party shall pay a daily liquidated damage to the non-defaulting party at the daily rate of 0.05% based on the outstanding amount due and payable. If the delay is more than 30 days, the non-defaulting party is further entitled to terminate the Agreement.

### **Completion**

Subject to the fulfillment of the Condition Precedent, the parties shall apply to the Langfang Natural Resources and Planning Bureau, Hebei, the PRC for registration of the transfer of the Property so that the Property will be registered in the name of the Purchaser. Upon Completion, the Purchaser shall pay the Balance to the Vendor.

## **INFORMATION OF THE PARTIES TO THE AGREEMENT**

### **The Purchaser**

The Purchaser is wholly owned by Mr. LIU Yan Wen\* (劉彥文) through Langfang Development Zone Oriental University City Zhongxin Education Investment Co., Ltd.\* (廊坊開發區東方大學城中新教育投資有限公司). To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser is a private regular undergraduate college established and existing under the laws of the PRC, whose scope of business includes, among others, provision of undergraduate education.

---

## LETTER FROM THE BOARD

---

As at the Latest Practicable Date, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, (i) each of the Purchaser and its ultimate beneficial owners is a third party independent of the Company and its connected persons; and (ii) there is, and in the past twelve months, there has been, no material loan arrangement between (a) the Purchaser, any of its directors and legal representatives and/or any ultimate beneficial owner(s) of the Purchaser who can exert influence on the transaction; and (b) the Company, any connected person at the Company's level and/or any connected person at the subsidiary level (to the extent that such subsidiary/subsidiaries is/are involved in the Disposal).

### **The Group and the Vendor**

The Company is an investment holding company and its subsidiaries are principally engaged in the leasing of education facilities, comprising primarily teaching buildings and dormitories to education institutions in the PRC, Malaysia and Indonesia; and to a much lesser extent, commercial leasing of buildings and premises to tenants, which operate supporting facilities, including a shopping centre, supermarket, cafe and cafeterias, bank, telecommunication companies, dental and polyclinic, amongst others, to serve the needs of students in the campus and the residents of adjacent housing estates.

The Vendor is a subsidiary of the Company, owned as to 99% by the Company, whose scope of business includes, among others, provision of education facilities rental services in the PRC.

### **REASONS FOR AND BENEFITS OF THE DISPOSAL**

The Board considers that the Disposal provides an optimum opportunity for the Company to realise its investment in the Property, having considered the high vacancy rate of the Property, albeit at slight discount 4.4% to its fair market value. Given the impact of COVID-19 on the operating environment and liquidity of the Group, the Group is rationalising the usage of its assets to improve the overall return of its investment properties. The Disposal not only would save the Group on recurring operational and capital expenditures and Property-related taxes, but also enable the Group to reduce its borrowings.

The Directors consider that the terms of the Agreement are fair and reasonable and the Disposal is in the interest of the Company and the Shareholders as a whole.

### **USE OF PROCEEDS**

The net proceeds from the Disposal is estimated to be approximately RMB85.31 million (equivalent to approximately HK\$97.07 million)\* after deducting the relevant expenses of RMB0.71 million (HK\$0.81 million), value-added tax and tax surcharges estimated at RMB5.38 million (equivalent to approximately HK\$6.12 million) and land appreciation tax estimated at RMB8.61 million (equivalent to approximately HK\$9.80 million). Having considered the financial performance of the Group and in particular, the impact of the COVID-19 on the operating environment as well as the liquidity of the Group for its working capital, the Company intends to apply the net proceeds from the Disposal as follows:

---

## LETTER FROM THE BOARD

---

<b>Proposed Use</b>	<b>Approximate amount (RMB '000)</b>
Repayment of outstanding borrowings	39,000
Construction and renovation/refurbishment of education facilities	20,000
General working capital	26,306
	<hr/>
	85,306
	<hr/> <hr/>

It is expected that the net proceeds of approximately RMB85.31 million (equivalent to approximately HK\$97.07 million) would be fully utilized by 30 June 2024. In the event the actual amounts of value-added tax, tax surcharges and land appreciation tax are lower or higher than estimates, the net proceeds shall increase or decrease accordingly. The consequential excess or shortfall in net proceeds shall be adjusted to/from the use as general working capital.

\* *The net proceeds as disclosed in the announcement of the Company dated 21 March 2023 has been adjusted from RMB95.20 million (equivalent to approximately HK\$108.32 million) by the Company after taking into account additional expenses, adjusted estimated value-added tax and tax surcharges and estimated land appreciation tax. The amounts of the value-added tax, tax surcharges and land appreciation tax may be different from the estimated amounts subject to the tax finalisation from the PRC tax authority.*

### FINANCIAL EFFECTS OF THE DISPOSAL

Following the Completion, the Group is expected to record an unaudited loss of approximately RMB13.55 million (equivalent to approximately HK\$15.42 million) from the Disposal. This comprised of (i) loss of RMB18.05 million, which is the difference between the sale proceeds less the relevant expenses, value-added-tax and tax surcharge payable by the Vendor, amounting to RMB93.91 million, and the carrying amount of the Property of RMB111.96 million (equivalent to approximately HK\$127.39 million) as at 30 June 2022, and (ii) gain of RMB4.5 million, arising from the de-recognition of the deferred tax liabilities attributed to the Property of RMB13.11 million as at 30 June 2022, which is offsetted by the land appreciation tax of RMB8.61 million calculated based on the fair value of the Property as at 30 June 2022.

Shareholders should note that the actual loss of the Disposal will be calculated based on the relevant figures as at the date of Completion and subject to audit and therefore, might be different from the aforementioned amount.

### Earnings

For FY2022, the Group recorded an audited profit and profit attributable to equity holders of the Company for the year of approximately RMB5.95 million and RMB5.81 million respectively. Based on the “Unaudited Pro Forma Financial Information of the Remaining Group” as set out in Appendix IV to this circular, assuming the Completion had taken place on 1 July 2021, the unaudited pro forma consolidated loss and consolidated loss attributable to equity holders of the Company of the Remaining Group FY2022 would be RMB14.28 million and RMB14.22 million respectively.

---

## LETTER FROM THE BOARD

---

### Assets and liabilities

Following Completion, the assets and liabilities of the Property will no longer be consolidated into the consolidated financial statements of the Group. According to the interim report of the Company for H1FY2023, the unadjusted unaudited consolidated total assets and total liabilities of the Group as at 31 December 2022 were RMB1,694.55 million and RMB443.05 million respectively. Based on the “Unaudited Pro Forma Financial Information of the Remaining Group” as set out in Appendix IV to this circular, assuming the Completion had taken place on 31 December 2022 the unaudited pro forma consolidated total assets and total liabilities of the Remaining Group as at 31 December 2022 would be RMB1,667.90 million and RMB429.94 million respectively.

### IMPLICATIONS UNDER GEM LISTING RULES

As the highest applicable percentage ratio in respect of the Disposal is more than 75%, the Disposal constitutes a very substantial disposal of the Company pursuant to Rule 19.06(4) of the GEM Listing Rules and is, therefore, subject to reporting, announcement, circular and the Shareholders’ approval requirement under Chapter 19 of the GEM Listing Rules.

**Completion of the Disposal is conditional upon the satisfaction of the Condition Precedent. Accordingly, the Disposal may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

### EGM

Set out on pages EGM-1 to EGM-3 of this circular is a notice convening the EGM to be held at Conference Room, Level 2, 100 Zhangheng Road, Oriental University City, Langfang Economic and Technological Development Zone, Langfang City, Hebei Province, the PRC 065001 at 9:30 a.m. on Monday, 29 May 2023 at which an ordinary resolution will be proposed to consider and, if thought fit, approve the Disposal. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 23 May 2023 to Monday, 29 May 2023, both dates inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the EGM, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company’s share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on Monday, 22 May 2023.

To the best of the Directors’ knowledge, as at the Latest Practicable Date, no Shareholder has a material interest in the Disposal and accordingly, no Shareholder is required to abstain from voting in respect of the ordinary resolution to approve the Disposal at the EGM.

---

## LETTER FROM THE BOARD

---

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, the resolution will be voted on by way of poll at the EGM and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### RECOMMENDATION

The Directors (including the INEDs) are of the opinion that the terms of the Agreement and the transaction contemplated thereunder are on normal commercial terms which have been made on an arm's length basis and are fair and reasonable, and in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolution in relation to the Agreement and the transaction contemplated thereunder to be proposed in the EGM.

### GENERAL

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English text of this circular will prevail.

### FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
By order of the Board  
**Oriental University City Holdings (H.K.) Limited**  
**Chew Hua Seng**  
*Chairman and Executive Director*

*The following is the text of a letter and valuation report prepared for the purpose of incorporation in this circular received from Cushman & Wakefield Limited, an independent property valuer, in connection with its opinion of value of the properties as at 28 February 2023.*



27/F  
One Island East  
Taikoo Place  
18 Westlands Road  
Quarry Bay  
Hong Kong

12 May 2023

The Directors  
Oriental University City Holdings (H.K.) Limited  
Levels 1 and 2  
100 Zhangheng Road  
Oriental University City  
Langfang Economic and Technology Development Zone  
Langfang City  
Hebei Province  
the PRC 065001

Dear Sirs,

**Re: Four parcels of land and seven buildings situated at Oriental University City, Langfang Economic and Technological Development Zone, Langfang City, Hebei Province, the PRC**

中國河北省廊坊市廊坊經濟技術開發區東方大學城內的四幅土地及七幢房屋

#### **INSTRUCTIONS, PURPOSE & VALUATION DATE**

In accordance with your instructions for us to value the Properties held by Oriental University City Holdings (H.K.) Limited (referred to as the “**Company**”) and its subsidiaries (hereinafter together referred to as the “**Group**”) in the People’s Republic of China (the “**PRC**”) (as more particularly described in the valuation report), we confirm that we have inspected the Properties, made relevant enquiries and obtained such further information as we consider necessary to provide you with our opinion of the value of such Properties as at 28 February 2023 (the “**Valuation Date**”).

