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).

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)

MAJOR AND CONNECTED TRANSACTION IN RELATION TO ACQUISITION OF REMAINING SHARES IN 4 VALLEES PTE. LTD. 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, s Economic and Technological Development Zone, Langfang City, Hebei Province, the PRC 065001 on 12 January 2024, at 09:30 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 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.

27 December 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

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

"4 Vallees"	4 Vallees Pte. Ltd., a company incorporated in Singapore with limited liability and is owned as to approximately 75.39% by RE and approximately 24.61% by the Company as at the Latest Practicable Date
"Acquisition"	the acquisition of the Sale Shares under the Agreement
"Agreement"	the sale and purchase agreement dated 4 July 2023 entered into between the Company, RE and 4 Vallees relating to the Acquisition
"Altus" or "Independent Financial Adviser"	Altus Capital Limited, a corporation licensed by the Securities and Futures Commission to carry Type 1 (dealing in securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO, being the independent financial adviser appointed by the Company with the approval of the Independent Board Committee to the Company to advise the Independent Board Committee and the Independent Shareholders on, among others, the fairness and reasonableness of the Acquisition
"Articles of Association"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"Audited Accounts"	the audited accounts of 4 Vallees for FY2023 comprising, a statement of comprehensive income for FY2023 and a statement of financial position as at 30 June 2023, together with all the notes, reports and other documents annexed thereto
"Audit Committee"	the audit committee of the Board
"Business Day"	day (excluding Saturday) on which licenced banks are generally open for normal banking business in Hong Kong
"Board"	the board of Directors
"Commercial Units"	the meaning as defined in the section headed "INFORMATION OF 4 VALLEES AND THE PROPERTY – The Property" in the Letter from the Board
"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 Acquisition
"Completion Date"	the day where Completion takes place
"Completion Management Accounts"	the unaudited management accounts of 4 Vallees as at the last day of the calendar month immediately preceding the Completion Date, but in no event earlier than 30 June 2023, comprising a balance sheet with a breakdown of the assets and liabilities of 4 Vallees and a profit and loss account of 4 Vallees in respect of the period ended on the last day of the calendar month immediately preceding the Completion Date, at the satisfaction of the Company
"Conditions Precedent"	the conditions precedent to the Completion set out in the section headed "The Agreement – Condition Precedent" in the Letter from the Board
"Consideration"	the consideration for the Acquisition as set out in the section headed "THE ACQUISITION – Consideration" with adjustment as set out in the section headed "THE ACQUISITION – Adjustment of Consideration" in the Letter from the Board
"COVID-19"	the novel coronavirus disease 2019 pandemic
"Director(s)"	director(s) of the Company
"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
"Enlarged Group"	the Group and 4 Vallees
"FY2021"	the financial year ended 30 June 2021
"FY2022"	the financial year ended 30 June 2022
"FY2023"	the financial year ended 30 June 2023
"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
"HKICPA"	the Hong Kong Institute of Certified Public Accountants

"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Hotel"	the meaning as defined in the section headed "INFORMATION OF 4 VALLEES AND THE PROPERTY – The Property" in the Letter from the Board
"Independent Board Committee"	the independent committee of the Board comprising all the INEDs formed for the purpose of giving recommendations to the Independent Shareholders in respect of the Acquisition
"Independent Shareholders"	Shareholders who are entitled to vote and not required to abstain from voting on the resolution at the EGM for approving the Agreement and the transactions contemplated thereunder
"INED(s)"	the independent non-executive Director(s)
"KPMG"	KPMG Advisory (China) Limited, Shenzhen Branch
"Latest Practicable Date"	21 December 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Long Stop Date"	30 June 2024 (or such other date the parties to the Agreement may agree in writing)
"Management Accounts"	the unaudited accounts of 4 Vallees for the financial period ended on the Management Accounts Date comprising, a statement of comprehensive income for the period ended on the Management Accounts Date and a statement of financial position as at the Management Accounts Date, which has taken into account the fair value of the Property at CHF34,372,000 (equivalent to approximately HK$302,085,196) valued as at 30 June 2022
"Management Accounts Date"	31 May 2023
"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
"Net Asset Value"	the net value of 4 Vallees, which is calculated by subtracting the total value of liabilities from the total value of assets
"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 Hotel and the Commercial Units registered in the Land Registry in Switzerland under PPE No.s 54191-54199, 54419-54422, 54424-54441
"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
"Remuneration Committee"	the remuneration committee of the Board
"Reporting Periods"	Three years ended 30 June 2023
"Risk Management Committee"	the risk management committee of the Board
"Sale Shares"	8,682,164 fully paid up ordinary shares of 4 Vallees, representing 75.39% of the existing issued share capital of 4 Vallees
"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
"Singapore"	the Republic of Singapore
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Valuation Report"	the valuation report of 4 Vallees, comprising the valuation of the Property, prepared by the independent valuer set out in Appendix V to this circular
"CHF"	Swiss Franc, the lawful currency of Switzerland
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong

"IDR"	Indonesian Rupiah(s), the lawful currency of the Republic of Indonesia
"MYR"	Malaysian Ringgit(s), the lawful currency of Malaysia
"RMB"	Renminbi, the lawful currency of the PRC
"SGD"	Singapore dollar(s), the lawful currency of Singapore
"sq.m."	square meter(s)
"%"	per cent.

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 CHF into HK$ are made in this circular, for illustration only, at the rate of CHF1.00 to HK$8.7887. No representation is made that any amounts in CHF or HK$ could have been or could be converted at that rate or at any other rates or at all.

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
Mr. Liu Guilin

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

27 December 2023

To the Shareholders

Dear Sir or Madam,

MAJOR AND CONNECTED TRANSACTION IN RELATION TO ACQUISITION OF REMAINING SHARES IN 4 VALLEES PTE. LTD.

INTRODUCTION

Reference is made to the announcement of the Company dated 4 July 2023 in relation to the Acquisition. On 4 July 2023, the Company (as the purchaser) and RE (as the seller) entered into the Agreement, pursuant to which the Company has conditionally agreed to acquire, and RE has conditionally agreed to sell the Sale Shares, representing 75.39% of the issued share capital of 4 Vallees, at the initial Consideration of CHF11,479,000 (equivalent to approximately HK$100,885,487), subject to adjustment.

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

THE AGREEMENT

Date	:	4 July 2023		
Parties	:	(1) Vendor	:	RE
		(2) Purchaser	:	the Company
		(3) Target Company	:	4 Vallees

Assets to be acquired

Pursuant to the Agreement, the Company would acquire the Sale Shares, representing 75.39% of the entire issued share capital of 4 Vallees from RE at Completion. As at the Latest Practicable Date, the Property is the major asset of 4 Vallees.

Pursuant to the Agreement, RE undertakes to the Company that it shall not require 4 Vallees to repay all or any part of the amounts due to it and its subsidiaries owing by 4 Vallees; and further undertakes that repayment of the said amounts due shall be at the option of 4 Vallees on any date as 4 Vallees thinks appropriate.

Consideration

The initial Consideration of CHF11,479,000 (equivalent to approximately HK$100,885,487), approximately 75.39% of the Net Asset Value of 4 Vallees as at the Management Accounts Date, was arrived at after arm's length negotiations between RE and the Company under normal commercial terms and taking into account factors including mainly, the Net Asset Value of 4 Vallees of approximately CHF15,226,051 (equivalent to approximately HK$133,817,194) as shown in the Management Accounts.

Pursuant to the Agreement, the Consideration is subject to adjustment as set out in the section headed "THE ACQUISITION – Adjustment of Consideration" below. For the avoidance of doubt, there shall be no upward adjustment to the Consideration and hence, the final Consideration shall not exceed CHF11,479,000 (equivalent to approximately HK$100,885,487) in all circumstances.

Adjustment of Consideration

The Consideration shall be adjusted in accordance with the following formula:

$$A = B - (C - D) * E$$

where:

"A"	means the final Consideration
"B"	means the initial Consideration in the amount of CHF11,479,000 (equivalent to approximately HK$100,885,487)

"C"	means the Net Asset Value of 4 Vallees, i.e. CHF15,226,051 (equivalent to approximately HK$133,817,194), as at Management Accounts Date for the purpose of determining the initial Consideration
"D"	means the Net Asset Value of 4 Vallees as shown in the Completion Management Accounts after taking into account the fair value of the Property in the Audited Accounts
"(C – D)"	should such difference is a negative figure, such difference in amount shall always be deemed to be zero for the purpose of this formula
"E"	means 75.39%, the shareholding percentage the Sale Shares represents in the entire issued share capital of 4 Vallees

Payment of Consideration

The Consideration shall be paid by cash from the internal resource of the Group to RE in the following manner:

(a) A sum of CHF2,162,000 (equivalent to approximately HK$19,001,169), being the first deposit, shall be paid by the Company to RE within 5 Business Days after signing of the Agreement and such amount of deposit shall constitute part payment of the Consideration;

(b) Upon satisfaction of preliminary due diligence review, a sum of CHF6,632,000 (equivalent to approximately HK$58,286,658), being the second deposit, shall be paid by the Company to RE before 31 October 2023 and such amount of deposit shall constitute part payment of the Consideration; and

(c) Subject to adjustments in accordance with the section headed "THE ACQUISITION – Adjustment of Consideration" above, upon Completion, the balance of the Consideration shall be paid by the Company to RE.

If Completion does not take place, RE shall refund within five (5) Business Days following such termination the full amount of the aforesaid first and second deposits (without interest) to the Company, following which the Agreement shall terminate, but without prejudice to other rights and remedies of the parties thereof.

All costs and expenses incidental to the Agreement and all transactions in connection therewith shall be borne by the relevant parties, save that, for avoidance of doubt, any stamp duty or government service tax payable on the transfer of the Sale Shares shall be borne and paid by the Company solely.

Condition Precedent

Completion is conditional on the fulfillment of the following Conditions Precedent:

(a) the Company has been satisfied with the results of the due diligence review of 4 Vallees;

(b) having delivered the Company the Audited Accounts;

(c) RE having shown and proved that 4 Vallees has a good title to the Property and can give a good title to the Property in accordance with the relevant laws and regulations in Switzerland, where the Property is located, to the satisfaction of the Company;

(d) the shareholders of RE having approved the Agreement and the transactions contemplated thereunder at general meeting of RE;

(e) the Independent Shareholders having approved the Agreement and the transactions contemplated thereunder at the EGM; and

(f) the representations, warranties and undertakings set out in the Agreement remaining true, accurate and not misleading in any respect at Completion as if repeated at Completion and at all times between the date of the Agreement and the Completion Date.

As at the Latest Practicable Date, save for (a) and (b), no condition precedent has been fulfilled or waived. The Company may waive in writing any of the conditions precedent other than (d) and (e) at its discretion. In the event that any of the Conditions Precedent have not been fulfilled or waived by the Completion Date on or before the Long Stop Date, the Agreement shall be terminated and become null and void and none of the parties thereto shall have any claim against the other for any costs or losses (save for any antecedent breaches).

Completion

Subject to the Conditions Precedent, Completion shall take place on the Completion Date on or before the Long Stop Date at the place as agreed by the Company and RE.

INFORMATION OF RE

RE, a company incorporated in Singapore with limited liability, whose shares are listed on the Singapore Exchange Securities Trading Limited, holding 75% of the issued share capital of the Company, is a controlling shareholder of the Company and thus a connected person of the Company.

RE is a private education provider in Asia-Pacific headquartered in Singapore. RE provides a full spectrum of education services through a vast network of 16 educational institutions across 9 countries in Asia Pacific and Europe, with more than 24,840 students enrolled in RE's education programmes as at 30 June 2023.

RE is owned as to (a) 24.05% by Mr. Chew, the Chairman and an executive Director; (b) 9.88% jointly by Mr. Chew and Ms. Chung, the wife of Mr. Chew; and (c) 2.46% 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.

INFORMATION OF THE COMPANY

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 for supporting facilities, including supermarket, cafe and cafeterias, to serve the needs of students and the residents of adjacent housing estates.

INFORMATION OF 4 VALLEES AND THE PROPERTY

4 Vallees

4 Vallees is private limited company incorporated in Singapore, 75.39% and 24.61% of its entire issued share capital are owned by RE and the Company respectively as at the Latest Practicable Date. The principal business activities of 4 Vallees are investment holding of the Property, and holding, renting, leasing and managing of the Property.

On 28 March 2016, the Company subscribed for new shares of 4 Vallees for the consideration of SGD3,664,000, representing a 12.77% of the enlarged issued share capital of 4 Vallees (the "**First Subscription**"). On 30 March 2018, the Company further subscribed for new shares of 4 Vallees for the consideration of SGD5,421,000, representing 13.58% of the enlarged issued share capital of 4 Vallees (the "**Second Subscription**").

Upon completion of the Second Subscription, the Company's interest in the share capital of 4 Vallees was 24.61% as enlarged by the Second Subscription. Please refer to (i) the announcements of the Company dated 28 March 2016 and 14 April 2016, respectively, with regards to the First Subscription; and (ii) the announcement and circular of the Company dated 30 June 2017 and 29 November 2017, respectively, with regards to the Second Subscription.

The Company's interest in 4 Vallees was classified as interest in an associate in the Company's financial statements before the Acquisition.

The audited financial information of the 4 Vallees for the three years ended 30 June 2023 are as follow:

	For the year ended 30 June		
	2021	**2022**	**2023**
	(audited)	(audited)	(audited)
	CHF	**CHF**	**CHF**
Profit before income tax	327,738 (equivalent to approximately HK$2,880,391)	1,238,621 (equivalent to approximately HK$10,885,868)	221,525 (equivalent to approximately HK$1,946,917)
Net profit, representing total comprehensive income for the financial year	153,011 (equivalent to approximately HK$1,344,768)	1,129,159 (equivalent to approximately HK$9,923,840)	3,346 (equivalent to approximately HK$29,407)

The Property

The Property is situated in Nendaz, Switzerland, which is part of the 4 Vallees ski area, the largest ski intersection in Switzerland. More specifically, it is located at the foot of the ski lift to the ski slope, in the center of the ski resort at Haute Nendaz. This area is very popular for Europeans to visit and ski during the winters. Sion, the closest city to Nendaz, which is 22 kilometers away, was shortlisted by the International Olympic Committee as one of the candidates for the Winter Olympics in 2026.

The Property comprises (i) a hotel with indoor and outdoor parking lots with a total gross floor area of 5,910 sq.m. (the "**Hotel**"); and (ii) seven commercial units with a total gross floor area of 911 sq.m. (the "**Commercial Units**") in Nendaz, Switzerland.

Hotel

The Hotel is named Hotel Les 4 Vallees, having 5,910 sq.m. of gross floor area, which includes 62 rooms between 29 sq.m. and 70 sq.m.. The Hotel also includes 2 restaurants, and a 2,200 sq.m. spa which offers panoramic views of the Alps.

Hotel Les 4 Vallees is leased out to a third party hotel operator and they pay a portion of rent which is fixed, and an additional portion which depends on turnover. The third party hotel operator also operates other hotels in Switzerland, with a focus on the French-speaking area (where the Hotel located in), and has over 30 years of experience in the hotel industry.

Commercial Units

At the ground floor below the Hotel Les 4 Vallees, there are seven commercial units with a total of 911 sq.m. of commercial space, four of which are rented out to commercial and leisure businesses, and three are vacant as at the Latest Practicable Date.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in the provision of education facilities leasing services to education institutions in the PRC, Malaysia and Indonesia. With the Acquisition, the Group will be able to broaden its revenue base and diversify its business geographically. The Group would be able to introduce to the education institutions, outbound educational trips, like winter and summer camps for students of the education institutions. Such activities will enrich the education institutions' leasing experience with the Group as the Group not only offers leasing space but also add value by offering outbound services to their students. Upon Completion, 4 Vallees would become a wholly owned subsidiary of the Company. The Directors expect 4 Vallees to be the springboard for accessing the European market for the provision of educational facilities leasing.