**DEFINITION OF MARKET VALUE**

Our valuation of the Properties represents its Market Value which in accordance with HKIS Valuation Standards 2020 published by The Hong Kong Institute of Surveyors (“**HKIS**”) is defined as “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”.

**VALUATION BASIS AND ASSUMPTIONS**

Our valuation exclude an estimated price inflated or deflated by special terms or circumstances such as atypical financing, sale and leaseback arrangements, special considerations or concessions granted by anyone associated with the sale, or any element of value available only to a specific owner or purchaser.

In valuing the Properties, we have complied with the requirements set out in Chapter 8 of the GEM Listing Rules governing the Listing of Securities published by The Stock Exchange of the Hong Kong Limited, and The HKIS Valuation Standards 2020 published by HKIS.

In the course of our valuation of the Properties in the PRC, we have relied on the information and advice given by the Company and its PRC legal advisor, Jingzi Lawyer’s Firm of GD, regarding the title of the Properties. In valuing the Properties, we have prepared our valuation on the basis that the owner of the Properties has an enforceable title to the Properties and has free and uninterrupted rights to use, occupy or assign the Properties for the whole of the unexpired land use term as granted.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the Properties nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the Properties are free from encumbrances, restrictions and outgoings of any onerous nature which could affect its value.

In respect of the Properties situated in the PRC, the status of title and grant of major certificates, approvals and licenses, in accordance with the information provided by the Company are set out in the notes of the respective valuation report.

**METHOD OF VALUATION**

In valuing the Properties held by the Group in the PRC, we have adopted Income Capitalization Method on the basis of capitalization of rental derived from market rental potential of the Properties because the Properties are held for letting purpose and receiving rental income.



**SOURCE OF INFORMATION**

We have been provided by the Group with extracts of documents in relation to the titles to the Properties. However, we have not inspected the original documents to ascertain any amendments which may not appear on the copies handed to us.

In the course of our valuation, we have relied to a very considerable extent on the information given to us by the Group in respect of the Properties in the PRC and have accepted advice given by the Group on such matters as planning approvals or statutory notices, identification of land and buildings, completion date of buildings, construction cost, site and floor areas, and all other relevant matters.

Dimensions, measurements and areas included in the valuation report are based on information provided to us and are therefore only approximations. We have had no reason to doubt the truth and accuracy of the information provided to us by the Group which is material to the valuation. We were also advised by the Group that no material facts have been omitted from the information provided.

**TITLE INVESTIGATION**

We have been provided with extracts of documents relating to the titles of the Properties in the PRC but no searches have been made in respect of the Properties. We have not searched the original documents to verify ownership or to ascertain any amendment which may not appear on the copies handed to us. We are also unable to ascertain the title of the Properties in the PRC and we have therefore relied on the advice given by the Group regarding the Group's interests in the PRC Properties.

As advised by the Company, the Properties are free from encumbrances, liens, pledges, mortgage, restrictions on their use except the existing legal land use, i.e. science and education use which could affect their values.

**SITE INSPECTION**

We have inspected the exterior and, whenever possible, the interior of the Properties on 23 March 2023. However, no structural survey has been made, but in the course of our inspection, we did not note any serious defects. We are, however, not able to report that the Properties are free of rot, infestation or any other structural defects. No tests were carried out to any of the services. Unless otherwise stated, we have not been able to carry out on-site measurements to verify the site and floor areas of the Properties and we have assumed that the area shown on the documents handed to us are correct.

Our valuer, Mr. Gavin Guan who has undertaken inspection of the Properties, has obtained the degree of Master of Applied Finance and has about 2 years' experience in property valuation in the PRC.

**CURRENCY**

Unless otherwise stated, all money amounts indicated herein our valuation are in Renminbi (RMB), official currency of the PRC.

We enclose herewith our valuation report.

Yours faithfully,  
for and on behalf of  
**Cushman & Wakefield Limited**  
**Philip C Y Tsang**  
Registered Professional Surveyor (General Practice)  
*MSc, MRICS*  
Director  
Valuation & Advisory Services

*Note: Mr. Philip C Y Tsang is a Registered Professional Surveyor who has over 30 years of experience in the valuation of properties in the PRC.*

*This valuation report is prepared by Mr. Peter W. C. Loi, MRICS, MHKIS, RPS (General Practice), Registered China Real Estate Appraiser who has over 28 years of experience in the valuation of properties in the PRC, under the supervision of Mr. Philip C Y Tsang.*

## VALUATION REPORT

## Properties held by the Group in the PRC

Properties	Description and tenure	Particulars of occupancy	Market value in existing state as at 28 February 2023																											
Four parcels of land and seven buildings situated at Oriental University City, Langfang Economic and Technological Development Zone, Langfang City, Hebei Province, the PRC	<p>Oriental University City is a self-contained university campus and is developed on various parcels of adjoining land. The campus comprises various buildings completed in the period between 1999 and 2017.</p> <p>The Properties comprises 4 parcels of land for science and education use with a total site area of approximately 62,000.47 sq. m.</p>	As at the Valuation Date, the Properties was vacant.	RMB104,580,000  (RENMINBI ONE HUNDRED FOUR MILLION FIVE HUNDRED EIGHTY THOUSAND ONLY)																											
中國河北省廊坊市 廊坊經濟技術開發區 東方大學城內的四幅土地及七幢房屋	<p>The Properties also comprises 7 buildings with details as follows:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Building No.</th> <th style="text-align: left;">Use</th> <th style="text-align: right;">Approximate gross floor area (sq.m.)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Power station</td> <td style="text-align: right;">232.81</td> </tr> <tr> <td>2</td> <td>Composite</td> <td style="text-align: right;">19,645.49</td> </tr> <tr> <td>3</td> <td>Dormitories</td> <td style="text-align: right;">2,864.18</td> </tr> <tr> <td>4</td> <td>Dormitories</td> <td style="text-align: right;">8,827.81</td> </tr> <tr> <td>5</td> <td>Dormitories</td> <td style="text-align: right;">8,459.02</td> </tr> <tr> <td>6</td> <td>Dormitories</td> <td style="text-align: right;">2,867.51</td> </tr> <tr> <td>7</td> <td>Teaching</td> <td style="text-align: right;">8,892.21</td> </tr> <tr> <td colspan="2" style="text-align: left;">Total</td> <td style="text-align: right; border-top: 1px solid black; border-bottom: 3px double black;">51,789.03</td> </tr> </tbody> </table>	Building No.	Use	Approximate gross floor area (sq.m.)	1	Power station	232.81	2	Composite	19,645.49	3	Dormitories	2,864.18	4	Dormitories	8,827.81	5	Dormitories	8,459.02	6	Dormitories	2,867.51	7	Teaching	8,892.21	Total		51,789.03		
Building No.	Use	Approximate gross floor area (sq.m.)																												
1	Power station	232.81																												
2	Composite	19,645.49																												
3	Dormitories	2,864.18																												
4	Dormitories	8,827.81																												
5	Dormitories	8,459.02																												
6	Dormitories	2,867.51																												
7	Teaching	8,892.21																												
Total		51,789.03																												
	<p>The location of the Properties is situated at the northeastern part of the town center of Langfang City. The locality is a large campus of Oriental University intermingled with some residential developments and golf courses.</p> <p>The Properties are held with land use rights for terms of 50 years for science and education use (For details, please see Note (1)).</p>																													

Notes:–

- (1) According to 4 State-owned Land Use Rights Certificates, the land use rights of the Properties with a total site area of 62,000.47 sq.m. are for education use have been vested in 廊坊開發區東方大學城教育諮詢有限公司 (Langfang Development Zone Oriental University City Education Consulting Co., Ltd.) with salient details as follows:–

No.	Certificate No.	Date of issue	Land use	Expiry date of land use term	Site area (sq.m.)
1	(2021) 0001774	27-May-2021	Science & Education	9-Oct-2050	47,700.40
2	(2012) 135	8-Aug-2012	Education	9-Oct-2050	10,886.72
3	(2012) 129	8-Aug-2012	Education	9-Oct-2050	1,126.67
4	(2012) 130	8-Aug-2012	Education	20-Oct-2049	2,286.68
<b>Total:</b>					<b>62,000.47</b>

- (2) According to 7 Building Ownership Certificates, the building ownership of the Properties with a total gross floor area of approximately 51,789.03 sq.m. has been vested in 廊坊開發區東方大學城教育諮詢有限公司 (Langfang Development Zone Oriental University City Education Consulting Co., Ltd.) with salient details as follows:–

No.	Certificate No.	The building erected on the land with State-owned Land Use Rights Certificate No.	Use	Gross floor area (sq.m.)
1	H5491	(2021) 0001774	Power station	232.81
2	H5492	(2021) 0001774	Composite	19,645.49
3	H5480	(2012) 135	Dormitories	2,864.18
4	H5479	(2012) 135	Dormitories	8,827.81
5	H5478	(2012) 135	Dormitories	8,459.02
6	H5481	(2012) 129	Dormitories	2,867.51
7	H5465	(2012) 130	Teaching	8,892.21
<b>Total:</b>				<b>51,789.03</b>

- (3) According to Business Licence dated 18 December 2015, 廊坊開發區東方大學城教育諮詢有限公司 (Langfang Development Zone Oriental University City Education Consulting Co., Ltd.) was established with a registered capital of RMB263,500,000 and an operating period from 14 November 2007 to 29 January 2038.