The revenue of 4 Vallees is substantially generated from the lease of the Hotel that is primarily focused on winter-related activities, like skiing. Any disruption that may affect tourism activity, such as severe weather condition, could cause fluctuation of hotel occupancy and attendance, and this in turn affects the variable rental income. Nonetheless, due to its captive markets, the Hotel, historically, has sustained respectable occupancy rates, even during the COVID-19 pandemic years in 2021 and 2022.

The Directors (other than the INEDs who will form their view after considering the advice from the Independent Financial Adviser) consider that the terms of the Agreement are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECTS OF THE ACQUISITION

Upon Completion, 4 Vallees will become a direct wholly-owned subsidiary of the Company and the financial results of 4 Vallees will be consolidated in the consolidated financial statements of the Group.

Earnings

It is intended that, after the Completion, the Property would be held for leasing to generate stable income in the future, and thus the Acquisition is expected to have positive effect on the Group's earnings in the coming years upon full or substantial occupancy. It is expected that the Acquisition will have positive impacts on the future earnings of the Group in the long run.

Hypothetically, had the Acquisition been completed on 1 July 2022, the full year earnings of 4 Vallees of CHF3,346 (approximately RMB25,000) for the financial year ended 30 June 2023, would have been consolidated with OUCHK Group's earnings, while the share or results of associate attributed to 4 Vallees amounted to RMB6,000 would be eliminated, thus resulted in net increase in earnings of RMB19,000.

Assets and liabilities

Following Completion, the assets and liabilities of 4 Vallees will be consolidated into the consolidated financial statements of the Group. According to the annual report of the Company for FY2023, the audited consolidated total assets and total liabilities of the Group as at 30 June 2023 were RMB1,691,757,000 and RMB458,311,000 respectively. Based on the "Unaudited Pro Forma Financial Information of the Enlarged Group" as set out in Appendix IV to this circular, assuming the Completion had taken place on 30 June 2023 the unaudited pro forma consolidated total assets and total liabilities of the Enlarged Group as at 30 June 2023 would be RMB1,826,002,000 and RMB593,573,000 respectively.

Hypothetically, had the Acquisition been completed on 30 June 2023, the total assets of the Group would increase from RMB1,691,757,000 to RMB1,826,002,000, and the total liabilities of the Group would increase from RMB458,311,000 to RMB593,573,000, respectively.

IMPLICATIONS UNDER GEM LISTING RULES

As the relevant percentage ratio(s) calculated in accordance with Rule 19.07 of the GEM Listing Rules in respect of the Acquisition is more than 25% but less than 100%, the Acquisition constitutes a major transaction on the part of the Company under Chapter 19 of the GEM Listing Rules.

As of the Latest Practicable Date, RE holds 75% of the entire issued share capital of the Company and is a controlling shareholder of the Company and thus a connected person of the Company. As such, the Acquisition will also constitute a connected transaction of the Company and is subject to the reporting, announcement and the approval of the Independent Shareholders at the EGM under Chapter 20 of the GEM Listing Rules.

Approval by the Board

Save for Mr. Chew, who is also a director of RE, has abstained from voting on the relevant board resolutions, no other Directors have a material interest in the transaction and have abstained from voting on the board resolutions.

Completion of the Acquisition is conditional upon the satisfaction of the Conditions Precedent. Accordingly, the Acquisition 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.

THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee has been formed to advise the Independent Shareholders on, among others, the fairness and reasonableness of the Agreement and the transactions contemplated thereunder. Altus has been appointed as the independent financial adviser of the Company to advise the Independent Board Committee and the Independent Shareholders in this regard.

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 Friday, 12 January 2024 at which an ordinary resolution will be proposed to consider and, if thought fit, approve the Acquisition.

At the EGM, any Shareholders with a material interest in the Agreement and the transactions contemplated thereunder are required to abstain from voting on the proposed resolution to be put forward to the Independent Shareholders at the EGM for approving the Agreement and the transactions contemplated thereunder, including the Acquisition. Therefore, RE and its associates shall abstain from voting on the ordinary resolution to be put forward at the EGM approving the Agreement and the transactions contemplated thereunder.

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

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

Your attention is drawn to (i) the advice of the Independent Board Committee set out in its letter set out on pages 16 to 17 of this circular; and (ii) the letter from Altus to the Independent Board Committee and the Independent Shareholders set out on pages 18 to 30 of this circular in respect of the Acquisition and the principal factors considered by Altus in formulating its advice.

The Board (excluding Mr. Chew who had abstained from voting at the Board meeting approving the Agreement and the transactions contemplated thereunder as described in "Letter from the Board – IMPLICATIONS OF THE GEM LISTING RULES – Approval by the Board" above, but including the INEDs who are members of the Independent Board Committee) considers that the terms and conditions of the Agreement and the transactions 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 Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Agreement and the transactions contemplated thereunder.

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
Liu Ying Chun
Chief Executive Officer and Executive Director

The following is the full text of a letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in relation to the Agreement and the Acquisition for the purpose of incorporation in this circular.

27 December 2023

To the Independent Shareholders

Dear Sir or Madam,

MAJOR AND CONNECTED TRANSACTION IN RELATION TO ACQUISITION OF REMAINING SHARES IN 4 VALLEES PTE. LTD.

We refer to the circular dated 27 December 2023 issued by the Company (the "**Circular**"), of which this letter forms part. Terms defined in the Circular have the same meanings herein unless the context otherwise requires.

We have been appointed as the members of the Independent Board Committee to consider the Agreement and the Acquisition, and to advise the Independent Shareholders whether the terms of the Agreement and the Acquisition contemplated thereunder are fair and reasonable, so far as the Independent Shareholders are concerned, on normal commercial terms or better and in the interests of the Company and the Shareholders as a whole, and to the voting action that should be taken. Altus Capital Limited has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

RECOMMENDATION

We wish to draw your attention to the letter from the Board, as set out on pages 6 to 15 of the Circular, and the letter from Altus Capital Limited which contains its advice to the Independent Board Committee and the Independent Shareholders in relation to the Agreement and the Acquisition contemplated thereunder, as well as the principal factors and reasons considered by Altus Capital Limited in arriving at its recommendation as set out on pages 18 to 30 of the Circular.

After taking into consideration the advice from Altus Capital Limited, we consider that the terms of the Agreement and the Acquisition contemplated thereunder are fair and reasonable so far as the Independent Shareholders are concerned and on normal commercial terms, and that they are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the Agreement and the Acquisition contemplated thereunder.

Yours faithfully

Independent Board Committee

Mr. Tan Yeow Hiang, Kenneth	**Mr. Wilson Teh Boon Piaw**	**Mr. Liu Guilin**
Independent non-executive Director	*Independent non-executive Director*	*Independent non-executive Director*

The following is the text of a letter of advice from Altus Capital, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Acquisition, which has been prepared for the purpose of incorporation into this Circular.

ALTUS

Altus Capital Limited
21 Wing Wo Street
Central
Hong Kong

27 December 2023

To the Independent Board Committee and the Independent Shareholders

Oriental University City Holdings (H.K.) Limited
31st Floor
148 Electric Road
North Point
Hong Kong

Dear Sir/Madam,

MAJOR AND CONNECTED TRANSACTION IN RELATION TO ACQUISITION OF REMAINING SHARES IN 4 VALLEES PTE. LTD.

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Acquisition, details of which are set out in the "Letter from the Board" contained in the circular of the Company dated 27 December 2023 (the "**Circular**"). Terms used in this letter shall have the same meanings as those defined in the Circular unless the context requires otherwise.

On 4 July 2023 (after trading hours), the Company (as the purchaser) and RE (as the seller) entered into the Agreement, pursuant to which, the Company has conditionally agreed to acquire and RE has conditionally agreed to sell the Sale Shares, representing 75.39% of the issued share capital of 4 Vallees, at the initial Consideration of CHF11,479,000 (equivalent to approximately HK$100,885,487), subject to adjustment.

As at the Latest Practicable Date, 4 Vallees is owned as to 75.39% and 24.61% by RE and the Company respectively. Upon Completion, the Group will be interested in the entire issued share capital of 4 Vallees, and 4 Vallees will become a wholly-owned subsidiary of the Company. Accordingly, the financial results of 4 Vallees will be consolidated into the accounts of the Company.

LISTING RULES IMPLICATIONS

As the relevant percentage ratio(s) calculated in accordance with Rule 19.07 of the GEM Listing Rules in respect of the Acquisition is more than 25% but less than 100%, the Acquisition constitutes a major transaction on the part of the Company under Chapter 19 of the GEM Listing Rules.

As at the Latest Practicable Date, RE holds 75% of the entire issued share capital of the Company and is a controlling shareholder of the Company and thus a connected person of the Company. As such, the Acquisition will also constitute a connected transaction of the Company and is subject to the reporting, announcement and the approval of the Independent Shareholders at the EGM under Chapter 20 of the GEM Listing Rules.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising all the independent non-executive Directors, namely Mr. Tan Yeow Hiang, Kenneth, Mr. Wilson Teh Boon Piaw and Mr. Liu Guilin, has been established to consider and advise the Independent Shareholders as to (i) whether the terms of the Agreement are fair and reasonable; (ii) whether the Acquisition is conducted on normal commercial terms, in the ordinary and usual course of business of the Group and is in the interests of the Company and the Shareholders as a whole; and (iii) how the Independent Shareholders should vote in respect of the resolution relating thereto to be proposed at the EGM, after taking into account the recommendation of the Independent Financial Adviser.

THE INDEPENDENT FINANCIAL ADVISER

As the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, our role is to give an independent opinion to the Independent Board Committee and the Independent Shareholders as to (i) whether the terms of the Agreement are fair and reasonable; (ii) whether the Acquisition is conducted on normal commercial terms, in the ordinary and usual course of business of the Group and is in the interests of the Company and the Shareholders as a whole; and (iii) how the Independent Shareholders should vote in respect of the resolution relating thereto to be proposed at the EGM.

We have not acted as an independent financial adviser or financial adviser in relation to any transactions of the Group in the last two years prior to the date of the Circular. Pursuant to Rule 17.96 of the GEM Listing Rules, and given that remuneration for our engagement to opine on the terms of the Agreement is at market level and not conditional upon successful passing of the resolution to be proposed at the EGM, and that our engagement is on normal commercial terms, we are independent of and not associated with the Company, its controlling shareholder(s) or connected person(s).

BASIS OF OUR ADVICE

In formulating our opinion, we have reviewed, amongst others, (i) the annual report of the Company for the year ended 30 June 2022 (the "**2022 Annual Report**"); (ii) the annual report for the year ended 30 June 2023 (the "**2023 Annual Report**"); (iii) the Agreement; (iv) the Valuation Report issued by the Independent Valuer (as defined under the paragraph headed "5. Evaluation of the Consideration of the Acquisition" below); and (v) other information contained or referred to in the Circular.

We have also relied on the statements, information, opinions and representations contained or referred to in the Circular and/or provided to us by the Company, the Directors and the management of the Group (the "**Management**"). We have assumed that all the statements, information, opinions and representations for matters relating to the Group contained or referred to in the Circular and/or provided to us by the Company, the Directors and the Management were reasonably made after due and careful enquiry and were true, accurate and complete at the time they were made and continued to be so as at the date of the EGM.

We have no reason to believe that any statements, information, opinions or representations relied on by us in forming our opinion is untrue, inaccurate or misleading at the time they were made or will be untrue, inaccurate or misleading at the date of the EGM, nor are we aware of any material facts the omission of which would render the statements, information, opinions or representations provided to us to be untrue, inaccurate or misleading. We have assumed that all the statements, information, opinions and representations for matters relating to the Company contained or referred to in the Circular and/or provided to us by the Company and the Management have been reasonably made after due and careful enquiry. We consider that we have been provided with and have reviewed sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have relied on such statements, information, opinions and representations and have not conducted any independent investigation into the business, financial conditions and affairs or future prospects of the Group.

PRINCIPAL FACTORS AND REASONS CONSIDERED

1. Background information

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 for supporting facilities, including supermarket, cafe and cafeterias, to serve the needs of students and the residents of adjacent housing estates. Looking ahead, the Group will focus on rebuilding the Group's business by controlling cost and broadening its revenue base whilst enhancing its education facilities' offering.

1.1. Financial information of the Group

Set out below is a summary of financial information of the Group extracted from the 2022 Annual Report and 2023 Annual Report.

Extract of consolidated statement of profit or loss

	For the year ended 30 June	
	2022	**2023**
	RMB'000	*RMB'000*
	(audited)	(audited)
Revenue	54,168	61,680
Share of results of associates	6,845	(2,846)
Profit/(loss) for the year	5,951	(23,379)

Extract of consolidated statement of financial position

	As at 30 June	
	2022	**2023**
	RMB'000	*RMB'000*
	(audited)	(audited)
Non-current assets	1,656,313	1,582,564
– Investment properties	1,563,593	1,458,878
– Interests in associates	69,906	46,643
Current assets	26,090	109,193
– Cash and cash equivalents	4,713	63,752
Non-current liabilities	373,383	369,285
Current liabilities	61,275	89,026
Net assets	1,247,745	1,233,446

Year ended 30 June 2022 (FY2022) compared with year ended 30 June 2023 (FY2023)

The Group's total revenue increased by 13.9% from approximately RMB54.2 million for FY2022 to approximately RMB61.7 million for FY2023 mainly due to revenue recognition of a few educational institutions which had signed-up long-term lease agreements for leasing of education facilities.

The Group recorded a loss of approximately RMB2.8 million on share of results of associates for FY2023, as compared to a gain of approximately RMB6.8 million for FY2022, mainly due to net loss recorded by its associate, Axiom Properties Limited.

The Group recorded a loss of approximately RMB23.4 million for FY2023 as compared to a profit of approximately RMB6.0 million for FY2022 mainly due to recognition of fair value losses on investment properties of approximately RMB16.8 million and a recorded loss on disposal of investment properties of approximately RMB18.2 million in FY2023.

30 June 2022 compared with 30 June 2023

The Group's non-current assets mainly comprised investment in properties and interests in associates, which accounted for approximately 98.6% and 95.1% of the Group's total non-current assets as at 30 June 2022 and 2023 respectively. The decrease in the balance of investment properties from approximately RMB1.6 billion to RMB1.5 billion was mainly due to the disposal of certain investment properties during FY2023. Interests in associates decreased from approximately RMB69.9 million as at 30 June 2022 to approximately RMB44.0 million as at 30 June 2023 due to the decrease in share of net assets, attributed mainly by the capital reduction in the Target Company. Of the Group's interests in associate balances as at 30 June 2022 and 30 June 2023, approximately RMB53.3 million and RMB29.4 million were attributable to the Group's investment in the Target Company respectively.

The Group's current assets represented approximately 1.6% and 6.5% of its total assets as at 30 June 2022 and 2023 respectively.

1.2. Outlook of the Group

Despite challenges such as lockdown due to COVID-19 pandemic in 2022, the Group was able to secure a few sizeable education institutions which entered into long-term leases with annual step-up rental for leasing of education facilities in the Group's OUC Campus held as investment properties in the PRC.

1.3. Information of RE

RE, a company incorporated in Singapore with limited liability, whose shares are listed on the Singapore Exchange Securities Trading Limited, holding 75% of the issued share capital of the Company, is a controlling shareholder of the Company and thus a connected person of the Company. RE is a private education provider in Asia-Pacific headquartered in Singapore.

2. Background information of 4 Vallees

4 Vallees is private limited company incorporated in Singapore, of which 75.39% and 24.61% of its entire issued share capital are owned by RE and the Company respectively as at the Latest Practicable Date. The principal business activities of 4 Vallees are investment holding of the Property, and holding, renting, leasing and managing of the Property. As at the Latest Practicable Date, the Property is the major asset of 4 Vallees.

The Property is situated in Nendaz, Switzerland and comprises (i) a hotel with indoor and outdoor parking lots with a total gross floor area of 5,910 sq.m; and (ii) seven commercial units with a total gross floor area of 911 sq.m.

Set out below the audited financial information of the 4 Vallees for the three years ended 30 June 2023.

	For the year ended 30 June		
	2021	**2022**	**2023**
	(audited)	(audited)	(audited)
	CHF	**CHF**	**CHF**
Profit before income tax	327,738 (equivalent to approximately HK$2,880,391)	1,238,621 (equivalent to approximately HK$10,885,868)	221,525 (equivalent to approximately HK$1,946,917)
Net profit, representing total comprehensive income for the financial year	153,011 (equivalent to approximately HK$1,344,768)	1,129,159 (equivalent to approximately HK$9,923,840)	3,346 (equivalent to approximately HK$29,407)

We noted that 4 Vallees recorded a small net profit in FY2023 as compared to approximately CHF1.1 million in FY2022. According to the Management, the reduction in net profit by CHF1.1 million was mainly due to the combined effect of (i) the absence of fair value gain on the Property, of which approximately CHF1.3 million of fair value gain was recorded in FY2022; and (ii) an increase in operating expenditure of CHF0.5 million in FY2023, which was offset by a foreign exchange gain of CHF0.7 million.

3. Reasons for the Acquisition

The Group is principally engaged in the provision of education facilities leasing services to education institutions in the PRC, Malaysia and Indonesia. With the Acquisition, the Group will be able to broaden its revenue base and diversify its business geographically. The Group would be able to introduce to the education institutions, outbound educational trips, like winter and summer camps for students of the education institutions. Such activities will enrich the education institutions' leasing experience with the Group as the Group not only offers leasing space but also add value by offering outbound services to their students. Upon Completion, 4 Vallees would become a wholly-owned subsidiary of the Company. The Directors expect 4 Vallees to be the springboard for accessing the European market for the provision of educational facilities leasing.

We concur with the Management that further investment into 4 Vallees with an aim to enrich the education institutions' leasing experience with the Group is in-line with the overall business direction of the Group and that it is in the interest of the Company and Shareholders as a whole. Given the above and taking into account the Group's existing investment in 4 Vallees, we are of the view that the Acquisition, despite not being in the ordinary and usual course of business of the Group, is in the interests of the Company and the Shareholders as a whole.

4. Terms of the Agreement

Pursuant to the Agreement, the Company has conditionally agreed to acquire and RE has conditionally agreed to sell the Sale Shares, representing 75.39% of the issued share capital of 4 Vallees, at the initial Consideration of CHF11,479,000 (equivalent to approximately HK$100,885,487), subject to adjustment.

To assess the fairness and reasonableness of the Acquisition, we have considered the principal terms of the Agreement set out below. For other terms of the Agreement, please refer to the section headed "THE AGREEMENT" in the "Letter from the Board".

4.1. Consideration

Initial Consideration

The initial Consideration of CHF11,479,000 (equivalent to approximately HK$100,885,487), approximately 75.39% of the Net Asset Value of 4 Vallees as at 31 May 2023, being the Management Accounts Date, was arrived at after arm's length negotiations between RE and the Company under normal commercial terms and taking into account factors including mainly, the Net Asset Value of 4 Vallees of approximately CHF15,226,051 (equivalent to approximately HK$133,817,194) as shown in the Management Accounts.

Pursuant to the Agreement, the Consideration is subject to adjustment as set out in the sub-section headed "Adjustment of Consideration" below. For the avoidance of doubt, there shall be no upward adjustment to the Consideration and hence, the final Consideration shall not exceed CHF11,479,000 (equivalent to approximately HK$100,885,487) in all circumstances.

Adjustment of Consideration

The Consideration shall be adjusted in accordance with the following formula (the "**Consideration Adjustment Mechanism**"):

A = B – (C – D) * E

where:

"A"	means the final Consideration
"B"	means the initial Consideration in the amount of CHF11,479,000 (equivalent to approximately HK$100,885,487)
"C"	means the Net Asset Value of 4 Vallees, i.e. CHF15,226,051 (equivalent to approximately HK$133,817,194), as at Management Accounts Date for the purpose of determining the initial Consideration
"D"	means the Net Asset Value of 4 Vallees as shown in the Completion Management Accounts after taking into account the fair value of the Property in the Audited Accounts
"(C – D)"	should such difference is a negative figure, such difference in amount shall always be deemed to be zero for the purpose of this formula
"E"	means 75.39%, the shareholding percentage the Sale Shares represents in the entire issued share capital of 4 Vallees

Analysis of the Consideration and the Consideration Adjustment Mechanism

The initial Consideration for 75.39% of the issued share capital of 4 Vallees is CHF11,479,000, which is close to 75.39% of the unaudited Net Asset Value of 4 Vallees of approximately 15,226,051 as at 31 May 2023, being approximately CHF11,478,920. We have obtained and reviewed the unaudited management account of 4 Vallees as at 31 May 2023 and noted that the Property represented approximately 94.5% of the total assets of 4 Vallees. The remaining assets of 4 Vallees were mainly bank balances and receivables. As such, we are of the view that the Net Asset Value of 4 Vallees, which primarily consisted of the Property, is a reasonable factor for the determination of the Consideration.

The Consideration Adjustment Mechanism allows the Company to downward adjust the Consideration in the event that the Net Asset Value of 4 Vallees as shown in the Completion Management Accounts after taking into account the fair value of the Property in the Audited Accounts is lower than that as at the Management Accounts Date. We are of the view that the Consideration Adjustment Mechanism (i) protects the interests of the Company and the

Shareholders; and (ii) is on normal commercial terms as it is not an uncommon clause for mergers and acquisitions. We have reviewed announcements and circulars published on the website of the Stock Exchange relating to notifiable transactions involving acquisition or disposal of unlisted equity interests by Hong Kong-listed companies since 1 October 2023 to 31 October 2023. Among the exhaustive list of 27 transactions identified, two have adjustment mechanism to the consideration relating to net asset value of the relevant target companies.

Based on the analysis set out under the paragraph above, we are of the view that the Consideration Adjustment Mechanism is fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole. Subject to the analysis on whether the appraised value of the Property is fairly and reasonably arrived at as set out under the section headed "5. Evaluation of the Consideration of the Acquisition" in this letter below, we are of the view that the Consideration is fair and reasonable and on normal commercial terms.

5. Evaluation of the Consideration of the Acquisition

The initial Consideration of CHF11,479,000 (equivalent to approximately HK$100,885,487), approximately 75.39% of the Net Asset Value of 4 Vallees as at the Management Accounts Date, was arrived at after arm's length negotiations between RE and the Company under normal commercial terms and taking into account factors including mainly, the Net Asset Value of 4 Vallees of approximately CHF15,226,051 (equivalent to approximately HK$133,817,194) as shown in the Management Accounts, being the unaudited accounts of 4 Vallees as at 31 May 2023, which has taken into account the fair value of the Property at CHF34,372,000 valued as at 30 June 2022.

As at the date of this announcement, the Property is the major asset of 4 Vallees. The Consideration is subject to adjustment as set out in the paragraphs headed "Adjustment of Consideration" in this letter above. As adjustment mechanism is designed to reflect the change in fair value of the Property in the final Consideration, we have evaluated the fairness and reasonableness of the appraised value of the Property by considering the following factors.

5.1. Independent Valuer's qualification

In assessing the competence of the Independent Valuer, we have reviewed and enquired into (i) the qualification and experience of the Independent Valuer; and (ii) the steps and due diligence measures taken by the Independent Valuer in relation to the preparation of the Valuation Report.

Regarding the qualifications of the Independent Valuer, based on our interview with the Independent Valuer and relevant licenses cited from the website of the Royal Institution of Chartered Surveyors, the Hong Kong Institute of Surveyors and the Surveyors Registration Board, we noted that the signing principal of the Valuation Report is (i) registered as a member of the Royal Institution of Chartered Surveyors and the Hong Kong Institute of Surveyors; and (ii) a Registered Professional Surveyor (General Practice) under the Surveyor Registration Ordinance (Cap. 417) in Hong Kong.

Regarding the experience of the Independent Valuer, based on (i) internet search on the name of the Independent Valuer; and (ii) a summary of credentials provided by the Independent Valuer, we noted that the Independent Valuer is equipped with relevant experience in valuing property interests.

Based on the above, we are satisfied with the competence of the Independent Valuer in respect of the preparation of the Valuation Report.

Regarding the objectivity of the Independent Valuer, having considered that:

(i) Hong Kong Institute of Surveyors' Valuation Standards ("**HKIS Valuation Standards**") requires that the valuers must at all times act with integrity, independence and objectivity, and avoid conflicts of interest and any actions or situations that are inconsistent with their professional obligations; and

(ii) the Independent Valuer has confirmed it is independent from the Company, RE, and the Vendor during the interview,

we are satisfied with the objectivity of the Independent Valuer in the preparation of the Valuation Report.

5.2. Valuation methodology

We noted that the Independent Valuer had considered the suitability of three valuation methodologies, which are cost approach, market approach and income approach, in appraising the value of the Property. In selecting appropriate valuation approach, we have discussed with the Independent Valuer and understood that the Independent Valuer has considered the following valuation approaches and has the following views:

(i) **Cost approach:** The cost approach is based on the economic principle that a purchaser will pay no more for an asset that the cost to obtain one equal utility whether by purchase or construction. According to the HKIS Valuation Standards, in selection of valuation approaches, the valuer should consider, among others, the appropriateness of each method in view of the nature of the asset. As the Property is an income-generating asset with available past performance information, the Independent Valuer is of the view, and we concur, that the cost approach is less appropriate than the income approach.

(ii) **Market approach:** The market approach is based on comparing the subject asset with identical or similar assets for which price information is available, such as a comparison with market transactions in the same, or close similar, type of asset within appropriate time horizon. We have obtained a list of hotel asking prices and transactions and noted that due to the scarcity of suitable asking prices and transactions, the Independent Valuer, when determining the location criterion comparable transactions, had extended it to the whole Switzerland. The list consists of six hotels, with asking prices and transaction prices ranging from EUR13 million to EUR301 million and price per room ranging from

EUR471,000 to EUR616,000 (please refer to the Valuation Report set out under Appendix V to the Circular for details). Nevertheless, notwithstanding of such extended criteria, we understand that the market approach is not applicable due to lack of sufficient comparable transactions. Therefore, we concur with the Independent Valuer's view that the market approach is not applicable due to the lack of available price information. We noted that the Independent Valuer did not assess the value of the Property using market approach; however, it had cross checked the aforementioned list of hotel asking prices and noted that the Property fell within the range of such list of asking prices and transactions.

(iii) **Income approach:** The income approach provides an indication of value by converting future cash flows to a single current capital value. According to the HKIS Valuation Standards, the income approach should be applied under the circumstances that: (i) the income-producing ability of the asset is the critical element affecting value from a participant perspective; and/or (ii) reasonable projections of the amount and timing of future income are available for the subject asset, but there are few, if any, relevant market comparables. Having considered that (i) the Property, which is a hotel, is an income generating asset; and (ii) the Property has readily available past performance information, we concur with the Independent Valuer's view that the income approach is appropriate for this case. By using income approach, the valuation can take into account future economic benefits from the leasing of the Property.

5.3. General assumptions

The valuation of the Property was made on certain general and specific assumptions. The general assumptions are set out under the section headed "Valuation Assumptions" in the Valuation Report set out under Appendix V to the Circular. We have interviewed the Independent Valuer who advised that the general assumptions adopted in the Valuation Report are commonly adopted for property valuations. Nothing has come to our attention which would lead us to doubt the fairness and reasonableness of the general assumptions adopted in the Valuation Report.

5.4. Specific assumptions and basis of the income approach valuation

The estimates of the future economic benefits, discount rate and terminal capitalisation rate are essential elements of the appraised value under the income approach. We understand from the Independent Valuer that it has reviewed the financial forecast of the Property provided by the Management and discussed the validity of the estimations with the Management. In assessing the fairness and reasonableness of their basis and assumptions, we have considered the following key aspects:

Base rent, occupancy rate and average daily rate of the Property

The Property is currently leased to an operator. Pursuant to the relevant agreement, 4 Vallees is entitled to a base rent and a commission based on the revenue of the Property.

We understand from the Independent Valuer that the base rent, occupancy rate and average daily rate of the Property were determined based on the historical and prevailing base rent, occupancy rate and average daily rate, adjusted by specific non-recurring events such as the severe negative impact on the hospitality and resort industry from the COVID epidemic in Switzerland in 2020. The Independent Valuer also consider general inflation and potential impact from changes in the renewal of hotel operator going forward.

Costs borne by the owner of the Property

We understand from Independent Valuer that they have assumed certain costs borne by the owner of the Property, such as capital expenditure and insurance premium, which were determined mainly based on the base rent and operating revenue of the Property.

Discount rate and terminal capitalization rate

We note that the discount rate is estimated based on the capitalisation rate and long-term stabilised growth rate. The capitalisation rate of 4% is determined based on the prevailing capitalisation rate of commercial properties in Switzerland. We have been provided with the capitalisation rates of commercial property transactions in Switzerland from the MSCI Real Capital Analytics, a universal data and analytics solution for global commercial real estate investing and transactions and noted that the average capitalisation rate is 4%. The long-term stabilised growth rate of 2% was based on the forecasted inflation rate of Switzerland. We have reviewed the economic forecasts published by the State Secretariat for Economic Affairs of the Switzerland government and noted that the latest forecasted inflation rate for 2023 and 2024 was 2.2% and 1.9% respectively.

In view of the above, we are of the view that the key specific assumptions adopted by the Independent Valuer is fair and reasonable.

5.5. Section conclusion

Taking into account the analysis set out under the paragraphs 5.1 to 5.4 above, we are of the view that the appraised value of the Property is fairly and reasonably arrived at by the Independent Valuer. Based on the adjustment as set out in the paragraphs headed “Adjustment of Consideration” in this letter above, we are of the view that the final Consideration is fairly and reasonably arrived at.

6. Financial effects of the Acquisition

Upon Completion, 4 Vallees will become a direct wholly-owned subsidiary of the Company and the financial results of 4 Vallees will be consolidated in the consolidated financial statements of the Group.

6.1. Earnings

It is intended that, after the Completion, the Property would be held for leasing to generate stable income in the future, and thus the Acquisition is expected to a have positive effect on the Group’s earnings in the coming years upon full or substantial occupancy.

6.2. Assets and liabilities

Following Completion, the assets and liabilities of 4 Vallees will be consolidated into the consolidated financial statements of the Group. According to the annual report of the Company for FY2023, the audited consolidated total assets and total liabilities of the Group as at 30 June 2023 were approximately RMB1.7 billion and RMB458.3 million respectively. Based on the "Unaudited Pro Forma Financial Information of the Enlarged Group" as set out in Appendix IV to the Circular, assuming the Completion had taken place on 30 June 2023, the unaudited pro forma consolidated total assets and total liabilities of the Enlarged Group as at 30 June 2023 would be approximately RMB1.8 billion and RMB593.6 million respectively.

RECOMMENDATION

Having considered the above principal factors, we are of the view that (i) the terms of the Agreement are fair and reasonable; (ii) the Acquisition, despite not being in the ordinary and usual course of business of the Group, is conducted on normal commercial terms and is in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders, as well as the Independent Board Committee to advise the Independent Shareholders, to vote in favour of the resolution to be proposed at the EGM to approve the Agreement.