- (4) We have been provided with a legal opinion issued by the Company's PRC legal advisor, which contains, inter alia, the following information:
- (i) The State-owned Land Use Rights Certificates and Building Ownership Certificates of the Properties are valid, legal and enforceable under the PRC laws;
  - (ii) 廊坊開發區東方大學城教育諮詢有限公司 (Langfang Development Zone Oriental University City Education Consulting Co., Ltd.) is the legal land user of the Properties and has obtained State-owned Land Use Rights Certificates and Building Ownership Certificates of the Properties; and
  - (iii) 廊坊開發區東方大學城教育諮詢有限公司 (Langfang Development Zone Oriental University City Education Consulting Co., Ltd.) has the right to freely use, lease, transfer and dispose of the land use rights and building ownership of the Properties.
- (5) The status of the title and grant of major approvals and licences in accordance with the information provided to us are as follows:–
- |  |     |
|--|-----|
| State-owned Land Use Rights Certificates | Yes |
| Building Ownership Certificates          | Yes |
| Business Licence                         | Yes |
- (6) In undertaking our valuation, we have adopted an average unit market rent of approximately RMB11 per sq.m. per month and a capitalization rate of 8% for the Properties.

We have made reference to various recent lettings within the Properties as well as other similar Properties within the same district. The monthly rental levels of those major commercial lettings range from approximately RMB10 per sq.m. to RMB60 per sq.m.

We have gathered and analyzed various recent sales transactions of commercial premises and noted that the capitalization rates implied in those transactions are generally within the range from 5% to 8% for commercial premises.

The above market rent assumed by us are consistent with the level of the recent lettings within the Properties and other similar properties within the same district as mentioned above. The capitalization rate used is reasonable having regard to the capitalization rates analyzed from sales of comparable properties which we have collected.

**1. FINANCIAL INFORMATION OF THE GROUP**

Financial information of the Group for the three years ended 30 June 2022 and the six months ended 31 December 2022 are disclosed in the following documents which are published on the website of the Stock Exchange at *www.hkexnews.hk* and the website of the Company at *www.oriental-university-city.com*.

- (a) Annual report of the Company for FY2020  
*<https://www1.hkexnews.hk/listedco/listconews/gem/2020/0918/2020091801028.pdf>*
- (b) Annual report of the Company for FY2021  
*<https://www1.hkexnews.hk/listedco/listconews/gem/2021/0924/2021092400465.pdf>*  
which shall be read together with the clarification announcement for annual report for FY2021 dated 1 December 2021  
*<https://www1.hkexnews.hk/listedco/listconews/gem/2021/1201/2021120102438.pdf>*
- (c) Annual report of the Company for FY2022  
*<https://www1.hkexnews.hk/listedco/listconews/gem/2022/0916/2022091600672.pdf>*
- (d) Interim report of the Company for H1FY2023  
*<https://www1.hkexnews.hk/listedco/listconews/gem/2023/0208/2023020800285.pdf>*

**2. INDEBTEDNESS STATEMENT**

At the close of business on 31 March 2023, being the latest practicable date for the purpose of preparing this indebtedness statement prior to the publication of this circular, the total indebtedness of the Group was as follows:

- Bank borrowings included term loans of approximately RMB208,863,000 and a bank overdraft amounted to approximately RMB6,253,000, which were both secured by certain investment properties of the Group and corporate guarantee of the Company.

The Group did not have any guarantees or other material contingent liabilities as at the close of business on 31 March 2023.

Save as aforesaid and apart from the intra-group liabilities and normal trade payables, the Group did not have, at the close of business on 31 March 2023, any other outstanding borrowings, mortgages, charges, debentures, loan capital or overdraft, debt securities or other similar indebtedness, lease liabilities or hire-purchase commitments, liabilities under acceptances or acceptance credits or any guarantees or other material contingent liabilities.

### **3. WORKING CAPITAL**

The Directors are of the opinion that, after taking into account the presently available resources, the banking facilities available to the Group, the internally generated funds as well as the proceeds from the Disposal, the Group will have sufficient working capital to satisfy its requirements for at least next 12 months following the Latest Practicable Date. The Company has obtained the relevant confirmation as required under Rule 19.66(13) of the GEM Listing Rules.

### **4. FINANCIAL AND TRADING PROSPECTS OF THE GROUP**

The Group is principally engaged in the provision of education facilities leasing services in the PRC, Malaysia and Indonesia. The Group's education facilities are located in the OUC Campus in Langfang City of Hebei Province of the PRC; Kuala Lumpur, Malaysia; and Jakarta, Indonesia. In addition, the Group also leases commercial properties in the OUC Campus to commercial tenants operating a range of supporting facilities, including a shopping centre, supermarket, cafe and cafeterias, bank, telecommunication companies, dental and polyclinic, amongst others, to serve the needs of students in OUC Campus and the residents of adjacent housing estates.

As disclosed in the section headed "REASONS FOR AND BENEFITS OF THE DISPOSAL" in the Letter from the Board, the Board considers that the Disposal provides an optimum opportunity for the Company to realise its investment in the Property, having considered the high vacancy rate of the Property, albeit at slight discount 4.4% to its fair market value as at 28 February 2023. Given the impact of COVID-19 on the operating environment and liquidity of the Group, the Group is rationalising the usage of its assets to improve the overall return of its investment properties. The Disposal not only would save the Group on recurring operational and capital expenditures and Property-related taxes, but also enable the Group to reduce its borrowings.

The Company believes that the Disposal represents a valuable opportunity to enable the Group to be in a better financial position to pursue its business plan, in particular, in enhancing its education facilities. The Group will continue to look for opportunities to obtain premium land sites for provision of education facilities; and consider to expand its business by way of investment in property as and when opportunities arise.

Looking ahead, with the lifting of strict zero COVID-19 policy measure, the Board views that the education industry in the PRC would see a recovery in line with the recovery in student population of the education institutions that lease education facilities in the OUC Campus from the Company. Meanwhile, the Group's education assets in Malaysia and Indonesia are expected to remain stable.

## 5. MANAGEMENT DISCUSSION AND ANALYSIS

**Liquidity, Financial Resources and Capital Structure**

The Group had cash and cash equivalents as at 30 June 2020, 30 June 2021, 30 June 2022 and 31 December 2022 as follows:

	<b>As at 31 December 2022 Unaudited RMB'000</b>	<b>As at 30 June 2022 Audited RMB'000</b>	<b>As at 30 June 2021 Audited RMB'000</b>	<b>As at 30 June 2020 Audited RMB'000</b>
Cash and cash equivalents	<u>9,120</u>	<u>4,713</u>	<u>28,095</u>	<u>2,211</u>

Hypothetically, if the Property was sold on the first day of FY2020, FY2021, FY2022 and H1FY2023, the cash and cash equivalents should be reduced by RMB9,632,000, RMB7,263,000 and RMB6,440,000, and increased by RMB544,000 respectively, being the cashflow attributable to the Property. The cash inflows from the Property during FY2020, FY2021 and FY2022 were applied for the general working capital purposes. Hypothetically, if the cashflow attributable to the Property did not form part of the cash and cash equivalent for the Remaining Group as at 30 June 2020, 30 June 2021, 30 June 2022 and 31 December 2022, the utilisation of cash for working capitals and/or capital expenditures would be adjusted to suit the funding requirements at those points of time.

The Remaining Group places a high emphasis on risk management, safety and liquidity. Cash in excess of daily operational requirement are placed in fixed deposits. The Remaining Group currently does not invest in bonds, bills, structured products or any other financial instruments. Most of the Remaining Group's bank deposits and cash were denominated in Renminbi.



The Group had total current assets, current liabilities and current ratio (calculated by dividing the total current assets over the total current liabilities) as at 30 June 2020, 30 June 2021, 30 June 2022 and 31 December 2022 as follows:

	<b>As at 31 December 2022 Unaudited RMB'000</b>	<b>As at 30 June 2022 Audited RMB'000</b>	<b>As at 30 June 2021 Audited RMB'000</b>	<b>As at 30 June 2020 Audited RMB'000</b>
Total current assets	22,920	26,090	51,679	13,346
Total current liabilities	75,516	61,275	77,184	46,566
Current ratio	0.30 times	0.43 times	0.67 times	0.29 times

Hypothetically, if the Disposal happened on the first day of FY2020, FY2021, FY2022 and H1FY2023, the total current assets of the Remaining Group would be RMB3,714,000, RMB44,416,000, RMB19,650,000 and RMB23,464,000, respectively, mainly due to the absence of cashflow attributable to the Property. Accordingly, the current ratios of the Remaining Group for FY2020, FY2021, FY2022 and H1FY2023, would be 0.08, 0.58, 0.32 and 0.31 times, respectively.

As the Group did not borrow for the Property nor charge any part of it as security for any borrowings, the interest-bearing bank borrowings and the gearing ratios of the Remaining Group for FY2020, FY2021, FY2022 and H1FY2023 were the same as the Group.

The Remaining Group had interest-bearing bank borrowings as at 30 June 2020, 30 June 2021, 30 June 2022 and 31 December 2022 as follows:

	<b>As at 31 December 2022 Unaudited RMB'000</b>	<b>As at 30 June 2022 Unaudited RMB'000</b>	<b>As at 30 June 2021 Unaudited RMB'000</b>	<b>As at 30 June 2020 Unaudited RMB'000</b>
Interest-bearing bank borrowings	<u>221,019</u>	<u>230,418</u>	<u>281,928</u>	<u>90,829</u>

**APPENDIX II**
**FINANCIAL INFORMATION OF THE GROUP**

Most of the Remaining Group's interest-bearing bank borrowings were denominated in Renminbi. The amounts payable based on the maturity terms of the borrowings and ignoring the effect of any repayment on demand clause were as follows:

	<b>As at 31 December 2022 Unaudited RMB'000</b>	<b>As at 30 June 2022 Unaudited RMB'000</b>	<b>As at 30 June 2021 Unaudited RMB'000</b>	<b>As at 30 June 2020 Unaudited RMB'000</b>
Bank borrowings due for repayment:				
– Within one year	53,720	40,552	62,545	32,212
– After one year but within two years	53,858	47,997	33,606	3,797
– After two years but within five years	100,291	125,569	153,485	12,625
– After five years	13,150	16,300	32,292	42,195
	<u>167,299</u>	<u>189,866</u>	<u>219,383</u>	<u>58,617</u>
Total	<u><u>221,019</u></u>	<u><u>230,418</u></u>	<u><u>281,928</u></u>	<u><u>90,829</u></u>

Bank borrowings are interest-bearing at fixed and floating rates. The interest rates per annum of the Remaining Group's bank borrowings as at 30 June 2020, 30 June 2021, 30 June 2022 and 31 December 2022 granted under banking facilities ranged as follows:

	<b>As at 31 December 2022 Unaudited</b>	<b>As at 30 June 2022 Unaudited</b>	<b>As at 30 June 2021 Unaudited</b>	<b>As at 30 June 2020 Unaudited</b>
Bank borrowings interest rates (per annum)	5.50-7.95%	4.63-8.16%	4.60-8.50%	2.96-9.57%
	<u><u>5.50-7.95%</u></u>	<u><u>4.63-8.16%</u></u>	<u><u>4.60-8.50%</u></u>	<u><u>2.96-9.57%</u></u>

As the Property did not form any part of the pledge/charge to secure any borrowings of the Group, the bank facilities secured by corporate guarantee of the Company and certain investment properties of the Remaining Group were the same as those of the Group. As at 30 June 2020, 30 June 2021, 30 June 2022 and 31 December 2022, these investment properties pledged to secure the banking facilities of the Remaining Group were amounted to approximately :

	<b>As at 31 December 2022 Unaudited RMB'000</b>	<b>As at 30 June 2022 Unaudited RMB'000</b>	<b>As at 30 June 2021 Unaudited RMB'000</b>	<b>As at 30 June 2020 Unaudited RMB'000</b>
Investment properties secured for bank facilities	<u>354,047</u>	<u>353,333</u>	<u>356,233</u>	<u>133,914</u>

The Remaining Group's gearing ratio, calculated by the interest-bearing bank borrowings divided by the total equity and then multiplied by 100% as at 30 June 2020, 30 June 2021, 30 June 2022 and 31 December 2022 were as follows:

	<b>As at 31 December 2022 Unaudited</b>	<b>As at 30 June 2022 Unaudited</b>	<b>As at 30 June 2021 Unaudited</b>	<b>As at 30 June 2020 Unaudited</b>
Gearing ratio	<u>17.7%</u>	<u>18.5%</u>	<u>22.7%</u>	<u>7.5%</u>

With the low gearing of 17.70% as at 31 December 2022, the Remaining Group was confident of securing financing availability with competitive interest rate, in the PRC, to cater for future needs. The financing options would be deployed, where appropriate, to refinance the Remaining Group's loan portfolio, and/or to ease working capital requirements.

**Charge on Assets**

As at 30 June 2020, 30 June 2021, 30 June 2022 and 31 December 2022, certain investment properties of the Remaining Group pledged to secure the banking facilities of the Remaining Group were amounted to approximately:

	<b>As at 31 December 2022 Unaudited RMB'000</b>	<b>As at 30 June 2022 Unaudited RMB'000</b>	<b>As at 30 June 2021 Unaudited RMB'000</b>	<b>As at 30 June 2020 Unaudited RMB'000</b>
Investment properties secured for bank facilities*	<u>354,047</u>	<u>353,333</u>	<u>356,233</u>	<u>133,914</u>

\* The figures were the same as those of the Group as the Property was not subject to any charge.

**Treasury Policies**

As for the treasury policies, the objectives of the Remaining Group when managing capital are to safeguard the ability of the Remaining Group to continue as a going concern and to maintain an optimal capital structure to reduce the cost of capital. The Remaining Group generally finances its operations with internally generated resources and borrowings provided by banks. The Remaining Group endeavours to monitor its cash flow position, and to improve the cost-efficiency of funding initiatives by its treasury function.

**Foreign Currency Risk**

The Remaining Group's exposure to foreign currency risk mainly arises from the income and expenses from the Remaining Group's foreign operations denominated in Malaysian Ringgit and Indonesian Rupiah. Since the Remaining Group mainly engages in the provision of education facilities in the PRC, the transactional currency exposure is minimal.

As the Remaining Group has limited foreign currency risk as most of the transactions are denominated in RMB as the functional currency of the operations, the Remaining Group presently does not make any foreign exchange hedging. However, the Directors monitor the Remaining Group's foreign exchange exposure closely and may, depending on the circumstances and trend of foreign currency, consider adopting a significant foreign currency hedging policy in the future, if necessary.

**Business Review**

During the FY2020, FY2021, FY2022 and H1FY2023, the Group owned and leased education facilities, comprising primarily teaching buildings and dormitories to education institutions in the PRC, Malaysia and Indonesia. The Group's education facilities are located in the OUC Campus in Langfang City of Hebei Province of the PRC; in Kuala Lumpur, Malaysia; and in Jakarta, Indonesia. In addition, the Group also leased commercial properties in the OUC Campus to commercial tenants operating a range of supporting facilities, including a shopping centre, supermarket, cafe and cafeterias, bank, telecommunication companies, dental and polyclinic, amongst others, to serve the needs of students in the campus and the residents of adjacent housing estates. Businesses of the Remaining Group, would remain the same, i.e. leasing of education facilities and commercial leasing in OUC Campus in Langfang City, PRC; in Kuala Lumpur, Malaysia; and in Jakarta, Indonesia, should the Property be excluded from the Group during the period under review.

Revenues and net profits of the Group for FY2020, FY2021, FY2022 and H1FY2023 were as follows:

	<b>H1FY2023</b> <b>Unaudited</b> <i>RMB'000</i>	<b>FY2022</b> <b>Audited</b> <i>RMB'000</i>	<b>FY2021</b> <b>Audited</b> <i>RMB'000</i>	<b>FY2020</b> <b>Audited</b> <i>RMB'000</i>
<b><i>The Group</i></b>				
Revenue	22,966	54,168	65,775	78,046
Net Profit (after tax)	1,594	5,951	35,473	45,264

Hypothetically, if the Property was sold on the first day of FY2020, FY2021, FY2022 and H1FY2023, the revenues and the net profits of the Remaining Group would be:

	<b>H1FY2023</b> <b>Unaudited</b> <i>RMB'000</i>	<b>FY2022</b> <b>Unaudited</b> <i>RMB'000</i>	<b>FY2021</b> <b>Unaudited</b> <i>RMB'000</i>	<b>FY2020</b> <b>Unaudited</b> <i>RMB'000</i>
<b><i>The Remaining Group</i></b>				
Revenue	22,689	45,576	56,439	66,040
Net Profit (after tax)	2,138	1,098	29,745	37,140

The emergence of COVID-19 in Wuhan, PRC in December 2019, which subsequently triggered nationwide travel restrictions, suspension of work and study and other quarantine measures in the PRC, including in Langfang City, where OUC Campus is located, lasted for almost the second half of the FY2020. This, however, did not cause an immediate impact on the financial performance of the Group for the FY2020 as most of the tenants had signed up and fully paid up their yearly rentals upfront, in particular for the first half of FY2020, before COVID-19 emergence.

Revenue for FY2021 decreased from previous year, mainly attributed to reduced leasing space and leasing period taken up by education institutions in the OUC Campus, who were impacted by the business uncertainty caused by the COVID-19. With the operational challenges caused by COVID-19 flare-ups and the restrictive public health preventive measures, lower net profit was recorded in FY2021 compared to previous year, in line with the drop in revenue.

FY2022 proved to be an exceptionally challenging year brought about by the re-emergence of the COVID-19 outbreak, the month-long lockdown and the endurance of strict zero COVID-19 policy measures, which included travel restrictions quarantines and regular polymerase chain reaction (PCR) testing for masses. Due to the lockdown in Langfang City, some education institutions had to cancel students' intake for spring semester and provided student's fee rebate. Commercial tenants experienced business loss during lockdown and slow business recovery after lifting of lockdown. As a result, revenue decreased substantially, compared to previous financial years, as the affected education institutions and commercial tenants reduced their leasing requirement or chose not to renew their tenancies upon expiry of contracts. Net profit inevitably dropped significantly compared to the previous financial years, mainly due to the drop in revenue and the higher interest expenses on bank borrowings.

Business environment continued to be challenging during H1FY2023. The strict zero COVID-19 policy measures that was enhanced in October 2022, entailed students of education institutions vacating hostels to switch to online classes for almost the whole winter semester. Commercial tenants experienced loss of business due to absence of student populations. Subsequently, following lifting of the strict zero COVID-19 policy measures by the PRC government in December 2022, Langfang City experienced widespread infections of the COVID-19, which further disrupted business activities. Revenue declined, compared to the previous corresponding period, as affected education institutions and commercial tenants reduced their leasing space requirements or elected to prematurely terminate their tenancies. In addition, construction of new theatre and canteen, which would generate additional revenue, was delayed due to the business disruption impact of COVID-19. Despite the revenue dropped, net profit improved, compared to the previous corresponding period, mainly due to lower operating costs and lower interest expenses on bank borrowings.