Yours faithfully,
For and on behalf of
Altus Capital Limited
Leo Tam
Responsible Officer

*Mr. Leo Tam ("**Mr. Tam**") is a Responsible Officer of Altus Capital Limited licensed to carry on Type 6 (advising on corporate finance) regulated activity under the SFO and permitted to undertake work as a sponsor. He has over nine years of experience in corporate finance and advisory in Hong Kong, in particular, he has participated in sponsorship work for initial public offerings and acted as financial adviser or independent financial adviser in various corporate finance transactions. Mr. Tam is a certified public accountant of the Hong Kong Institute of Certified Public Accountants.*

1. FINANCIAL INFORMATION OF THE GROUP

Financial information of the Group for the three years ended 30 June 2023 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 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

(b) Annual report of the Company for FY2022
https://www1.hkexnews.hk/listedco/listconews/gem/2022/0916/2022091600672.pdf

(c) Annual report of the Company for FY2023
https://www1.hkexnews.hk/listedco/listconews/gem/2023/0918/2023091800732.pdf

2. STATEMENT OF INDEBTEDNESS

Borrowings

At the close of business on 30 November 2023 (being the latest practicable date for ascertaining information regarding this indebtedness statement), the Enlarged Group had an aggregate outstanding indebtedness amounting to approximately RMB303,514,000, which are secured bank borrowings.

The bank borrowings are interest-bearing at fixed and floating rates. The interest rates of the Enlarged Group's bank borrowings as at 30 November 2023 granted under banking facilities ranged from 2.938% to 8.95% per annum. As at 30 November 2023, the bank facilities were secured by certain investment properties of the Enlarged Group amounted to approximately RMB1,136,075,000 and corporate guarantee of the Company.

General

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities, the Enlarged Group did not have any debt securities issued and outstanding, and authorised or otherwise created but unissued, and term loans; any other borrowings or indebtedness in the nature of borrowing, including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments; mortgages and charges; or other material contingent liabilities at the close of business on 30 November 2023.

Save as aforesaid, the Directors are not aware of any material changes in the indebtedness, contingent liabilities and commitments of the Enlarged Group since 30 November 2023, the date to which the indebtedness statement is made and up to the latest practicable date for ascertaining information regarding this indebtedness statement.

For the purpose of the above statement of indebtedness, MYR, IDR, CHF and HK$ have been translated into RMB at the exchange rates of MYR1.00 to RMB1.522445, IDR1.00 to RMB0.000458 and CHF1.00 to RMB8.066195. No representation is made that MYR, IDR and CHF denominated amounts have been, could have been or could be converted to RMB, or vice versa, at the rates applied or at any other rates or at all.

3. WORKING CAPITAL

The Directors are of the opinion that in the absence of unforeseeable circumstances, after taking into account the presently available resources, the banking facilities available to the Enlarged Group and the internally generated funds, the Enlarged Group will have sufficient working capital to satisfy its requirements for at least next 12 months following the Latest Practicable Date.

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 PRC; Kuala Lumpur, Malaysia; and Jakarta, Indonesia. In addition, the Group also leases commercial properties, to a much lesser extent, to commercial tenants operating a range of supporting facilities, including supermarket, cafe and cafeterias, to serve the needs of students and the residents of adjacent housing estates.

As disclosed in the section headed "REASONS FOR AND BENEFITS OF THE ACQUISITION" in the Letter from the Board, the Board considers that the Acquisition enables the Group to introduce to the education institutions outbound educational trips, like winter and summer camps for students of the education institutions. Such activities will enrich the education institutions' leasing experience with the Group as the Group not only offers leasing space but also add value by offering outbound services to their students. Upon Completion, 4 Vallees would become a wholly owned subsidiary of the Company. The Directors expect 4 Vallees to be the springboard for accessing the European market for the provision of educational facilities leasing.

The Board views that the student enrollment of the education institutions that lease the education facilities from the Group, would see a stable to moderate growth in line with the growth trend of tertiary student populations, particularly, in the PRC and Indonesia. As a provider of education facilities in these countries, the Group is well-poised to benefit from this growth trend. The Acquisition will further broaden the revenue base and geographical reach of the Group.

5. MANAGEMENT DISCUSSION AND ANALYSIS

Liquidity, financial resources and capital structure

As at 30 June 2023, the Group had cash and cash equivalents amounting to approximately RMB63,752,000. Most of the Group's bank deposits and cash were denominated in Renminbi.

As at 30 June 2023, the Group's total current assets and current liabilities were approximately RMB109,193,000 and approximately RMB89,026,000, respectively, while the current ratio calculated by dividing the total current assets over the total current liabilities was approximately 1.23 times.

As at 30 June 2023, the Group had interest-bearing bank borrowings amounting to RMB261,465,000. Most of the 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 are analysed as follows:

	As at 30 June 2023 Audited *RMB'000*
Bank borrowings due for repayment:	
– Within one year	68,323
– After one year but within two years	60,615
– After two years but within five years	91,416
– After five years	41,111
	193,142
Total	261,465

Bank borrowings are interest-bearing at fixed and floating rates. The interest rates of the Group's bank borrowings as at 30 June 2023 granted under banking facilities ranged from 4.48% to 8.55% per annum. As at 30 June 2023, the bank facilities were secured by certain investment properties of the Group amounted to approximately RMB863,298,000 and corporate guarantee of the Company.

As at 30 June 2023, the Group's gearing ratio, calculated by the interest-bearing bank borrowings divided by the equity attributable to owners of the Company and then multiplied by 100%, was approximately 21.20%.

Charge on Assets

As at 30 June 2023, investment properties of approximately RMB863,298,000 were pledged to secure a banking facility of the Group.

Treasury Policies

As for the treasury policies, the objectives of the Group when managing capital are to safeguard the ability of the Group to continue as a going concern and to maintain an optimal capital structure to reduce the cost of capital. The Group generally finances its operations with internally generated resources and borrowings provided by banks. The 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 Group's policy is to allow members of the Group to settle liabilities denominated in their functional currency with the cash generated from their own operations in that currency. Where members of the Group have liabilities denominated in a currency other than their functional currency (and have insufficient reserves of that currency to settle them), cash already denominated in that currency will be transferred from other members within the Group.

The Group is currently exposed to currency risk primarily arising from amount due from associate, which are denominated in currency other than the functional currency of the respective members of the Group. The Group did not have a foreign currency hedging policy but management continuously monitors foreign exchange exposure and may, depending on the circumstances and trend of foreign currency, consider adopting a foreign currency hedging policy in the future, if necessary.

Capital commitments

Save as disclosed below and the Acquisition, as at the Latest Practicable Date, the Group did not have any other significant investment and future plan for material investments and capital commitments.

(a) 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 the Latest Practicable Date, the Company has paid RMB28.43 million of the purchase consideration and the remaining balance of RMB4.28 million will be settled based on the terms as set out in the sale and purchase agreement (or variation terms, if any, as mutually agreed). Please refer to the announcement of the Company dated 8 March 2020 for details of the acquisition of investment properties in Mongolia.

(b) Upgrading and construction of investment properties in the OUC Campus

The Group had undertaken the following renovation/refurbishment works and construction of investment properties in the OUC Campus, on progressive basis, based on its funding capability:–

(i) 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 the Latest Practicable Date, the Company has paid RMB7.51 million of the contract sum and the remaining balance of RMB2.67 million will be paid in instalments in accordance with the agreed terms. The renovation/refurbishment work was completed in FY2023, and the two blocks of dormitories has been rented and occupied by an education institution.

(ii) 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 the Latest Practicable Date, the Company has paid RMB10.44 million of the contract sum and the remaining balance of RMB2.96 million will be paid in instalments in accordance with the agreed terms.

Human resources and remuneration policy

As at 30 June 2023, the Group had a total of 26 full-time employees in the PRC, all of which were located in Langfang City, Hebei Province. The Group's total employee costs were RMB4.92 million for FY2023. The employees' remuneration is determined by reference to the market salary of their respective experience and performance.

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

As required by the social security regulations, the Company 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 Company 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 the FY2023 and there were no outstanding options under the Share Option Scheme as at the Latest Practicable Date.

ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION OF 4 VALLEES PTE. LTD. TO THE DIRECTORS OF ORIENTAL UNIVERSITY CITY HOLDINGS (H.K.) LIMITED

Introduction

We report on the historical financial information of 4 Vallees Pte. Ltd. (the "**Target Company**") set out on pages II-3 to II-28, which comprises the statements of financial position of the Target Company as at 30 June 2021, 2022 and 2023 and the income statements and statements of comprehensive income, the statements of changes in equity and the cash flow statements, for each of the years ended 30 June 2021, 2022 and 2023 (the "**Track Record Period**"), and a summary of significant accounting policies and other explanatory information (together, the "**Historical Financial Information**"). The Historical Financial Information set out on pages II-3 to II-28 forms an integral part of this report, which has been prepared for inclusion in the circular of Oriental University City Holdings (H.K.) Limited (the "**Company**") dated 27 December 2023 (the "**Circular**") in connection with the proposed acquisition of the 75.39% equity interest in the Target Company by the Company.

Directors' responsibility for Historical Financial Information

The directors of the Company are responsible for the preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 2 to the Historical Financial Information, and for such internal control as the directors determine is necessary to enable the preparation of Historical Financial Information that is free from material misstatement, whether due to fraud or error.

The financial statements of the Target Company for the Track Record Period ("**Underlying Financial Statements**"), on which the Historical Financial Information is based, were prepared by the directors of the Target Company based on the previously issued financial statements of the Target Company for the Track Record Period. The directors of the Target Company are responsible for the preparation of the financial statements of the Target Company that gives a true and fair view in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board, and for such internal control as the directors of the Target Company determine is necessary to enable the preparation of the Target Company's financial statements that are free from material misstatement, whether due to fraud or error.

Reporting accountants' responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 "Accountants' Reports on Historical Financial Information in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants. This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgment, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of Historical Financial Information that give a true and fair view in accordance with the basis of preparation and presentation set out in Note 2 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical 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, the Historical Financial Information gives, for the purpose of the accountants' report, a true and fair view of the Target Company's financial position as at 30 June 2021, 2022 and 2023 and of the Target Company's financial performance and cash flows for the Track Record Period in accordance with the basis of preparation and presentation set out in Note 2 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements have been made.

UHY Prime HK CPA Limited
Certified Public Accountants
Tsang Yau Chung, Auditor
Practising Certificate Number P07124

Hong Kong,
27 December 2023

HISTORICAL FINANCIAL INFORMATION

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The Previously Issued Financial Statements of the Target Company, on which the Historical Financial Information in this report is based, were audited by BDO LLP in accordance with Singapore Standards on Auditing.

STATEMENTS OF FINANCIAL POSITION

(Expressed in Swiss Franc)

		As at 30 June		
		2021	**2022**	**2023**
	Note	**CHF**	**CHF**	**CHF**
Non-current assets				
Investment properties	4	33,123,213	34,372,000	34,320,000
Other receivables	5	200,000	200,000	200,000
Restricted bank balance	6	1,000,000	999,873	999,801
		34,323,213	35,571,873	35,519,801
Current assets				
Trade and other receivables	5	6,502,434	5,888,732	228,464
Cash and bank balances	6	4,691	8,690	8,045
		6,507,125	5,897,422	236,509
Current liabilities				
Trade and other payables	7	465,946	467,017	10,871,688
Income tax payable		468,654	337,381	412,300
Borrowings	8	720,000	720,000	720,000
		1,654,600	1,524,398	12,003,988
Net current assets/(liabilities)		4,852,525	4,373,024	(11,767,479)
Total assets less current liabilities		39,175,738	39,944,897	23,752,322
Non-current liabilities				
Borrowings	8	8,180,000	7,820,000	7,460,000
Deferred tax liabilities	9	1,373,208	1,373,208	1,453,627
		9,553,208	9,193,208	8,913,627
Net assets		29,622,530	30,751,689	14,838,695
Capital and reserves				
Share capital	10	24,028,316	24,028,316	8,111,976
Accumulated profits		5,594,214	6,723,373	6,726,719
Total equity		29,622,530	30,751,689	14,838,695

The accompanying notes form part of the Historical Financial Information.

INCOME STATEMENTS AND STATEMENTS OF COMPREHENSIVE INCOME

(Expressed in Swiss Franc)

		Year ended 30 June		
	Note	2021 CHF	2022 CHF	2023 CHF
Revenue	11	581,696	697,998	708,469
Fair value gain/(loss) on investment properties	4	223,213	1,248,787	(52,000)
Other income	12	13,375	38,411	766,599
Employee benefit expenses		(194,599)	(242,545)	(210,412)
Finance costs	13	(138,771)	(133,169)	(193,905)
Other operating expenses		(157,176)	(370,861)	(797,226)
Profit before income tax	14	327,738	1,238,621	221,525
Income tax expense	15	(174,727)	(109,462)	(218,179)
Net profit, representing total comprehensive income for the financial year		153,011	1,129,159	3,346

The accompanying notes form part of the Historical Financial Information.

STATEMENTS OF CHANGES IN EQUITY

(Expressed in Swiss Franc)

	Share capital CHF	Accumulated profits CHF	Total CHF
Balance at 1 July 2020	24,028,316	5,441,203	29,469,519
Profit and total comprehensive income for the year	–	153,011	153,011
Balance at 30 June 2021	24,028,316	5,594,214	29,622,530
Profit and total comprehensive income for the year	–	1,129,159	1,129,159
Balance at 30 June 2022	24,028,316	6,723,373	30,751,689
Profit and total comprehensive income for the year	–	3,346	3,346
Share capital reduction *(Note 10)*	(15,916,340)	–	(15,916,340)
Balance at 30 June 2023	8,111,976	6,726,719	14,838,695

The accompanying notes form part of the Historical Financial Information.

STATEMENTS OF CASH FLOWS
(Expressed in Swiss Franc)

	Note	Year ended 30 June 2021 CHF	2022 CHF	2023 CHF
Operating activities				
Profit before income tax		327,738	1,238,621	221,525
Adjustments for:				
Fair value (gain)/loss on investment properties	4	(223,213)	(1,248,787)	52,000
Interest expenses	13	138,771	133,169	193,905
Loss allowance for other receivables	5	–	108,564	100
Operating cash flows before working capital changes		243,296	231,567	467,530
Decrease/(increase) in trade and other receivables		472,099	(244,778)	299,979
Increase/(decrease) in trade and other payables		5,301	996	(116,398)
Income tax paid		(98,880)	(240,735)	(143,260)
Net cash generated from/(used in) operating activities		621,816	(252,950)	507,851
Investing activities				
(Advances to)/repayment from ultimate holding company	16	(590,405)	715,816	277,107
Repayment from/(advances to) related companies		100,051	34,100	(231,770)
Net cash (used in)/generated from investing activities		(490,354)	749,916	45,337
Financing activities				
Repayment from related companies		12,000	75	–
Repayment of bank borrowings		–	(360,000)	(360,000)
Decrease in restricted bank balances		–	127	72
Interest paid	13	(138,771)	(133,169)	(193,905)
Net cash used in financing activities		(126,771)	(492,967)	(553,833)
Net increase/(decrease) in cash and cash equivalents		4,691	3,999	(645)
Cash and cash equivalents at beginning of financial year		–	4,691	8,690
Cash and cash equivalents at end of financial year	6	4,691	8,690	8,045

The accompanying notes form part of the Historical Financial Information.

NOTES TO THE HISTORICAL FINANCIAL INFORMATION

(Expressed in Swiss Franc unless otherwise indicated)

1. General information

4 Vallees Pte. Ltd. (the "**Target Company**") was incorporated in the Republic of Singapore ("**Singapore**") on 2 July 2014 with limited liability. The address of its registered office is 111 Somerset Road, #15-22, 111 Somerset, Singapore 238164. The principal business activities of the Target Company are investment holding, renting, leasing and managing of hotel properties in Switzerland.