**Segmental Information**

Revenues by category for FY2020, FY2021, FY2022 and H1FY2023 were as follows:

<i>The Group</i>	<b>H1FY2023</b> <b>Unaudited</b> <i>RMB'000</i>	<b>FY2022</b> <b>Audited</b> <i>RMB'000</i>	<b>FY2021</b> <b>Audited</b> <i>RMB'000</i>	<b>FY2020</b> <b>Audited</b> <i>RMB'000</i>
Revenue within scope of HKFRS16:				
– Education facilities leasing	21,160	50,061	62,768	72,597
– Commercial leasing for supporting facilities	1,806	4,107	3,007	5,449
	<u>22,966</u>	<u>54,168</u>	<u>65,775</u>	<u>78,046</u>

Hypothetically, if the Property was sold on the first day of FY2020, FY2021, FY2022 and H1FY2023, the revenue segment of the Education facilities leasing of the Remaining Group, would be reduced by RMB12,006,000, RMB9,336,000 and RMB8,592,000, and RMB277,000 respectively, due to exclusion leasing revenue attributable to the Property.

Generally, the continued impact of COVID-19 on the businesses of education institutions and commercial tenants in OUC Campus, had caused reduction of leasing space required. This, in turn, resulted in overall decline in both revenue segments of education facilities leasing and commercial leasing for supporting facilities over FY2020-FY2022 and H1FY2023.

Revenues of the Group by geographical regions for FY2020, FY2021, FY2022 and the H1FY2023 were as follows:

	<b>H1FY2023</b> <b>Unaudited</b> <i>RMB'000</i>	<b>FY2022</b> <b>Audited</b> <i>RMB'000</i>	<b>FY2021</b> <b>Audited</b> <i>RMB'000</i>	<b>FY2020</b> <b>Audited</b> <i>RMB'000</i>
Revenue within scope of HKFRS16:				
– PRC	19,779	48,039	60,070	74,859
– Non-PRC (Malaysia and Indonesia)	3,187	6,129	5,705	3,187
	<u>22,966</u>	<u>54,168</u>	<u>65,775</u>	<u>78,046</u>

Hypothetically, if the Property was sold on the first day of FY2020, FY2021, FY2022 and H1FY2023, the revenue contributed by PRC for the Remaining Group, would be reduced by RMB12,006,000, RMB9,336,000 and RMB8,592,000, and RMB277,000 respectively, due to exclusion leasing revenue attributable to the Property.

By geographical regions, revenue in PRC, declined over FY2020-FY2022 and H1FY2023 due to the impact of COVID-19 on the tenants in OUC Campus; whereas revenue in non-PRC countries, were not affected by the business impact of COVID-19 and improved over FY2020-FY2022 and H1FY2023, due to additional signing of tenant, increase in unit rental price and stronger foreign currency against the RMB.

### **Significant Investments and Future Plans for Material Investments and Capital Commitments**

Save as disclosed below, the Remaining Group did not have any other significant investment or future plan for material investments and capital commitments for FY2020-FY2022 and H1FY2023.

#### ***(1) Acquisition of Zhuyun Properties***

On 29 August 2018, the Company, as the purchaser, 廊坊開發區東方大學城教育諮詢有限公司 (Langfang Development Zone Oriental University City Education Consulting Co., Ltd.\*) (a subsidiary of the Company), 廊坊通慧教育諮詢有限公司 (Langfang Tonghui Education Consulting Co., Ltd.\*) (a subsidiary of RE) and RE (the “**Seller**”) had entered into a sale and purchase agreement, pursuant to which the Seller had conditionally agreed to sell and the Company had conditionally agreed to acquire the properties situated at Oriental University City, Langfang Economy and Technology Development Zone, Langfang City, Hebei Province, the PRC (the “**Zhuyun Properties**”) at a purchase consideration of RMB252,370,000 (the “**Consideration**”).

The sale and purchase agreement was subsequently supplemented by the first addendum, the second addendum and the supplemental agreement on 31 December 2018, 21 January 2019 and 13 June 2019 respectively, whereby the Company had further agreed to acquire the Zhuyun Properties at the Consideration, through the incorporation and acquisition of the entire equity interest of 廊坊通睿教育諮詢有限公司 (Langfang Tongrui Education Consulting Co., Ltd.\*) from RE.

As at 30 September 2019, the Company had paid RMB75,711,000, representing 30% of the Consideration, as the deposit to the Seller. On 19 November 2019, the Company had issued a convertible note in the principal amount of approximately HK\$200,380,000 with a conversion price of HK\$2.30 per ordinary share of the Company, which will be matured on 29 August 2028 to the Seller as settlement of the remaining 70% of the Consideration. The convertible note was subsequently redeemed by the Company on 16 February 2021.



**(2) Acquisition of the Thamrin Properties**

On 21 February 2020, PT OUC Thamrin Indo, a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with an independent vendor to acquire two floors of Lippo Thamrin office in Jakarta, Indonesia (the “**Thamrin Properties**”) at a purchase consideration of IDR94,140,000,000 (equivalent to approximately RMB47,835,000).

The Company had fully paid the consideration and completed the acquisition of the Thamrin Properties as at 30 June 2020. Thamrin Properties was subsequently leased to PT. Raffles Institute of Higher Education, a wholly-owned subsidiary of RE, as tenant, for a term of three years commencing on 1 July 2020 and expiring on 30 June 2023. The tenancy was executed on arm’s length terms and the annual rental payable under the tenancy agreement amounts to Indonesian Rupiah 7,154.64 million (approximately RMB3.18 million). Please refer to the announcement of the Company dated 17 June 2020, for further details of the tenancy.

**(3) Purchase of Investment Properties in Mongolia**

On 6 March 2020, the Company entered into a sale and purchase agreement with an independent vendor for the purchase of investment properties in Ulaanbaatar, Mongolia, for a purchase consideration of RMB32.71 million. As at 31 December 2022, the Company had paid RMB23.01 million of the purchase consideration and the remaining balance of RMB9.70 million would be paid in instalments according to the various stages of completion as set out in the sale and purchase agreement. Please refer to the announcement of the Company dated 8 March 2020 for details of the acquisition of investment properties in Mongolia.

**(4) Renovation/Refurbishment of Two Blocks of Dormitories in the OUC Campus**

On 16 June 2022, the Company entered into a construction project contract with an independent contractor for the renovation/refurbishment of two blocks of dormitories, No. 23 and No. 24, located at the OUC Campus for a contract sum of RMB10.18 million. As at 31 March 2023, the Company had paid RMB4.01 million of the contract sum and the remaining balance of RMB6.17 million would be paid in instalments in accordance with the agreed terms. The renovation/refurbishment work had been completed and the two blocks of dormitories had been rented and occupied by an education institution.

**Material Acquisition or Disposal of Subsidiaries, Associates and Joint Venture**

Save as disclosed above in the section headed “**Significant Investments and Future Plans for Material Investments and Capital Commitments**”, the Remaining Group did not have any material acquisition and disposal of subsidiaries, associates or joint ventures during FY2020-FY2022 and H1FY2023.

### Contingent Liabilities

The Remaining Group did not have any contingent liabilities as at 30 June 2020, 30 June 2021, 30 June 2022 and 31 December 2022.

### Human Resources and Remuneration Policy

As the Property, together with the business and operation of the Remaining Group, were collectively managed by human resources of the Group, no matter the Property was sold during FY2020-FY2022 and H1FY2023, the number and remuneration of the employees of the Group and the Remaining Group would be the same. As at 30 June 2020, 30 June 2021, 30 June 2022 and 31 December 2022, the Remaining Group had a total of 53, 49, 29 and 27 full-time employees in the PRC respectively, most of them were located in Langfang City, Hebei Province. The Remaining Group's total employee costs for the three years ended 30 June 2022 and six months ended 31 December 2022 were as follows:

	<b>H1FY2023</b> <b>Unaudited</b> <i>RMB '000</i>	<b>FY2022</b> <b>Unaudited</b> <i>RMB '000</i>	<b>FY2021</b> <b>Unaudited</b> <i>RMB '000</i>	<b>FY2020</b> <b>Unaudited</b> <i>RMB '000</i>
Total employee costs	<u>2,532</u>	<u>5,824</u>	<u>6,929</u>	<u>5,432</u>

The employees' remuneration is determined by reference to the market salary of their respective experience and performance.

The Remaining Group provides training to its employees to improve and upgrade their management and professional skills.

As required by the social security regulations, the Remaining Group makes contributions to mandatory social security funds for its employees to provide for their retirement and provides medical, unemployment, work-related injury and maternity benefits. The Remaining Group has adopted a share option scheme (the "**Share Option Scheme**") to provide an incentive to the Directors and eligible participants. No options were granted since 16 January 2015, the effective date of the Share Option Scheme and the date on which the Shares be listed on the GEM. Therefore, no options were exercised or cancelled or lapsed during FY2020-FY2022 and H1FY2023 and there were no outstanding options under the Share Option Scheme as at 30 June 2020, 30 June 2021, 30 June 2022 and 31 December 2022.

**UNAUDITED STATEMENTS OF PROFIT OR LOSS ON THE IDENTIFIABLE NET INCOME STREAM OF THE PROPERTY**

In accordance with paragraph 19.68(2)(b)(i) of the GEM Listing Rules, the unaudited statements of profit or loss on the identifiable net income stream of the Property for each of the years ended 30 June 2020, 2021 and 2022 and for the six months ended 31 December 2021 and 2022 are set out below:

	Year ended 30 June			Six months ended 31 December	
	2020	2021	2022	2021	2022
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue	12,006	9,336	8,592	4,296	277
Business taxes and surcharges	(61)	(42)	(39)	(20)	(1)
Property taxes and land use taxes	(1,384)	(1,334)	(1,517)	(758)	(589)
Property management fee	(921)	(693)	(543)	(271)	(231)
Repairs and maintenance	–	–	(49)	(49)	–
Other expenses	(8)	(4)	(4)	(2)	–
Fair value loss on investment properties	(690)	(730)	(800)	–	–
<b>Profit/(loss) before income tax</b>	8,942	6,533	5,640	3,196	(544)
Income tax	(818)	(805)	(787)	–	–
<b>Profit/(loss) for the year/period</b>	<b>8,124</b>	<b>5,728</b>	<b>4,853</b>	<b>3,196</b>	<b>(544)</b>

The Company has engaged BDO Limited, the Reporting Accountant, to perform certain agreed-upon procedures and report their factual finding in respect of the unaudited statement of profit or loss on the identifiable net income stream of the Property set out above in accordance with Hong Kong Standard on Related Services 4400 (Revised) “Agreed-Upon Procedures Engagements” issued by the Hong Kong Institute of Certified Public Accountants.