The Target Company's immediate and ultimate holding company was Raffles Education Limited ("**RE**", formerly known as Raffles Education Corporation Limited), a company incorporated in Singapore whose shares are listed on Singapore Exchange Securities Trading Limited, which is also the controlling shareholder of Oriental University City Holdings (H.K.) Limited (the "**Company**" or the "**Purchaser**") holding 75% of the entire issued share capital of the Company as at 30 June 2023.

The Historical Financial Information is presented in the currency of Swiss Franc ("**CHF**") which is also the functional currency of the Target Company.

Pursuant to the equity transfer agreement (the "**Acquisition Agreement**") dated 4 July 2023, the Company, who owns 24.61% of the Target Company, has conditionally agreed to acquire, and RE has conditionally agreed to sell, the remaining 75.39% of the issued share capital of the Target Company, subject to the terms and conditions in the Acquisition Agreement.

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of the Historical Financial Information of the Target Company are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

The Historical Financial Information has been prepared in accordance with all applicable International Financial Reporting Standards ("**IFRSs**") which comprise all standards and interpretations approved by the International Accounting Standards Board ("**IASB**"), under the historical cost convention, except as disclosed in the accounting policies below.

The IASB has issued a number of new and revised IFRSs. For the purpose of preparing this Historical Financial Information, the Target Company has consistently adopted all appliable new and revised IFRSs that are effective during the Track Record Period, except for any new standards or interpretations that are not yet effective for the Track Record Period. The revised and new accounting standards and interpretations issued but not yet effective for the Track Record Period are set out in Note 2(b).

The Historical Financial Information also complies with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

As at 30 June 2023, the Target Company had net current liabilities of CHF11,767,479. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The financial statements have been prepared on a going concern basis as RE, the ultimate holding company, has undertaken to provide continuing financial support.

(b) New standards, amendments and interpretations issued but not yet effective

The IASB has issued a number of new standards, amendments and interpretations which are not yet effective for the Track Record Period and have not been adopted in these Historical Financial Information. These developments include the following which may be relevant to the Target Company.

IFRS 17	Insurance Contracts[1]
Amendments to IAS 1	Classification of Liabilities as Current or Non-current[2]
Amendments to IAS 1	Non-current Liabilities with Covenants[2]
Amendments to IAS 1	Disclosure of Accounting Policies[1]
Amendments to IAS 8	Definition of Accounting Estimates[1]
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction[1]
Amendments to IFRS 16	Lease Liability in a Sales and Leaseback[2]
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]

[1] Effective for annual periods beginning on or after 1 January 2023

[2] Effective for annual periods beginning on or after 1 January 2024

[3] Effective for annual periods beginning on or after a date to be determined

The Target Company is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the Historical Financial Information.

(c) Investment properties

Investment properties, which are properties held to earn rentals and/or for capital appreciation, is measured initially at its cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value with any changes therein recognised in statement of profit or loss.

Investment properties are subject to renovations or improvements at regular intervals. The costs of major renovations and improvements are capitalised as additions and the carrying amounts of the replaced components are written off to statement of profit or loss. The costs of maintenance, repairs and minor improvement are charged to statement of profit or loss when incurred.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment and its fair value at the date of reclassification become its cost for accounting purposes.

If an owner-occupied property becomes an investment property, the property is remeasured to fair value. Any revaluation increase arising from the revaluation of such property is credited to the revaluation reserve, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in statement of profit or loss, in which case the increase is credited to statement of profit or loss to the extent of the decrease previously charged. A decrease in carrying amount arising on the revaluation of such property is charged to statement of profit or loss to the extent that it exceeds the balance, if any, held in the revaluation reserve relating to a previous revaluation of that asset.

On disposal of an investment property, the difference between the net disposal proceeds and the carrying amount is recognised in statement of profit or loss.

(d) Impairment of non-financial assets

At the end of each reporting period, the Target Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Target Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

(e) Financial instruments

The Target Company recognises a financial asset or a financial liability in its statement of financial position when, and only when, the Target Company becomes party to the contractual provisions of the instrument.

Financial assets

The Target Company classifies its financial assets into one of the following measurement categories, financial assets at fair value (either through other comprehensive income or through profit or loss); and financial assets at amortised costs, depending on the Target Company's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset. The classification depends on the nature and purpose for which the financial assets were acquired and is determined at the time of initial recognition. The Target Company shall reclassify its affected financial assets when and only when the Target Company changes its business model for managing these financial assets. The Target Company classifies its financial assets at amortised costs.

The Target Company's accounting policy for financial assets at amortised cost is as follows:

Amortised cost

These assets arise principally from the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment. Interest income from these financial assets is included in profit or loss using the effective interest rate method.

Impairment provisions for financial assets at amortised cost are recognised based on a forward-looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether at each reporting date, there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

The Target Company's financial assets measured at amortised cost comprise trade and other receivables and cash and bank balances in the statement of financial position.

Derecognition of financial assets

The Target Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Target Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Target Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs. The Target Company classifies ordinary shares as equity instruments.

Financial liabilities

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables (excluding rental received in advance) and borrowings are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method. The related interest expense is recognised in profit or loss.

Derecognition of financial liabilities

The Target Company derecognises financial liabilities when, and only when, the Target Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount and the consideration paid is recognised in profit or loss.

(f) Cash and bank balances

Cash and bank balances comprise cash at bank which is subject to insignificant risk of change in value. For the purposes of the statement of cash flows, cash and cash equivalents excludes any restricted bank balance.

(g) Operating leases

Lessor

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

(h) Revenue recognition

Revenue is recognised when a performance obligation is satisfied. Revenue is measured based on consideration of which the Target Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (i.e. sales related taxes). The consideration promised in the contracts which customers may include fixed amounts, variable amounts or both.

Rental income received or receivable from investment properties is recognised on a straight-line basis over the term of the relevant operating lease.

(i) Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Government grants related to asset are deducted against the carrying amount of the asset.

Government grants related to expenses are accounted for in the year where the related costs it intends to compensate is incurred and recognised in the profit or loss. Such government grants are presented under "Other income".

(j) Employee benefits

Defined contribution plans

Payments to defined contribution plans are charged as an expense in the period in which the related service is performed. Defined contribution plans are post-employment benefit plans under which the Target Company pays fixed contributions into state-managed retirement benefit schemes, such as the Singapore Central Provident Fund, and has no legal and constructive obligation to pay further once the payments are made.

(k) Finance costs

Finance costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

(l) ***Taxes***

Income tax expense comprise current tax expense and deferred tax expense.

Current income tax

Current income tax expense is the amount of income tax payable in respect of the taxable profit for a period. Current income tax liabilities for the current and prior periods shall be measured at the amount expected to be paid to the taxation authorities, using the tax rates and tax laws in the countries where the Target Company operates, that have been enacted or substantively enacted by the end of the reporting period.

Current income tax expenses are recognised in profit or loss.

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amounts of assets and liabilities in the Historical Financial Information and the corresponding tax bases of assets and liabilities.

Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax assets to be utilised.

Deferred tax assets and liabilities are measured using the tax rates expected to apply for the period when the asset is realised or the liability is settled, based on tax rate and tax law that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Target Company expects to recover or settle its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Target Company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax expenses are recognised in profit or loss.

Sales tax

Revenue, expenses and assets are recognised net of the amount of sales tax except:

- when the sales taxation that is incurred on purchase of assets or services is not recoverable from the taxation authorities, in which case the sales tax is recognised as part of cost of acquisition of the asset or as part of the expense item as applicable; and

- receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

(m) Foreign currency transactions and translation

In preparing the Historical Financial Information, transactions in currencies other than the Target Company's functional currency are recorded at the rates of exchange prevailing on the dates of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing as of the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the period.

3. Critical accounting estimates and judgments

The preparation of the Historical Financial Information in conformity with IFRSs requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgments made by management in the application of IFRSs that have significant effect on the Historical Financial Information and major sources of estimation uncertainty are discussed below:

(a) Valuation of investment properties

The Target Company's accounting policy relating to investment properties are described in Note 2(c) to the Historical Financial Information. In applying this policy, judgment made in the context of valuation of investment properties can materially impact the financial position and performance. Accordingly, the Target Company engaged independent valuation specialists who used recognised valuation techniques, subjective assumptions and estimations such as future cash flows from these assets to determine the fair value of the investment properties. These estimates are based on local market conditions existing at the reporting date. In arriving at its estimates of market value, the independent specialists used its market knowledge and professional judgment. The carrying amount of investment properties as at 30 June 2023 was CHF34,320,000 (2022: CHF34,372,000; 2021: CHF33,123,213).

(b) Expected credit loss allowance for other receivables due from related parties

The Target Company is required to assess and recognise a loss allowance for expected credit losses on other receivables due from related parties in accordance with three-stage impairment model. Management has made the assessment based on whether there has been a significant increase in the credit risk of each receivable due from related party since its initial recognition. Subsequently, determine the amount of allowance to be recognised either based on 12-month expected credit loss or lifetime expected credit loss as well as the amount of interest income, if any, to be recognised in future periods.

Management's assessment includes judgment reflecting all relevant evidence including the related parties' financial performance, cash position as well as any breach of external financial covenant. The Target Company continues to monitor the financial performance and financial position of each related party in order to ensure that 12-month expected credit loss continues to be appropriate.

As at 30 June 2023, management determined there is a CHF108,664 (2022: CHF108,564; 2021: nil) of expected credit loss allowance recognised for other receivables due from related parties. Further information is disclosed in Note 18(a) to the Historical Financial Information.

4. Investment properties

	As at 30 June		
	2021	**2022**	**2023**
	CHF	**CHF**	**CHF**
Balance at beginning of financial year	32,900,000	33,123,213	34,372,000
Fair value gain/(loss) recognised in profit or loss	223,213	1,248,787	(52,000)
Balance at end of financial year	33,123,213	34,372,000	34,320,000

The investment properties relate to a hotel and facilities, together with 7 commercial units in Nendaz, Switzerland.

As at 30 June 2023, investment properties with a carrying value of CHF34,320,000 (2022: CHF34,372,000; 2021: CHF33,123,213) have been mortgaged to a bank to secure borrowings (Note 8).

Investment properties are stated at fair value, determined based on professional valuation carried out by independent valuation specialists holding recognised and relevant professional qualifications and recent experience in the locations and categories of the properties being valued.

The valuation is performed using income approach based on capitalisation of net rental income derived from the existing tenancies with due allowances for revisionary income potential of the property or by reference to comparable market transactions. The major inputs into the valuation model are the rental rates and capitalisation rates.

The Target Company categorised fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Target Company can access at the measurement date.
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The fair value of the investment properties is categorised as Level 3 fair value measurements using significant unobservable inputs. There were no transfers between Level 1, 2 and 3 during the years.

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3):

Valuation techniques	**Key unobservable inputs**	**Range**	**Inter-relationship between key unobservable inputs and fair value measurement**
Income approach	Capitalisation rate	4.00% p.a. (2022: 3.90% p.a.) (2021: 2.51% p.a.)	Increase in capitalisation rate would result in lower fair value.
	Monthly rental rate	CHF10.24 – CHF27.07 per sq.m. (2022: CHF11.27 – CHF28.98 per sq.m.) (2021: CHF9.17 – CHF14.50 per sq.m.)	Increase in monthly rental rate would result in higher fair value.

The following amounts are recognised in profit or loss:

	Year ended 30 June		
	2021	**2022**	**2023**
	CHF	**CHF**	**CHF**
Rental income from investment properties:			
– Minimum lease payments receivable	581,696	697,998	708,469
Direct operating expenses (including repairs and maintenance) arising from:			
– Rental generating investment properties	201,456	225,340	396,982

5. Trade and other receivables

	As at 30 June		
	2021	**2022**	**2023**
	CHF	**CHF**	**CHF**
Current			
Trade receivables	–	307,837	8,720
Accrued rental income	55,000	55,000	55,000
Amount due from ultimate holding company *(Note 10)*	6,223,941	5,439,078	–
Amount due from related companies	144,297	116,185	273,408
Unbilled receivables	79,196	79,196	–
	6,502,434	5,997,296	337,128
Less: Loss allowance *(Note 18(a))*	–	(108,564)	(108,664)
	6,502,434	5,888,732	228,464
Non-current other receivables			
Deposits	200,000	200,000	200,000
Financial assets at amortised cost	6,702,434	6,088,732	428,464

The trade and other receivables are unsecured, non-interest bearing and repayable on demand.

The amount due from ultimate holding company is non-trade in nature, unsecured, non-interest bearing and repayable on demand. During the financial year ended 30 June 2023, the amount due from ultimate holding company was fully settled through a share capital reduction (see Note 10).

The amount due from related companies are non-trade in nature, unsecured, non-interest bearing, repayable on demand and expected to be settled in cash.

Amount due from ultimate holding company and related companies are considered low credit risk and are subject to immaterial credit loss. Credit risk for these assets has not increased significantly since their initial recognition.

The carrying amount of these amounts approximate its fair value.

As of the end of the reporting period, the ageing analysis of trade receivables based on invoice date and net of loss allowance is as follows:

	As at 30 June		
	2021	2022	2023
	CHF	CHF	CHF
Within 1 month	–	1,000	8,720
Over 3 months	–	306,837	–
	–	307,837	8,720

Further details on the Target Company's credit policy and credit risk arising from trade receivables are set out in Note 18(a).

The Target Company's trade and other receivables are denominated in the following currencies:

	As at 30 June		
	2021	2022	2023
	CHF	CHF	CHF
Swiss Franc	4,191,641	3,572,318	272,150
Singapore Dollar	2,510,793	2,516,414	–
Euro	–	–	156,314
	6,702,434	6,088,732	428,464

6. Cash and bank balances

	As at 30 June		
	2021	2022	2023
	CHF	CHF	CHF
Current: cash at banks	4,691	8,690	8,045
Non-current: restricted bank balance	1,000,000	999,873	999,801
	1,004,691	1,008,563	1,007,846
Less: restricted bank balance	(1,000,000)	(999,873)	(999,801)
Cash and cash equivalents in the statement of cash flows	4,691	8,690	8,045

Cash and bank balances are denominated in Swiss Franc.

Restricted bank balance amounting to CHF999,801 (2022: CHF999,873; 2021: CHF1,000,000) is pledged to a financial institution as collateral for credit facility granted to the Target Company (Note 8).

7. Trade and other payables

	As at 30 June		
	2021	**2022**	**2023**
	CHF	**CHF**	**CHF**
Rental received in advance	165,000	165,000	166,095
Amount due to ultimate holding company *(Note 10)*	–	–	5,934,245
Amount due to related companies *(Note 10)*	114,916	164,837	4,316,310
Accruals	1,952	866	372,430
Other payables	184,078	136,314	82,608
	465,946	467,017	10,871,688

The movement of rental received in advance is as below:

	As at 30 June		
	2021	**2022**	**2023**
	CHF	**CHF**	**CHF**
Balance at beginning of financial year	165,000	165,000	165,000
Decrease as a result of recognising revenue during the year that was included in the beginning balance	(165,000)	(165,000)	(165,000)
Increase as a result of receiving advance payment	165,000	165,000	166,095
Balance at end of financial year	165,000	165,000	166,095

The Target Company's trade and other payables are denominated in the following currencies:

	As at 30 June		
	2021	**2022**	**2023**
	CHF	**CHF**	**CHF**
Swiss Franc	451,723	299,385	633,134
Singapore Dollar	12,362	24,501	10,109,571
Malaysian Ringgit	–	50,826	107,460
Euro	–	90,488	19,879
Indian Rupee	1,861	1,817	1,644
	465,946	467,017	10,871,688

8. Borrowings

	As at 30 June		
	2021	2022	2023
	CHF	CHF	CHF
Bank borrowings repayable:			
– within one financial year	720,000	720,000	720,000
– more than one financial year	8,180,000	7,820,000	7,460,000
	8,900,000	8,540,000	8,180,000

The Target Company's bank borrowings are secured as follow:

(i) legal mortgage on the Target Company's investment properties with carrying amount of CHF34,320,000 (2022: CHF34,372,000; 2021: CHF33,123,213) (Note 4);

(ii) corporate guarantee from the ultimate holding company;

(iii) all rental income from the Target Company's investment properties; and

(iv) pledged over restricted bank balance (Note 6).

The effective interest rate of the bank borrowings is 1.37% to 3.04% (2022: 1.50% to 1.55%; 2021: 1.50% to 1.55%) per annum during the financial year.

Management estimates that the carrying amount of the Target Company's borrowings approximates its fair value as the current lending rates for similar types of lending arrangements are not materially different from the rate obtained by the Target Company.

The bank borrowings are denominated in Swiss Franc.

9. Deferred tax liabilities

The movement for the financial year in deferred tax liabilities is as follows:

	Year ended 30 June		
	2021	2022	2023
	CHF	CHF	CHF
Balance at beginning of financial year	1,373,208	1,373,208	1,373,208
Movement during the year	–	–	80,419
Balance at end of financial year	1,373,208	1,373,208	1,453,627
Attributable to:			
Fair value adjustment on investment properties	1,373,208	1,373,208	1,453,627

10. Share capital

	Number of ordinary shares	CHF
Balance at 1 July 2020, 30 June 2021 and 30 June 2022	33,206,894	24,028,316
Share capital reduction during the year ended 30 June 2023	(21,690,591)	(15,916,340)
Balance at 30 June 2023	11,516,303	8,111,976

The ordinary shares carry no right to any fixed income. All ordinary shares have no par value and carry one vote per share without restriction.

On 21 November 2022, the Target Company passed a special resolution in an extraordinary general meeting to return an aggregate of Singapore Dollar 22,603,440 (CHF15,916,340), comprising of 21,690,591 of ordinary shares, from its paid-up share capital of Singapore Dollar 34,119,743 (CHF24,028,316), comprising of 33,206,894 shares, to the shareholders of the Target Company as excess capital by way of a share capital reduction pursuant to Sections 78A and 78B of the Singapore Companies Act 1967. As at the financial year ended 30 June 2023, the share capital reduction was offset against receivables from ultimate holding company (see Note 5) and the remaining amount was recorded as payables to ultimate holding company and a related company (see Note 7).

11. Revenue

	Year ended 30 June		
	2021	2022	2023
	CHF	CHF	CHF
Rental income	581,696	697,998	708,469

12. Other income

	Year ended 30 June		
	2021	2022	2023
	CHF	CHF	CHF
Foreign exchange gain	13,375	19,193	754,376
Government grant			
– Job Growth Incentive	–	19,218	12,223
	13,375	38,411	766,599

13. Finance costs

	Year ended 30 June		
	2021	2022	2023
	CHF	CHF	CHF
Interest expenses on bank borrowings	138,771	133,169	193,905

14. Profit before income tax

In addition to the charges disclosed elsewhere in the Historical Financial Information, the above includes the following charges:

	Year ended 30 June		
	2021	**2022**	**2023**
	CHF	**CHF**	**CHF**
Auditors' remuneration	5,447	5,447	5,447
Property management fee	62,685	42,961	170,060
Fines, compensation and penalties	4,904	8,464	293,818
Professional fee	39,219	126,457	125,823

15. Income tax expense

	Year ended 30 June		
	2021	**2022**	**2023**
	CHF	**CHF**	**CHF**
Income tax			
– Current financial year (representing total income tax expense recognised in profit or loss)	174,727	109,462	137,760
Deferred tax			
– Underprovision in prior year	–	–	80,419
Total income tax expense	174,727	109,462	218,179

Domestic income tax of the Target Company is calculated at 17% (2022: 17%; 2021: 17%) of the estimated assessable profit for the financial year. The income tax expense varied from the amount of income tax expense determined by applying the Singapore income tax rate of 17% (2022: 17%; 2021: 17%) to profit before income tax as a result of the following differences:

	Year ended 30 June		
	2021	**2022**	**2023**
	CHF	**CHF**	**CHF**
Profit before income tax	327,738	1,238,621	221,525
Income tax calculated at statutory income tax rate of 17% (2022: 17%; 2021: 17%)	55,715	210,566	37,659
Effect of non-taxable income	(40,308)	(215,557)	(119,403)
Effect of non-deductible expenses	–	–	62,401
Effect of different tax rates of overseas operations	159,320	114,453	157,103
Underprovision of deferred tax expense in prior year	–	–	80,419
Total income tax expense recognised in profit or loss	174,727	109,462	218,179

16. Significant related party transactions

Many of the Target Company's transactions and arrangements are with related parties and the effect of these on the basis determined between the parties is reflected in these Historical Financial Information. The balances are unsecured, non-interest bearing and repayable on demand unless otherwise stated.

During the financial years, in addition to those disclosed elsewhere in these Historical Financial Information, the Target Company entered into the following transactions with related parties at agreed rates and terms:

	Year ended 30 June		
	2021	**2022**	**2023**
	CHF	**CHF**	**CHF**
With ultimate holding company			
(Advances to)/repayment from ultimate holding company	(590,405)	715,816	277,107
Recharges from ultimate holding company	–	67,200	67,200
Director's salary recharged	125,079	–	–
Payment on behalf by ultimate holding company	108,289	7,469	7,790
With related companies			
Advances from/(to) related companies	112,051	34,175	(231,770)
Recharges from related companies	–	63,010	75,856
Payment on behalf of/(to) related companies	1,389	(5,987)	(17,282)

The Target Company has no employee and is supported by the staff of a related company.

Key management personnel remuneration

Key management personnel of the Target Company comprise the directors. The details of their remunerations are as follows:

	Year ended 30 June		
	2021	**2022**	**2023**
	CHF	**CHF**	**CHF**
Salaries and bonuses	116,805	137,883	148,377
Employer's contribution to defined contribution plan	8,274	11,720	13,453
	125,079	149,603	161,830
Comprised amounts paid to:			
– Director of the Target Company	125,079	149,603	161,830

17. Commitment

Operating lease commitment (the Target Company as lessors)

As at the end of the financial years, future minimum rental receivables under non-cancellable operating leases are as follows:

	As at 30 June		
	2021	**2022**	**2023**
	CHF	**CHF**	**CHF**
Future minimum lease payments receivable:			
– within one financial year	403,992	410,994	251,928
– after one year but within five financial years	553,823	163,835	86,173

The Target Company has leased out investment properties to non-related parties under non-cancellable operating leases. The leases terms are negotiated for an initial term of 2 to 10 years (2022: 3 to 10 years; 2021: 3 to 10 years) and have remaining lease terms of 1 to 2 years (2022: 1 to 2 years; 2021: 1 to 3 years) with options to renew for additional 2 to 5 years.

18. Financial risk management

The Target Company's activities expose it to interest rate risk, foreign currency risk and liquidity risk. The Target Company's overall risk management strategy seeks to minimise adverse effects from the volatility of financial markets on the Target Company's financial performance.

The directors of the Target Company are responsible for setting the objectives and underlying principles of financial risk management for the Target Company. The management then establishes the detailed policies such as authority levels, oversight responsibilities, risk identification and measurement, and exposure limits, in accordance with the objectives and underlying principles approved by the directors of the Target Company.

There has been no change to the Target Company's exposure to these financial risks or the manner in which it manages and measures the risk.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Target Company. The Target Company's major classes of financial assets are trade and other receivables due from ultimate holding company and related companies and cash and bank balances.

Cash and bank balances

Cash and bank balances are placed with reputable banks with high credit ratings and no history of default.

Amount due from ultimate holding company and related companies

The Target Company's significant credit risk exposure arises from the amount receivables from ultimate holding company and related companies amounting to CHF164,744 (2022: CHF5,446,699; 2021: CHF6,368,238). Amount receivables from ultimate holding company and related companies are considered to have low credit risk and subject to immaterial credit loss.

As at 30 June 2023, amount due from a related company amounting to CHF108,664 (2022: CHF108,564; 2021: nil) had lifetime expected credit losses of the full value of the receivables. Loss allowances for these receivables were provided due to the related company's net liabilities and net current liabilities position as at 30 June 2023. The main factors considered in determining the lifetime expected credit losses are that the related company is considered a dormant company with no operating income and does not possess any investments or assets causing a recoverability issue.

Movement in the loss allowance for amount due from related companies are as follows:

	Year ended 30 June		
	2021	**2022**	**2023**
	CHF	**CHF**	**CHF**
At 1 July	–	–	108,564
Loss allowance recognised during the year	–	108,564	100
At 30 June	–	108,564	108,664

Trade and other receivables

There are no other class of financial assets that is past due but not impaired except for trade and other receivables.

Trade and other receivables past due but not impaired are not considered significant and accordingly Target Company's management does not see the need to present the age analysis.

(b) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Target Company's exposure to interest rate risk arises primarily from its borrowings with financial institutions.

The table below shows the sensitivity analysis of interest rate risk showing the effect on profit or loss if interest rate had increased by 100 basis point, with all other variables held constant.

	2021	**2022**	**2023**
	Decrease in profit	**Decrease in profit**	**Decrease in profit**
	CHF	**CHF**	**CHF**
Borrowings	89,000	85,400	81,800

A 100 basis point decrease in interest rates would have an equal but opposite effect.

(c) Foreign currency risk

The Target Company is exposed to currency risk arising from Singapore dollar ("**SGD**"). Exposure to foreign currency risk is monitored on an ongoing basis by the Target Company to ensure that the net exposure is at an acceptable level. The Target Company manages its transactional exposure by a policy of matching its assets and liabilities in each individual currency to a feasible extent.

The carrying amount of the Target Company's foreign currency denominated monetary assets and monetary liabilities at the end of each financial year are as follows:

	Note	**CHF**	**SGD**	**INR**	**MYR**	**EUR**	**Total in CHF equivalent**
2023							
Trade and other receivables		272,150	–	–	–	156,314	428,464
Restricted bank balance	6	999,801	–	–	–	–	999,801
Cash and bank balances	6	1,286	6,759	–	–	–	8,045
Trade and other payables		(633,134)	(10,109,571)	(1,644)	(107,460)	(19,879)	(10,871,688)
Borrowings	8	(8,180,000)	–	–	–	–	(8,180,000)
		(7,539,897)	(10,102,812)	(1,644)	(107,460)	136,435	(17,615,378)
Less: net liabilities denominated in the Target Company's functional currency		7,539,897	–	–	–	–	7,539,897
Currency exposure		–	(10,102,812)	(1,644)	(107,460)	136,435	(10,075,481)
2022							
Trade and other receivables		3,572,318	2,516,414	–	–	–	6,088,732
Restricted bank balance	6	999,873	–	–	–	–	999,873
Cash and bank balances	6	584	8,072	–	–	–	8,656
Trade and other payables		(299,385)	(24,501)	(1,817)	(50,826)	(90,488)	(467,017)
Borrowings	8	(8,540,000)	–	–	–	–	(8,540,000)
		(4,266,610)	2,499,985	(1,817)	(50,826)	(90,488)	(1,909,756)
Less: net liabilities denominated in the Target Company's functional currency		4,266,610	–	–	–	–	4,266,610
Currency exposure		–	2,499,985	(1,817)	(50,826)	(90,488)	2,356,854
2021							
Trade and other receivables		4,191,641	2,510,793	–	–	–	6,702,434
Restricted bank balance	6	1,000,000	–	–	–	–	1,000,000
Cash and bank balances	6	1,208	3,483	–	–	–	4,691
Trade and other payables		(451,723)	(12,362)	(1,861)	–	–	(465,946)
Borrowings	8	(8,900,000)	–	–	–	–	(8,900,000)
		(4,158,874)	2,501,914	(1,861)	–	–	(1,658,821)
Less: net liabilities denominated in the Target Company's functional currency		4,158,874	–	–	–	–	4,158,874
Currency exposure		–	2,501,914	(1,861)	–	–	2,500,053

The following analysis details the sensitivity to a five percentage point increase or decrease in the respective foreign currencies against the Swiss Franc. The analysis assumes that all other variables, in particular interest rates, remain constant and does not take into account associated tax effects and share of non-controlling interests.

If the relevant foreign currency strengthens by five percentage point against the Swiss Franc, the effect to profit or loss will increase/(decrease) by:

	2021 CHF	2022 CHF	2023 CHF
Singapore Dollar	125,096	124,999	(505,141)
Indian Rupee	(93)	(91)	(82)
Malaysian Ringgit	–	(2,541)	(5,373)
Euro	–	(4,524)	6,822

A five percentage point weakening in the foreign currencies would have an equal but opposite effect.

(d) Liquidity risk

Liquidity risk is the risk that the Target Company will not be able to meet its financial obligations as they fall due. The Target Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Target Company's operations and to mitigate the effects of fluctuations in cash flows. The Target Company manages its liquidity risk by ensuring the availability of funding through committed continuing financial and operational support from the ultimate holding company.

Short-term funding refers to credit facilities from banks and financial institutions and financial support from the ultimate holding company.

The table below summarises the maturity profile of the Target Company's financial liabilities at the reporting date based on contractual undiscounted cash flows.

	Within one financial year CHF	More than one financial year CHF	Total CHF
2023			
Borrowings	973,222	7,693,022	8,666,244
2022			
Borrowings	843,632	8,022,280	8,865,912
2021			
Borrowings	725,445	8,644,915	9,370,360

19. Capital management

The Target Company manages its capital to ensure that it will be able to continue as a going concern, while maximizing the return to stakeholders through the optimization of the debt and equity balance.

The capital structure of the Target Company consists of issued capital and accumulated profits as presented on the statement of financial position.

The Target Company manages its overall capital structure by seeking to leverage the advantages and security afforded by a sound capital position while preserving a sustainable level of returns.

The Target Company's overall strategy remains unchanged from 2021. The Target Company is not subject to any externally imposed capital requirements for the financial years ended 30 June 2021, 2022 and 2023.

20. Fair value of financial assets and financial liabilities

The carrying amounts of the financial assets and financial liabilities in the Historical Financial Information approximate their fair values due to the relative short-term maturity of these financial instruments. The fair values of other classes of financial assets and liabilities are disclosed in the respective notes to the Historical Financial Information.

21. Reconciliation of liabilities arising from financing activities

	Borrowings CHF	Total CHF
At 1 July 2020	8,900,000	8,900,000
Changes from financing cash flows:		
– Interest paid	(138,771)	(138,771)
Other changes:		
– Interest expenses	138,771	138,771
At 30 June 2021	8,900,000	8,900,000
Changes from financing cash flows:		
– Repayment of borrowings	(360,000)	(360,000)
– Interest paid	(133,169)	(133,169)
Other changes:		
– Interest expenses	133,169	133,169
At 30 June 2022	8,540,000	8,540,000
Changes from financing cash flows:		
– Repayment of borrowings	(360,000)	(360,000)
– Interest paid	(317,612)	(317,612)
Other changes:		
– Interest expenses	317,612	317,612
At 30 June 2023	8,180,000	8,180,000

22. Segment reporting

No segmental information for the years ended 30 June 2021, 2022 and 2023 is presented as the Target Company's revenue and operating results for the years were generated solely from its investment holding, renting, leasing and managing of hotel properties in Switzerland.

23. Subsequent financial statements

No audited financial statements have been prepared by the Target Company in respect of any period subsequent to 30 June 2023.

Set out below is the management discussion and analysis on 4 Vallees for the Reporting Periods. The following financial information is based on the audited financial information of 4 Vallees as set out in Appendix II to this circular.