The Reporting Accountant has agreed the unaudited statements of profit or loss on the identifiable net income stream of the Property to the relevant accounting records of the Group, including general ledger and reconciliation schedules (the “**Schedules**”) prepared by the management, traced the unadjusted amounts in the Schedules to the relevant accounting records of the Group and found the amounts to be in agreement.

The above agreed-upon procedures do not constitute an assurance engagement performed in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants, the auditor of the Company does not express any assurance on the unaudited statements of profit or loss on the identifiable net income stream of the Property.

The finding on the agreed-upon procedures were reported solely for the information of the Directors and should not be used or relied upon by any other parties for any other purposes.

**A. UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE  
REMAINING GROUP**

The following is an illustrative unaudited pro forma consolidated statement of assets and liabilities and unaudited pro forma consolidated statement of profit or loss and other comprehensive income of Oriental University City Holdings (H.K.) Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) (the “**Unaudited Pro Forma Financial Information**”) prepared in accordance with Rules 7.31 of the GEM Listing Rules and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants, for the purpose of illustrating the financial impact of the proposed disposal of certain properties (the “**Property**”) in Langfang (the “**Proposed Disposal**”) on (a) the assets and liabilities of the Group and (b) the results of the Group as if the Proposed Disposal had been completed on 31 December 2022 and 1 July 2021 respectively.

The Unaudited Pro Forma Financial Information has been prepared using accounting policies materially consistent with that of the Group and based on the interim condensed consolidated statement of financial position of the Group at 31 December 2022 and the consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2022 as extracted from the Group’s condensed consolidated financial statements for the six months ended 31 December 2022 as set out in the published interim report of the Group for the six months ended 31 December 2022 and the published annual report of the Group for the year ended 30 June 2022 as mentioned in the “Financial Information of the Group” in Appendix II to this circular respectively, after making certain pro forma adjustments as described below. A narrative description of the pro forma adjustments of the Proposed Disposal that are (i) directly attributable to the Proposed Disposal concerned and not relating to future events or decisions; and (ii) factually supportable, is summarised in the notes below.

This Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only and because of its hypothetical nature, it may not purport to represent the true picture of the financial position of the Group as at 31 December 2022 or at any future date had the Proposed Disposal been completed on 31 December 2022 or the financial performance of the Group for the year ended 30 June 2022 or any future period had the Proposed Disposal been completed on 1 July 2021.

The Unaudited Pro Forma Financial Information should be read in conjunction with other financial information included elsewhere in this circular.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF ASSETS AND  
LIABILITIES OF THE GROUP AS AT 31 DECEMBER 2022

	Unadjusted unaudited consolidated statement of assets and liabilities as at 31 December 2022	Pro forma adjustments		Unaudited pro forma adjusted consolidated statement of assets and liabilities of the Group as at 31 December 2022
		RMB '000 Note 1	RMB '000 Note 2(a)	
<i>Assets</i>				
<b>Non-current assets</b>				
Property, plant and equipment	4,921			4,921
Investment properties	1,571,357	(111,960)		1,459,397
Interests in associates	72,344			72,344
Prepayments for acquisition of investment properties	23,009			23,009
Total non-current assets	1,671,631			1,559,671
<b>Current assets</b>				
Trade and other receivables	11,098			11,098
Restricted cash	2,702			2,702
Cash and cash equivalents	9,120		85,306	94,426
Total current assets	22,920			108,226
<b>Liabilities</b>				
<b>Current liabilities</b>				
Trade and other payables and accruals	10,474			10,474
Advances from customers	11,314			11,314
Bank borrowings, secured	53,720			53,720
Current tax liabilities	8			8
Total current liabilities	75,516			75,516
Net current (liabilities)/assets	(52,596)			32,710
Total assets less current liabilities	1,619,035			1,592,381
<b>Non-current liabilities</b>				
Trade and other payables and accruals	21,267			21,267
Bank borrowings, secured	167,299			167,299
Deferred tax liabilities	178,966	(13,105)		165,861
Total non-current liabilities	367,532			354,427
<b>NET ASSETS</b>	<b>1,251,503</b>			<b>1,237,954</b>

**APPENDIX IV**
**UNAUDITED PRO FORMA FINANCIAL  
INFORMATION OF THE REMAINING GROUP**
**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF PROFIT OR  
LOSS AND OTHER COMPREHENSIVE INCOME OF THE GROUP FOR THE  
YEAR ENDED 30 JUNE 2022**

	Unadjusted audited consolidated statement of profit or loss and other comprehensive income of the Group for the year ended 30 June 2022	Pro forma adjustments				Unaudited pro forma adjusted consolidated statement of profit or loss and other comprehensive income of the Group for the year ended 30 June 2022
		RMB'000 Note 1	RMB'000 Note 3(a)	RMB'000 Note 3(b)	RMB'000 Note 3(c)	
Revenue	54,168	(8,592)			45,576	
Employee costs	(5,824)				(5,824)	
Depreciation of property, plant and equipment	(348)				(348)	
Business taxes and surcharges	(720)	39			(681)	
Property taxes and land use taxes	(11,035)	1,517			(9,518)	
Property management fee	(5,029)	543			(4,486)	
Repairs and maintenance fees	(580)	49			(531)	
Legal and consulting fees	(3,892)				(3,892)	
Other loss, net	(6,554)		(18,848)		(25,402)	
Other expenses	(3,849)	4			(3,845)	
Share of results of associates	6,845				6,845	
Operating profit before fair value changes	23,182				(2,106)	
Fair value change on investment properties	22,780	800			23,580	
Operating profit	45,962				21,474	
Interest income	53				53	
Interest expenses on bank borrowings	(19,648)				(19,648)	
Profit before income tax	26,367				1,879	
Income tax	(20,416)	787		3,472	(16,157)	
Profit/(loss) for the year	5,951				(14,278)	
Other comprehensive income						
Items that may be subsequently reclassified to profit or loss:						
Exchange differences from translation of foreign operations	(243)				(243)	
Share of other comprehensive income of associates	(278)				(278)	
Other comprehensive income for the year	(521)				(521)	
Total comprehensive income for the year	5,430				(14,799)	
Profit/(loss) attributable to						
– Owners of the Company	5,811				(14,216)	
– Non-controlling interests	140				(62)	
	5,951				(14,278)	
Total comprehensive income attributable to						
– Owners of the Company	5,290				(14,737)	
– Non-controlling interests	140				(62)	
	5,430				(14,799)	

## Notes to the Unaudited Pro Forma Financial Information:

1. The unadjusted unaudited consolidated statement of financial position of the Group as at 31 December 2022 is extracted from the published interim report of the Company for the six months ended 31 December 2022. The unadjusted audited consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2022 is extracted from the published annual report of the Company for the year ended 30 June 2022.
2. The following pro forma adjustments have been made to the unaudited pro forma consolidated statement of assets and liabilities, assuming the Proposed Disposal had taken place on 31 December 2022:
  - (a) The adjustment represents the de-recognition of the carrying amount of Property and the corresponding deferred tax liabilities as at 31 December 2022.
  - (b) The adjustment represents the net consideration received for the Proposed Disposal.

Net consideration	<i>Notes</i>	<i>RMB '000</i>
Consideration of the Proposed Disposal	<i>i</i>	100,000
Less:		
Transaction costs and related taxes	<i>ii</i>	(5,383)
Professional fees	<i>iii</i>	(705)
Land appreciation tax	<i>iv</i>	(8,606)
		<u>85,306</u>

*Note i:*

Pursuant to the Agreement (as defined in the circular), the consideration of Proposed Disposal is RMB100,000,000.

*Note ii:*

The amount represents estimated transaction costs in relation to the Proposed Disposal which is directly attributable expenses estimated by the directors of the Company, which included value-added tax and other tax surcharges of approximately RMB5,383,000.

*Note iii:*

The amount represents estimated professional fees of approximately RMB705,000 in connection with the Proposed Disposal, which included the legal fee and other professional fees.

*Note iv:*

The directors of the Company estimated land appreciation tax of approximately RMB8,606,000 based on the property valuation as at 31 December 2022 and related tax rules and regulations.

The actual financial effects of the land appreciation tax may be different from the amount described above and would be subject to change upon the tax finalisation from the PRC tax authority.



3. The following pro forma adjustments have been made to the unaudited pro forma adjusted consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2022, assuming the Proposed Disposal had taken place on 1 July 2021 and the relevant lease agreement with existing tenant had been terminated on the same date:

- (a) The adjustment represent the exclusion of operating results of the Property, assuming the Proposed Disposal had taken place on 1 July 2021 and the relevant lease agreement with existing tenant had been terminated on the same date. The operating results directly attributable from the Property are extracted from the unaudited statements of profit or loss as set out in Appendix III to this circular.
- (b) The adjustment represents the estimated loss on the Proposed Disposal. The adjustment is not expected to have a continuing effect on the Group's consolidated statement of profit or loss and other comprehensive income.

	<i>Notes</i>	<i>RMB '000</i>
Consideration of the Proposed Disposal	<i>2(b)(i)</i>	100,000
Transaction costs and related taxes	<i>2(b)(ii)</i>	(5,383)
Professional fees	<i>2(b)(iii)</i>	(705)
		<u>93,912</u>
Less: carrying amount of the Property as at 1 July 2021		<u>(112,760)</u>
Estimated loss on Proposed Disposal		<u><u>(18,848)</u></u>

- (c) The adjustment represents the estimated income tax expense, based on the estimated land appreciation tax of RMB8,846,000, as calculated based on the fair value of the Property as at 1 July 2021 and offsetted by the de-recognition of the corresponding deferred tax liabilities of RMB12,318,000 as at the same date. The adjustment is not expected to have a continuing effect on the Group's consolidated statement of profit or loss and other comprehensive income.