BUSINESS REVIEW

4 Vallees is a company incorporated in Singapore with limited liability which principally engaged in investment holding (holding the Property, i.e. the Hotel and the Commercial Units), renting and leasing in Switzerland.

Set out below is the management discussion and analysis of 4 Vallees for the Reporting Periods. The following financial information is based on the Accountants' Report of 4 Vallees as set out in Appendix II to this circular.

FINANCIAL ANALYSIS

1. Revenue

The revenue generated by 4 Vallees in FY2021, FY2022 and FY2023 were approximately CHF581,696, CHF697,998 and CHF708,469, respectively, from rental income. The revenue for FY2022 increased by approximately CHF116,302 (20%) compared to FY2021, and increased by CHF10,471 (1.5%) in FY2023 compared to FY2022. The increases were mainly due to the higher variable rental income received by 4 Vallees for the steady recovery of tourists attendance after relaxation of public healthcare prevention measures against COVID-19 pandemic in 2021 and further uplifting of residual restriction measures in 2022.

2. Other Income, net

Net other income of 4 Vallees mainly represented foreign exchange gain and government grant for job growth incentive. 4 Vallees recorded net other income of approximately CHF13,375, CHF38,411 and CHF766,599 for FY2021, FY2022 and FY2023, respectively. The sharp increase in net other income in FY2023 was mainly due to foreign exchange gain.

Government grant for job growth incentive amounted to nil, CHF19,218 and CHF12,223 for FY2021, FY2022 and FY2023, respectively.

3. Profit after tax

Profit after tax of 4 Vallees for FY2022 increased by approximately CHF976,148, from approximately CHF153,011 for FY2021 to approximately CHF1,129,159 for FY2022; but decreased by approximately CHF1,125,813 in FY2023, from approximately CHF1,129,159 for FY2022 to approximately CHF3,346 for FY2023. The changes were mainly due to the fair value change of investment properties.

4. Liquidity and Financial Resource

(i) As at 30 June 2021, 2022 and 2023, cash and cash equivalents of 4 Vallees amounted to approximately CHF4,691, CHF8,690 and CHF8,045 respectively; and there were restricted bank balances of CHF1,000,000, CHF999,873 and CHF999,801 respectively.

(ii) The maturity profile of the bank borrowings, which are secured by (1) legal mortgages on the Property with carrying amount of CHF33,123,213, CHF34,372,000 and CHF34,320,000 as at 30 June 2021, 2022 and 2023 respectively, (2) corporate guarantee, (3) rental income from the Property, and (4) the aforesaid restricted bank balances, is as follows:

	As at 30 June		
	2021	**2022**	**2023**
	CHF	**CHF**	**CHF**
Bank borrowings repayable:			
– within one financial year	720,000	720,000	720,000
– more than one financial year	8,180,000	7,820,000	7,460,000
	8,900,000	8,540,000	8,180,000

The effective interest rate of the bank borrowings is 1.37% to 3.04% (FY2022: 1.50% to 1.55%; and FY2021: 1.50% and 1.55%) per annum during FY2023.

(iii) As at 30 June 2021, 2022 and 2023, the current liabilities amounted to approximately CHF1,654,600, CHF1,524,398 and CHF12,003,988 respectively.

(iv) As at 30 June 2021, 2022 and 2023, current ratio (defined as total current assets divided by total current liabilities) of 4 Vallees were approximately 3.93 times, 3.87 times and 0.02 times respectively.

(v) The current liabilities increased and the current ratios dropped substantially in FY2023 mainly because of the mergence of amounts due to RE and the Company after share capital reduction on 21 November 2022. Pursuant to the Agreement, RE undertakes to the Company that it shall not require 4 Vallees to repay all or any part of the amounts due to it and its subsidiaries owing by 4 Vallees; and further undertakes that repayment of the said amounts due shall be at the option of 4 Vallees on any date as 4 Vallees thinks appropriate.

4 Vallees monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance 4 Vallees' operations and to mitigate the effects of fluctuations in cash flows.

5. Capital Commitment

4 Vallees had no material capital commitment as at 30 June 2021, 2022 and 2023.

6. Treasury Policy

4 Vallees had no formal treasury policy and did not enter into any form of financial arrangement for hedging for FY2021, FY2022 and FY2023.

7. Foreign Exchange Exposure

4 Vallees is exposed to currency risk arising from Singapore dollar. 4 Vallees manages its transactional exposure by a policy of matching its assets and liabilities in each individual currency to a feasible extent.

The carrying amount of 4 Vallees' foreign currency denominated monetary assets and monetary liabilities at the end of each financial year are as follow:

2023	**CHF**	**SGD**	**INR**	**MYR**	**EUR**	**Total in CHF equivalent**
Trade and other receivables	272,150	–	–	–	156,314	428,464
Restricted bank balance	999,801	–	–	–	–	999,801
Cash and bank balances	1,286	6,759	–	–	–	8,045
Trade and other payables	(633,134)	(10,109,571)	(1,644)	(107,460)	(19,879)	(10,871,688)
Borrowings	(8,180,000)	–	–	–	–	(8,180,000)
	(7,539,897)	(10,102,812)	(1,644)	(107,460)	136,435	(17,615,378)
Less: net liabilities denominated in the Target Company's functional currency	7,539,897	–	–	–	–	7,539,897
Currency Exposure	–	(10,102,812)	(1,644)	(107,460)	136,435	(10,075,481)

2022	**CHF**	**SGD**	**INR**	**MYR**	**EUR**	**Total in CHF equivalent**
Trade and other receivables	3,572,318	2,516,414	–	–	–	6,088,732
Restricted bank balance	999,873	–	–	–	–	999,873
Cash and bank balances	584	8,072	–	–	–	8,656
Trade and other payables	(299,385)	(24,501)	(1,817)	(50,826)	(90,488)	(467,017)
Borrowings	(8,540,000)	–	–	–	–	(8,540,000)
	(4,266,610)	2,499,985	(1,817)	(50,826)	(90,488)	(1,909,756)
Less: net liabilities denominated in 4 Vallees' functional currency	4,266,610	–	–	–	–	4,266,610
Currency Exposure	–	2,499,985	(1,817)	(50,826)	(90,488)	2,356,854

2021	**CHF**	**SGD**	**INR**	**MYR**	**EUR**	**Total in CHF equivalent**
Trade and other receivables	4,191,641	2,510,793	–	–	–	6,702,434
Restricted bank balance	1,000,000	–	–	–	–	1,000,000
Cash and bank balances	1,208	3,483	–	–	–	4,691
Trade and other payables	(451,723)	(12,362)	(1,861)	–	–	(465,946)
Borrowings	(8,900,000)	–	–	–	–	(8,900,000)
	(4,158,874)	2,501,914	(1,861)	–	–	(1,658,821)
Less: net liabilities denominated in 4 Vallees' functional currency	4,158,874	–	–	–	–	4,158,874
Currency Exposure	–	2,501,914	(1,861)	–	–	2,500,053

It is estimated that a five percentage point strengthening in foreign currency against CHF would increase/(decrease) 4 Vallees' profit/(loss) before income tax by approximately CHF125,003, CHF117,843 and CHF503,774 for FY2021, FY2022 and FY2023 respectively. A five percentage point weakening in the foreign currencies against CHF would have an equal but opposite effect. This analysis assumes that all other variables, in particular interest rates remain constant.

8. Employees and Remuneration Policy

4 Vallees has had no employee, but is supported by staff of a related company. 4 Vallees is managed by its directors, who are remunerated based on their qualifications, experience, skills, performances and contributions. Remuneration was also determined with reference to, among others, the market trend.

Remuneration packages comprised salaries, bonuses and defined contribution plans. For FY2021, FY2022 and FY2023, the total employee benefit expenses including director's remuneration amounted to approximately CHF194,599, CHF242,545 and CHF266,337, respectively.

9. Dividend

No dividend was declared for FY2021, FY2022 and FY2023.

10. Contingent Liabilities

As at 30 June 2021, 2022 and 2023, 4 Vallees did not have any significant contingent liabilities.

11. Significant Investment

Save for the Property, 4 Vallees did not hold any investment as at 30 June 2021, 2022 and 2023.

12. Acquisitions and Disposals of Subsidiaries and Affiliated Company

4 Vallees had no acquisitions or disposals of subsidiaries and affiliated companies for FY2021, FY2022 and FY2023.

13. Charge on Assets

Restricted bank balance amounting to CHF1,000,000, CHF999,873 and CHF999,801 was pledged to a financial institution as collateral for credit facility granted to 4 Vallees as at 30 June 2021, 2022 and 2023 respectively.

4 Vallees' bank borrowings were secured by legal mortgage on the Property with carrying amount of CHF33,123,213, CHF34,372,000 and CHF34,320,000 as at 30 June 2021, 2022 and 2023 respectively.

14. Capital Structure

The capital structure of 4 Vallees is comprised of share capital and accumulated profits. On 21 November 2022, 4 Vallees passed a special resolution in an extraordinary general meeting to return an aggregate of SGD 22,603,440 (CHF15,916,340), comprising of 21,690,591 of ordinary shares, from its paid-up share capital of SGD 34,119,743 (CHF24,028,316), comprising of 33,206,894 shares, to the shareholders (i.e. RE and the Company) as excess capital by way of a share capital reduction pursuant to Sections 78A and 78B of the Singapore Companies Act 1967. As at 30 June 2023, the share capital reduction was offset against receivables from ultimate holding company and the remaining amount was recorded as payables to ultimate holding company and a related company.

15. Future Plans for Material Investment or Capital Assets

4 Vallees did not have any future plans for material investments or capital assets as at 30 June 2021, 2022 and 2023.

16. Investment Properties

Changes in investment properties were mainly due to fair value gain and loss recognised in FY2022 and FY2023 respectively. Factors affecting the fair value of the investment properties include changes in interest rates, inflation rates and rental yields and future development within the vicinity, if any.

The information set forth in this appendix does not form part of the accountants' report received from UHY Prime HK CPA Limited, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set forth in Appendix II to this circular, and is included herein for illustrative purposes only.

The Unaudited Pro Forma Financial Information should be read in conjunction with the financial information of the Group set forth in Appendix I and the accountants' report set forth in Appendix II to this circular.

A. UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED GROUP

The following is the unaudited pro forma financial information of the Enlarged Group (the "**Unaudited Pro Forma Financial Information**") following the completion of the Acquisition of the Target Company by the Group. The Unaudited Pro Forma Financial Information comprises the unaudited pro forma consolidated statement of assets and liabilities of the Enlarged Group, which have been prepared to illustrate the effect of the Acquisition on the Group's financial position as at 30 June 2023 as if the Acquisition had taken place and had been completed on 30 June 2023. Details of the Acquisition are set out in the section headed "Letter from the Board" contained in this circular.

The Unaudited Pro Forma Financial Information has been prepared by the directors of the Company 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 effects of the Acquisition on the Group for inclusion in this circular only. The Unaudited Pro Forma Financial Information was prepared based on a number of assumptions, estimates and uncertainties and because of its hypothetical nature, it may not give a true picture of the financial position of the Enlarged Group had the Acquisition been completed as at 30 June 2023 or any future date.

The Unaudited Pro Forma Financial Information has been prepared using accounting policies materially consistent with that of the Group and based on the consolidated statement of financial position of the Group as at 30 June 2023 as extracted from the Group's consolidated financial statements as set out in the published annual report of the Company for the year ended 30 June 2023 as mentioned in the "Financial Information of the Group" in Appendix I to this circular respectively after making certain pro forma adjustments as described below. A narrative description of the pro forma adjustments of the Acquisition that are (i) directly attributable to the Acquisition concerned and not relating to future events or decisions; and (ii) factually supportable, is summarised in the notes below.

The Unaudited Pro Forma Financial Information should be read in conjunction with the financial information of the Group set out in the Company's annual report for the year ended 30 June 2023, and other financial information included elsewhere in this circular.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES OF THE ENLARGED GROUP

	The Group as at 30 June 2023						The Enlarged Group as at 30 June 2023
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
	Note 1	*Note 2*	*Note 3*	*Note 4*	*Note 5*	*Note 6*	
Non-current assets							
Property, plant and equipment	4,707						4,707
Investment properties	1,458,878		276,736				1,735,614
Interests in associates	46,643	(29,446)					17,197
Restricted cash	–		8,062				8,062
Other receivables	–		1,613				1,613
Prepayments	72,336						72,336
Total non-current assets	1,582,564						1,839,529
Current assets							
Trade and other receivables	12,004		1,842				13,846
Amount due from an associate	33,406					(33,406)	–
Tax recoverable	31						31
Cash and cash equivalents	63,752		65	(90,204)	(1,017)		(27,404)
Total current assets	109,193						(13,527)
Current liabilities							
Trade and other payables and accruals	12,335		87,663			(33,406)	66,592
Advances from customers	6,054						6,054
Bank borrowings, secured	68,323		5,806				74,129
Current tax liabilities	2,314		3,325				5,639
Total current liabilities	89,026						152,414
Net current assets/(liabilities)	20,167						(165,941)
Total assets less current liabilities	1,602,731						1,673,588

	The Group as at 30 June 2023						The Enlarged Group as at 30 June 2023
	RMB'000	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*	*RMB'000*
	Note 1	*Note 2*	*Note 3*	*Note 4*	*Note 5*	*Note 6*	
Non-current liabilities							
Bank borrowings, secured	193,142		60,153				253,295
Deferred tax liabilities	176,143		11,721				187,864
Total non-current liabilities	369,285						441,159
NET ASSETS	1,233,446						1,232,429

Notes to the Unaudited Pro Forma Financial Information

1. The amounts are extracted from the consolidated statement of financial position of the Group as at 30 June 2023 as set out in the annual report of the Company for the year ended 30 June 2023.

2. The amount represents the 24.61% shareholding interest in the Target Company recognised by the Company prior to the Acquisition.

3. Upon completion of the Acquisition, the Target Company will be a wholly-owned subsidiary of the Company and the identifiable assets and liabilities of the Target Company will be accounted for in the consolidated financial statements of the Enlarged Group at the fair values under acquisition accounting in accordance with Hong Kong Financial Reporting Standard 3 Business Combinations ("**HKFRS 3**") issued by the Hong Kong Institute of Certified Public Accountants. The amounts are translated from those extracted from the Accountants' Report on the Target Company as set out in Appendix II to this circular.

4. The adjustment represents the cash consideration of CHF11,186,892 (equivalent to approximately RMB90,204,387) estimated by the Directors based on the audited financial statements of the Target Company as at 30 June 2023 following the terms agreed under the sales and purchase agreement dated 4 July 2023 in relation to the Acquisition. The Directors expect the bank deficit will be settled by the refund of prepayments expected to be received and additional bank facilities to be obtained subsequent to the year ended 30 June 2023.

5. For the purpose of the Unaudited Pro Forma Financial Information, the transaction costs, such as professional services fees, that are directly attributable to the Acquisition, are estimated by the Directors to be RMB1,017,379 and are settled by cash as if the Acquisition had been completed on 30 June 2023.

6. The adjustment represents the elimination of intragroup balances between the Target Company and the Group.

7. For the purposes of this Unaudited Pro Forma Financial Information, amounts in Swiss Franc ("**CHF**") and Hong Kong Dollar ("**HKD**") are translated into Renminbi ("**RMB**") using an exchange rate of CHF1.00 to RMB8.0634 and HKD1.00 to RMB0.9245. No representation is made that CHF or HKD denominated amounts have been, could have been or could be converted to RMB, or vice versa, at the rates applied or at any other rates or at all.

8. No adjustment has been made to reflect any trading results or other transactions of the Group and the Target Company entered into subsequent to 30 June 2023.