The actual financial effects of the income tax may be different from the amount described above and would be subject to change upon the tax finalisation from the PRC tax authority.

4. No adjustment has been made to reflect any operating results or other transactions of the Group entered into subsequent to 1 July 2021 for the preparation of the Unaudited Pro Forma Financial Information.

**B. REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE  
REMAINING GROUP**

*The following is the text of a report received from BDO Limited, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this circular.*

**To the directors of Oriental University City Holdings (H.K.) Limited**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Oriental University City Holdings (H.K.) Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of assets and liabilities as at 31 December 2022, unaudited pro forma consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2022 and related notes (the “**Unaudited Pro Forma Financial Information**”) as set out on pages 1 to 5 in Appendix IV of the circular dated 12 May 2023 (the “**Circular**”) issued by the Company, in connection with the proposed disposal of the property in Langfang (the “**Proposed Disposal**”). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro forma Financial Information are described in section headed “Introduction” in Section A of Appendix IV to the Circular.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the Proposed Disposal on the Group’s financial position as at 31 December 2022 and the Group’s financial performance for the year ended 30 June 2022 as if the Proposed Disposal had been taken place as at 31 December 2022 and 1 July 2021 respectively. As part of this process, information about the Company’s consolidated financial position and financial performance have been extracted by the directors of the Company from the Company’s financial information for the six months ended 31 December 2022, on which no audit or review report has been published; and the Company’s consolidated financial statements for the year ended 30 June 2022, on which an audit report has been published.

**Directors’ Responsibility for the Unaudited Pro Forma Financial Information**

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

**Our Independence and Quality Management**

We have complied with the independence and other ethical requirements of the “Code of Ethics for Professional Accountants” issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 “Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements” issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Reporting Accountants’ Responsibilities**

Our responsibility is to express an opinion, as required by paragraph 7.31(7) of the GEM Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 7.31 of the GEM Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Proposed Disposal at 31 December 2022 and 1 July 2021 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related unaudited pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the entity, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 7.31(1) of the GEM Listing Rules.

**BDO Limited**  
Certified Public Accountants  
Hong Kong

12 May 2023

## 1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## 2. DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors or the chief executive of the Company were taken or deemed to have under such provisions of the SFO); or (ii) recorded in the register kept by the Company pursuant to section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 were as follows:

### Long positions

#### (a) Shares in the Company

Name of Director	Capacity/ Nature of Interest	Number of Shares	Approximate percentage of issued share capital of the Company <sup>(2)</sup>
Mr. Chew <sup>(1)</sup>	Interest in a controlled corporation/ Corporate Interest	135,000,000 (L)	75%

*Notes:*

<sup>(1)</sup> Details of the interest in the Company held by Mr. Chew, the Chairman and an executive Director, through RE are set out in “3. SUBSTANTIAL SHAREHOLDERS’ INTEREST IN SECURITIES” below.

<sup>(2)</sup> The percentage of shareholding was calculated based on the Company’s total number of issued Shares as at the Latest Practicable Date (i.e. 180,000,000 Shares).

Abbreviation “L” stands for long position.

*(b) Shares in associated corporation of the Company*

Name of Director	Name of associated corporation	Capacity/ Nature of Interest	Number of issued shares held	Approximate percentage of shareholding
Mr. Chew	RE <sup>(1)</sup>	Beneficial owner and interest of spouse/ Personal interest and family interest	490,349,264 (L)	35.52% <sup>(2)</sup>

*Notes:*

<sup>(1)</sup> RE is the immediate holding company of the Company.

<sup>(2)</sup> Comprised of (a) the 23.12% direct interest of Mr. Chew; (b) the 2.47% interest of Ms. Chung, Mr. Chew's wife; and (c) the 9.93% joint interest of Mr. Chew and Ms. Chung.

Abbreviation "L" stands for long position.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 to be notified to the Company and the Stock Exchange.

### 3. SUBSTANTIAL SHAREHOLDERS' INTEREST IN SECURITIES

As at the Latest Practicable Date, so far as was known to any Director or chief executive of the Company, the following persons (other than the Directors and chief executive of the Company) had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or had any options in respect of such capital:

#### Long positions in the Shares

Name of Shareholders	Capacity/ Nature of Interest	Number of Shares	Approximate percentage of issued share capital of the Company <sup>(2)</sup>
RE <sup>(1)</sup>	Beneficial interest/ Personal interest	135,000,000 (L)	75%
Ms. Chung <sup>(1)</sup>	Interest of a spouse/ Family Interest	135,000,000 (L)	75%

*Notes:*

<sup>(1)</sup> RE is owned as to (a) 23.12% by Mr. Chew, the Chairman and an executive Director; (b) 9.93% jointly by Mr. Chew and Ms. Chung, the wife of Mr. Chew; and (c) 2.47% by Ms. Chung. Under the SFO, Mr. Chew is deemed to be interested in the Shares in which RE is interested, and Ms. Chung is deemed to be interested and the Shares in which Mr. Chew is interested and is deemed to be interested. In addition, Mr. Chew is a director of RE.

<sup>(2)</sup> The percentage of shareholding was calculated based on the Company's total number of issued Shares as at the Latest Practicable Date (i.e. 180,000,000 Shares).

Abbreviation "L" stands for long position.

Save as disclosed herein, as at the Latest Practicable Date, so far as was known to the Directors or chief executive of the Company, there was no other person, other than the Directors or chief executive of the Company and (in the case of the other members of the Group) other than the Company, who had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

**4. LITIGATION**

As at the Latest Practicable Date, no member of the Group was involved in any litigation or claims of material importance nor was any litigation or claims of material importance known to the Directors to be pending or threatened against any member of the Group.

**5. MATERIAL ADVERSE CHANGE**

As of the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 30 June 2022, being the date to which the latest published audited financial statements of the Group were made up.

**6. SERVICE CONTRACTS**

Mr. Chew has entered into a service contract as the chairman of the Board and an executive Director with the Company for an initial term of three years commencing on 24 December 2014, which automatically continues thereafter until terminated by either party giving not less than three months' notice in writing to the other.

Mr. Liu Ying Chun has entered into a service contract as an executive Director with the Company for an initial term of three years commencing on 16 January 2014, which automatically continues thereafter until terminated by either party giving not less than three months' notice in writing to the other.

Each of Mr. Tan Yeow Hiang, Kenneth and Mr. Wilson Teh Boon Piaw has entered into a letter of appointment with the Company for an initial term of three years commencing on 23 December 2014, which automatically continues thereafter until terminated by either party giving not less than three months' notice in writing to the other.

As at the Latest Practicable Date, none of the Directors had a service contract with the Company which was not determinable by the Company within one year without payment of compensation, other than statutory compensation.



## 7. MATERIAL CONTRACTS

### Renovation/Refurbishment of two blocks of dormitories in the OUC Campus

#### *Two blocks of dormitories*

On 16 June 2022, the Company entered into a construction project contract with an independent contractor for the renovation/refurbishment of two blocks of dormitories, No. 23 and No. 24, located at the OUC Campus for a contract sum of RMB10.18 million. As at 31 March 2023, the Company has paid RMB4.01 million of the contract sum and the remaining balance of RMB6.17 million will be paid in instalments in accordance with the agreed terms. The renovation/refurbishment work had been completed and the two blocks of dormitories had been rented and occupied by an education institution.

#### *Construction of canteen and theatre in the OUC Campus*

On 30 January 2023, the Company entered into a construction project contract with an independent contractor for the construction of a canteen and a theatre, located at the OUC Campus for a contract sum of RMB13.40 million. As at 31 March 2023, the Company has paid RMB4.34 million of the contract sum and the remaining balance of RMB9.06 million will be paid in instalments in accordance with the agreed terms.

Save as disclosed above, no member of the Group has entered into any contracts, not being contracts entered into in the ordinary course of business, within the two years immediately preceding the date of this circular, and are or may be material.

## 8. EXPERT AND CONSENT

The following expert has been named in this circular or has given opinion or advice which are contained in this circular:

<b>Name</b>	<b>Qualification</b>
BDO Limited	Certified Public Accountants
Cushman & Wakefield Limited	Independent property valuer

As at the Latest Practicable Date, each of the above experts:

- (a) has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter and/or report (as the case may be) and references to its names, in the form and context in which they respectively appear;
- (b) did not have any shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any shares, convertible securities, warrants, options or derivatives, which carry voting rights in any member of the Group; or

- (c) did not have any interest, either directly or indirectly, in any assets which have been, since the date to which the latest published audited financial statements of the Company were made up (i.e. 30 June 2022), acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

## 9. COMPETING BUSINESS

RE, the controlling shareholder of the Company, has confirmed that save for its shareholding in the Company, it is neither engaged nor interested in any business which, directly or indirectly, competes or may compete with the Group's business (save as disclosed under the heading "Excluded Businesses" in the section headed "History and Development — Post-Reorganization" of the prospectus of the Company dated 31 December 2014 (the "**Prospectus**")).

On 22 December 2014, RE entered into a deed of non-competition and call option in favour of the Company, pursuant to which it has undertaken not to compete with the business of the Company. For further details, please refer to the sub-section headed "Deed of Non-Compete" in the section headed "Relationship with the Controlling Shareholder" of the Prospectus.

RE has made an annual written declaration as to the compliance with the non-competition undertakings in the Deed of Non-Compete (the "**Undertakings**"). The INEDs reviewed the same as part of the annual review process for FY2022 and noted that: (a) RE declared that it had fully complied with the Undertakings for the FY2022; (b) no new competing business was reported by RE during the FY2022; and (c) there was no particular situation rendering the full compliance of the Undertakings being questionable. In view of the above, the INEDs confirmed that all of the Undertakings were complied with by RE for the FY2022.

Save as disclosed herein, the Directors have confirmed that, since the date to which the latest published audited financial statements of the Company were made up (i.e. 30 June 2022), none of the Directors, controlling shareholders or substantial shareholders of the Company, directors of the Company's subsidiaries or any of their respective close associates has interest in any business (other than the Group) which, directly or indirectly, competed or might compete with the Group's business.

## 10. DIRECTORS' INTERESTS

As at the Latest Practicable Date, save as disclosed herein, there had been no transactions, arrangements and contracts of significance since 30 June 2022 (being the date to which the latest published audited financial statements of the Group were made up) in relation to the Group's business to which the Company or its subsidiaries was a party and in which a Director of the Company or his or her connected entities had a material interest, whether directly or indirectly.

As at the Latest Practicable Date, none of the Directors had any direct or indirect interests in any assets which had since 30 June 2022 (being the date to which the latest published audited financial statements of the Group were made up) been acquired or disposed of by or leased to any member of the Group, or was proposed to be acquired or disposed of by or leased to any member of the Group.

**11. DOCUMENTS ON DISPLAY**

Copies of the following documents will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.oriental-university-city.com](http://www.oriental-university-city.com)) for a period of 14 days from the date of this circular:

- (a) the Agreement;
- (b) the valuation report from Cushman & Wakefield Limited, the text of which is set out in Appendix I to this circular;
- (c) the assurance report from the Reporting Accountant on the unaudited pro forma financial information of the Remaining Group, the text of which is set out in Appendix IV to this circular;
- (d) the letters of consent from the experts referred to in paragraph 8 in this appendix; and
- (e) this circular.

**12. MISCELLANEOUS**

- (a) The registered office of the Company is situated at 31st Floor, 148 Electric Road, North Point, Hong Kong.
- (b) The principal place of business of the Company in the PRC Levels 1 and 2, 100 Zhangheng Road, Oriental University City, Langfang Economic & Technological Development Zone, Hebei Province, the PRC 065001.
- (c) The share registrar and transfer office of the Company is Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong.
- (d) The secretary of the Company is Ms. Tung Wing Yee Winnie.
- (e) The compliance officer of the Company is Mr. Liu Ying Chun, who is also an executive Director.

- (f) The Company established the Audit Committee with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The primary duties of the Audit Committee are to review, in draft form, the Company's annual report and accounts, half-year report, quarterly report and to provide advice and comments thereon to the Board. The Audit Committee is also responsible for reviewing and supervising the financial reporting process, risk management and internal control of the Group. The Audit Committee comprises Mr. Tan Yeow Hiang, Kenneth (Chairman) and Mr. Wilson Teh Boon Piaw, all of whom are INEDs. Further details of them are as follows:

**Mr. Tan Yeow Hiang, Kenneth (Chairman of the Audit Committee)**

Mr. Tan Yeow Hiang, Kenneth (陳耀鄉), aged 55, was appointed as an INED on 23 December 2014. He is also the chairman of the Risk Management Committee and a member of the Remuneration Committee.

Mr. Tan is currently an executive director of Quintegra Ventures Inc., an investment holding company. He worked at United Overseas Bank Limited in Singapore from September 2008 to May 2015 as its managing director heading various businesses such as the bank's corporate banking franchise in its overseas branches and its overseas financial institutions group.

Mr. Tan previously worked at the Singapore Economic Development Board (the "EDB") from October 2001 to September 2008, during which period he worked as director of the Services Cluster from 2003 to 2006, and subsequently as the assistant managing director of EDB from December 2007 to September 2008. As director of the Services Cluster, Mr. Tan had worked on a number of EDB's education related projects such as the German Institute of Science and Technology, Singapore – MIT alliance and the Institute of Environmental Sciences and Engineering (Pte) Ltd..

Prior to working at EDB, Mr. Tan worked as a banker with a commercial bank in Singapore from February 1999 to April 2001 where his focus areas were in private equity and corporate development. Mr. Tan also served in the Singapore Armed Forces from December 1985 to February 1999.

Mr. Tan obtained a master's degree in business administration from the National University of Singapore in August 1995, and a Bachelor of Arts in philosophy, politics and economics from the University of Oxford in June 1989. He was awarded the Singapore Armed Forces Overseas Training Award by the Government of Singapore in 1986.

**Mr. Wilson Teh Boon Piaw**

Mr. Wilson Teh Boon Piaw (鄭文鏢), aged 67, was appointed as an INED on 23 December 2014. He is also the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee and the Risk Management Committee.

Mr. Teh has been acting as the chief executive officer and chairman of Chef At Work Pte. Ltd. in Singapore as from 1 October 2015. Chef At Work is a one-stop food and beverage solutions provider with inter-disciplinary expertise. Mr. Teh served as the chairman and chief executive director of TMX International Limited, a new startup company and distributor of kitchen appliances from May 2013 until November 2014. From August 2007 to October 2012, Mr. Teh served as director of Huhu Studio Ltd., a computer animation studio based in New Zealand, and had served as a director of its investment holding company, Huhu Holdings Pte Ltd., from July 2007 to December 2021.

Mr. Teh previously worked at JOST World Group, a manufacturer of components for commercial vehicles, from May 1991 to September 2009, where he served as managing director of JOST Far East Pte Ltd. from May 1991 to September 2008 and was responsible for developing markets and for all sales matters in the Southeast Asia, Taiwan and Hong Kong, as well as setting up a regional logistic hub in Singapore. He served as president, Asia of JOST Asia (Shanghai) Auto Component Co. Ltd. from September 2001 to September 2008 and subsequently as consultant from October 2008 to September 2009, where he led and managed three companies in Asia, and developed and executed their strategy and long term business plan.

Mr. Teh obtained a master's degree in business administration from the University of Dubuque in Iowa, the United States of America in January 1996, a diploma in management study from the Singapore Institute of Management in Singapore in March 1992, and a diploma in shipbuilding and repair technology from Ngee Ann Technical College (now known as Ngee Ann Polytechnic) in Singapore in association with The Polytechnic of Central London in the UK in July 1980.

---

## NOTICE OF EGM

---



**ORIENTAL UNIVERSITY CITY HOLDINGS (H.K.) LIMITED**  
**東方大學城控股(香港)有限公司**  
*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 8067)**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “EGM”) of Oriental University City Holdings (H.K.) Limited (the “Company”) will be held at Conference Room, Level 2, 100 Zhangheng Road, Oriental University City, Langfang Economic and Technological Development Zone, Langfang City, Hebei Province, the People’s Republic of China (the “PRC”) 065001 on Monday, 29 May 2023 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

### ORDINARY RESOLUTION

“**THAT:**

- (i) the sale and purchase agreement dated 21 March 2023 entered into between Langfang Development Zone Oriental University City Education Consulting Co., Ltd.\* (廊坊開發區東方大學城教育諮詢有限公司) as vendor and Hebei Oriental College\* (河北東方學院) as purchaser relating to the sale and purchase of the property which consists of the land use right in relation to 4 plots of land located in Oriental University City, Langfang Development Zone, Hebei, the PRC with an estimated aggregate land area of approximate 62,000.47 sq.m. and an aggregate construction area of approximately 51,789.03 sq.m. as well as the buildings and ancillary facilities erected thereon (the “**Agreement**”) be and are hereby ratified, confirmed and approved; and
- (ii) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign, execute, perfect, perform and deliver all such other agreements, instruments, deeds and documents and do all such acts or things and take all such steps as they may in their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement or give effect to or otherwise in connection with or incidental to the Agreement referred to in paragraph (i) above and all the transactions contemplated thereunder and to agree to such variations, amendments or waivers as are, in the opinion of the directors of the Company, in the interests of the Company and its shareholders.”

By order of the Board  
**Oriental University City Holdings (H.K.) Limited**  
**Chew Hua Seng**  
*Chairman and Executive Director*

Hong Kong, 12 May 2023

---

## NOTICE OF EGM

---

*Registered office:*

31st Floor  
148 Electric Road  
North Point  
Hong Kong

*Head Office and Principal Place of Business in the PRC:*

Levels 1 and 2  
100 Zhangheng Road  
Oriental University City  
Langfang Economic and Technological Development Zone  
Hebei Province  
The PRC 065001

*Notes:*

1. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the EGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provision of the articles of association of the Company. A proxy need not be a Member but must be present in person at the EGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of shares of the Company in respect of which such proxy is so appointed.
2. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company’s share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the EGM or its adjourned meeting (as the case may be) (excluding any public holiday in Hong Kong). Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the EGM or its adjourned meeting should he/she so wish. In such event, the form of proxy shall be deemed to be revoked.
3. For determining the entitlement of the Shareholders to attend and vote at the EGM, the register of Members will be closed from Tuesday, 23 May 2023 to Monday, 29 May 2023 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for attending the EGM, the non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company’s share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 22 May 2023.
4. In compliance with Rule 17.47(4) of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited, voting on all proposed resolutions set out in this notice will be decided by way of a poll except where the chairman of the EGM (the “**Chairman**”), in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

---

## NOTICE OF EGM

---

*As at the date of this notice, the executive Directors are Mr. Chew Hua Seng (Chairman) and Mr. Liu Ying Chun (Chief Executive Officer); the independent non-executive Directors are Mr. Tan Yeow Hiang, Kenneth and Mr. Wilson Teh Boon Piaw.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.*

*This notice will remain on the website of the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its publication. This notice will also be published and will remain on the website of the Company at [www.oriental-university-city.com](http://www.oriental-university-city.com).*