B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

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

INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION

TO THE DIRECTORS OF ORIENTAL UNIVERSITY CITY HOLDINGS (H.K.) LIMITED

We have completed our assurance engagement to report on the compilation of 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 pro forma financial information consists of the unaudited pro forma consolidated statement of assets and liabilities as at 30 June 2023 and related notes as set out in Part A of Appendix IV to the circular dated 27 December 2023 (the "**Circular**") issued by the Company. The applicable criteria on the basis of which the Directors have compiled the pro forma financial information are described in Part A of Appendix IV to the Circular.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed acquisition of the 75.39% equity interest in 4 Vallees Pte. Ltd. (the "**Proposed Acquisition**") on the Group's assets and liabilities as at 30 June 2023 as if the Proposed Acquisition had taken place at 30 June 2023. As part of this process, information about the Group's financial position as at 30 June 2023 has been extracted by the Directors from the annual report of the Group for the period ended 30 June 2023, on which an audit report has been published.

Directors' responsibilities for the pro forma financial information

The Directors are responsible for compiling the pro forma financial information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM 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.

The 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 Rules, on the 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 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 pro forma financial information in accordance with paragraph 7.31 of the GEM Rules, and with reference to AG 7 issued by the HKICPA.

For purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the 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 pro forma financial information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on the unadjusted financial information of the Group 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 event or transaction at 30 June 2023 would have been as presented.

A reasonable assurance engagement to report on whether the 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 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 pro forma adjustments give appropriate effect to those criteria; and
- the pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

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

The engagement also involves evaluating the overall presentation of the 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 pro forma financial information has been properly compiled 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 pro forma financial information as disclosed pursuant to paragraph 7.31(1) of the GEM Rules.

UHY Prime HK CPA Limited
Certified Public Accountants
Tsang Yau Chung, Auditor
Practising Certificate Number P07124

Hong Kong, 27 December, 2023

The following is the text of a letter and valuation particulars, which together form a valuation report prepared for the purpose of the incorporation in this circular, received from Colliers International (Hong Kong) Limited, an independent valuer, in connection with its valuation as at 12 December 2023 of the property interests of Oriental University City Holdings (H.K.) Limited and its subsidiaries.

Colliers International (Hong Kong) Limited
Company Licence No: C-006052

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18 Harbour Road Wanchai Hong Kong
+852 2828 9888
colliers.com

27 December 2023

The Board of Directors
Oriental University City Holdings (H.K.) Limited
31st Floor
148 Electric Road
North Point
Hong Kong

Dear Sir/Madam,

Re: Valuation of Hotel 4 Vallée, Chemin des Cibles 17, Haute-Nendaz/VS, Switzerland ("the Property")

INSTRUCTIONS, PURPOSES AND VALUATION DATE

In accordance with the instructions for us to value the Property in which Oriental University City Holdings (H.K.) Limited (the "**Company**") and its subsidiaries (hereinafter together referred to as the "**Group**") have interests in Switzerland, we confirm that we have based on Edouard Clerc's, physical inspections, we have made relevant enquiries and searches, and have obtained such further information as we consider necessary for providing you with our opinion of the Market Value of the Property in its existing state, as at 12 December 2023 (the "**Valuation Date**") for circular purposes. The Property is classified as property held for investment purposes.

BASIS OF VALUATION

Our valuation is based on Market Value which 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.

Market Value is defined as the value of an asset or liability estimated without regard to costs of sale or purchase (or transaction) and without offset for any associated taxes or potential taxes.

This estimate specifically excludes an estimated price inflated or deflated by special considerations or concessions granted by anyone associated with the sale, or any element of special value.

VALUATION STANDARDS

The valuation has been carried out in accordance with the prevailing Hong Kong Institute of Surveyors' (HKIS) Valuation Standards published by the Hong Kong Institute of Surveyors and the Royal Institution of Chartered Surveyors' (RICS) Valuation – Global Standards, both incorporating the International Valuation Standards published by the International Valuation Standards Council (IVSC). We have complied with the requirements set out in Chapter 8 of the GEM Listing Rules governing the Listing of Securities on the Stock Exchange of the Hong Kong Limited.

VALUATION METHODOLOGY

We have adopted the Income Approach – Discounted Cash Flow Method to assess the Market Value of the Property, and have benchmarked with hotel asking prices and transactions. Such hotel asking prices and transactions were provided by KPMG who was engaged by the Group.

The Income Approach provides an indication of value by converting future cash flows to a single current capital value. This Discounted Cash Flow Method involves projecting a series of periodic cash flows for an income-generating property. To this projected cash flow series, an appropriate discount rate is applied to indicate the present value of the rental income stream associated with the property.

As the Property is held for long-term investment, we have undertaken the DCF Method on an annual basis over a ten-year investment horizon which is a common market practice and a reasonable investment holding period for the Property based on the prevailing property market. This ten-year analysis allows the stabilisation of income over such a period and an investor or owner to assess the long-term return of the Property taking into account capital growth.

In the case of our valuation of the Property, the annual cash flows of the Property are typically estimated as their gross income less expenses and other outgoings. The annual gross income over the ten-year period mainly included rental income generated from hotel portion and retail portion. The series of periodic net cash flow, along with an estimate of the reversionary or terminal value anticipated at the end of the projection period, is then discounted by a discount rate, being a cost of capital or a rate of return used to convert a monetary sum, payable or receivable in the future, into present value.

We have assumed that the Property are sold at the commencement of the eleventh year of the cash flow. This is a common market practice to derive the capital value at the end of the investment period, and the net cash flow in the eleventh year has been capitalised by a terminal capitalisation rate to derive the capital value, which is discounted by the discount rate into present value, at the end of the tenth year.

SOURCES OF INFORMATION

We have relied to a considerable extent on the information provided by the Group on such matters as tenure, floor areas, building plans and all other relevant matters. Dimensions, measurements and areas included in the valuation are based on information contained in the documents provided to us and are, therefore, only approximations.

We have also been advised by the Group that no material factors or information have been omitted or withheld from the information supplied and we consider that we have been provided with sufficient information to reach an informed view. We believe that the assumptions used in preparing our valuation are reasonable.

TITLE INVESTIGATIONS

We have been provided by the Group with the details of the title documents relating to the Property. However, we have not searched the original documents to verify ownership or to ascertain the existence of any amendments that may not appear on the copies provided to us.

SITE MEASUREMENT

We have not carried out detailed site measurements to verify the correctness of the site/floor areas in respect of the Property but have assumed that the site/floor areas shown on the documents and official site/floor plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations.

SITE INSPECTION

Edouard Clerc has inspected the exterior and, where possible, the Property on 25 June 2023. He is licensed real estate professional and SVIT member in Switzerland.

We have not carried out investigations to determine the suitability of the ground conditions and the services for any future development of the Property. Our valuations have been prepared on the assumption that these aspects are satisfactory. We are not, however, able to report whether the Property is free of rot, infestation or any other structural defects. No tests were carried out on any of the services.

VALUATION ASSUMPTIONS

Our valuation has been made on the assumption that the seller disposes of the Property on the open market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the value of the Property.

No allowance has been made for any charges, mortgages or amounts owing on the Property or for any expenses or taxations which may be incurred in effecting a sale.

In valuing the property interests held in Switzerland, we have made the following assumptions:

- We have assumed that the Property is free from and clear of any and all charges, liens and encumbrances of an onerous nature likely to affect value.
- We have assumed that any land premium or other fees payable for the acquisition, transfer, sale, letting or mortgage of the Property have been fully paid and settled.
- We have assumed proper titles have been obtained, and the Property and the interests valued therein can be freely transferred, mortgaged and let in the market.
- We are not aware of any easements or rights of way affecting the Property and have assumed that none exist.
- We have assumed that all information, estimates and opinions furnished to us and contained in this report including all information provided by the Group, are true and correct, fit for valuation purposes, and from reliable sources.
- We have assumed that the Property is free from any contamination and environmental problems or hazards.
- We have assumed that all required licences and permissions for the operation of the Property have been issued, and are capable of renewal without undue problem.

THE VALUER

The Property has been valued by Stella Ho, Executive Director of Valuation and Advisory Services. Stella has sufficient experience to carry out valuations of this size and nature.

Neither the valuer nor Colliers International (Hong Kong) Limited are aware of any pecuniary interest or other conflict of interest that could affect their ability to give an unbiased and objective opinion of the value of the Property.

CURRENCY

All monetary figures stated in this report for the Property are in Swiss Franc (CHF).

Our valuation of the Property set out in the valuation particulars attached hereto, together with this covering letter, form our valuation report.

Yours faithfully,
For and on behalf of
Colliers International (Hong Kong) Limited

Stella Ho
BSSc (Hons) MSc MRICS MHKIS RPS(GP)
Executive Director
Valuation and Advisory Service

Note: Stella is a Member of the Royal Institution of Chartered Surveyors (Membership No. 1178305), a Member of the Hong Kong Institute of Surveyors (Membership No. 3626) and a Registered Professional Surveyor (General Practice) under the Surveyors Registration Ordinance (Cap. 417) in Hong Kong Special Administrative Region, with over 20 years' experience in the real estate industry. Stella's work experience extends across the Asia Pacific region, with a particular focus on Hong Kong, Macau and the PRC. She has also worked on projects in the UK, Switzerland, Myanmar, Philippines, Indonesia, Malaysia, and Thailand, specialising in mixed-use, retail, and hospitality developments. Stella had conducted and prepared valuation reports of the Property in October 2017 and recently in June 2023. The valuation report in October 2017, was included in a circular by the Company.

VALUATION PARTICULARS

Property Interests which the Company is considering acquiring:

The Property	Description and Tenure	Particulars of Occupancy	Market Value as at 12 December 2023
Hotel 4 Vallée, Chemin des Cibles 17, Haute-Nendaz/VS, Switzerland	The Property is of freehold interests which comprises a hotel complex with built-in parking lot, shops and facilities. It was completed in about 2013. The Property is built on a land parcel that has a total area of approximately 5,910 sq.m. The hotel is a 4-star superior hotel which consists of 4 floors and underground sections. It offers 62 rooms between 29 and 70 sq.m. Among them, 7 rooms of 35 sq.m feature a mezzanine and balcony, while 2 suites of 70 sq.m offer a fireplace, private sauna, and balcony. The hotel also consists of two restaurants, a spa of 2,200 sq.m, shops and conference rooms. 20 indoor parking lots and 27 outdoor parking lots are provided. A communal glacier cable and cableway station is situated next to the hotel complex.	As per the information provided by the Group, the Property is let to various tenants. The hotel portion is let to BOAS Management SA for a term of 10 years until 19 December 2023, and shall be renewed for five years. The rent is divided into a fixed annual part of CHF330,000 and into a variable part of 6% of VAT exclusive turnover generated by the hotel's activity, 3% of the VAT exclusive turnover generated by the "Wellness" centre and 1% of the VAT exclusive turnover generated by the restaurant, bar and conference rooms. Various commercial units of a total 466 sq.m. is let to Premier Alpine Center SA, Fontannaz Immobilier SA and Associate Nendaz Freeride at a monthly rent of CHF8,085. The remaining commercial units are vacant.	CHF34,700,000 (Thirty-Four Million and Seven Hundred Thousand Swiss Francs Only)

Notes:

(1) In accordance with the information provided by Group, the Property is situated at Parcel No. 205 and Cadastral Plan No. 4; and it is divided into various ownerships as follows:–

Part	PPE no.	Description of use and location	Quote	Owner
1	54192, 54421-54422, 54424-54441, 54419-54420	Hotel Nendaz 4 Vallées & Spa + Commercial section (-1)	530/1000	4 Vallees Pte Ltd – 100%
2	54193-54199	Commercial section (-2)	149/1000	4 Vallees Pte Ltd – 100%
3	54191	Carparking	101/1000	4 Vallees Pte Ltd – 20/163 and others – 143/163
4*	–	Glacier cable	220/1000	Community – 100%

** excluded from the Property being valued*

(2) In undertaking the valuation of the Property, we have adopted the following methods of valuation based on the information from the prevailing market and the professional judgement of the valuers. The salient details are as follows:

Income Approach – Discounted Cash Flow Method

We have taken into account the Property's current rental income for the hotel portion which comprises a base rent of CHF 330,000 and a commission of 6% of the operation's revenue, 1% of the restaurants' operation and 3% of the spa's operation, as well as the current rental income for the retail portion. We have also made reference to the Group's information in determining the market rent upon the expiry of existing leases.

By making reference to the Property's peers and according to market data, the discount rate and terminal capitalisation rate of the Property are 6% and 4% respectively.

Please refer to the below sensitivity analysis based on alternative discount rates and terminal capitalisation rates:

		Terminal capitalisation rate		
		3.75%	**4.00%**	**4.25%**
Discount Rate	**5.75%**	CHF 37,200,000	CHF 35,400,000	CHF 33,900,000
	6.00%	CHF 36,400,000	CHF 34,700,000	CHF 33,200,000
	6.25%	CHF 35,700,000	CHF 34,000,000	CHF 32,500,000

(3) We have compared the results of the Income Approach with the hotel asking prices and transactions provided by KPMG. The details are outlined below:

No.	Property	Date of Asking/ Transaction	Price (EUR)	Price per Room (EUR) *(approx.)*	Remarks
1	A hotel in Geneva	Nov 2023	17,000,000	505,000	Asking
2	A hotel in Geneva	Nov 2023	23,000,000	532,000	Asking
3	Hôtel de plein centre de Genève in Geneva	Nov 2023	80,000,000	616,000	Asking
4	Hôtel La Côte in Nyon	Nov 2023	13,000,000	559,000	Asking
5	Hôtel Lac Léman à vendre in Vevey	Nov 2023	17,000,000	572,000	Asking
6	Credit Suisse Switzerland Hotel Portfolio	2019	301,000,000	471,000	Transaction

Remarks: the exchange rate between EUR and CHF is 1:0.94, as at 12 December 2023.

Due to the scarcity of suitable asking prices and transactions, we understand that the search criteria for location of the above hotels encompassed the entirety of Switzerland. Both the Property and all selected hotels are situated on the west side of the country. Furthermore, all properties, including the Property, exhibit a high-end (luxury) quality, as categorised as hotels. The hotel asking prices and transactions serve as benchmarks only. Our valuation falls within the range of the provided prices, indicating that it is consistent and aligns with the market prices.

(4) The Property was inspected by Edouard Clerc on 25 June 2023. As per his opinion, the Property is in good condition and no significant renovation work is required for the next decade.

(5) The general description on the locality and transportation of the Property is summarised below:

Nature of Surrounding Area: The Property is located at Haute-Nendaz which is in the Nendaz major municipality in Switzerland. It is a year-round tourist resort situated on a plateau at an altitude of 1300 m to 1500 m. As part of the "Four Valleys" ski area, it offers extensive skiing opportunities in winter. The community features a variety of shops, bars, clubs, and restaurants near the cable car station. Free shuttles operate within the resort, connecting Nendaz, Siviez, and other areas. Haute-Nendaz is home to several ski schools, making it ideal for winter sports enthusiasts.

Transportation: Public transport options include access via the A9 federal road, located approximately 15 km away. Direct train connections from France, Germany, Italy, and Switzerland are available to the Sion railway station. A regular bus service operates between Nendaz and Sion Central Station, while post buses and taxis provide transportation between Nendaz and Haute Nendaz.

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(2)
Mr. Chew(1)	Interest in a controlled corporation/Corporate Interest	135,000,000 (L)	75%

Notes:

(1) 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.

(2) 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[1]	Beneficial owner and interest of spouse/ Personal interest and family interest	504,202,264 (L)	36.39%[2]

Notes:

(1) RE is the immediate holding company of the Company.

(2) Comprised of (a) the 24.05% direct interest of Mr. Chew; (b) the 2.46% interest of Ms. Chung, Mr. Chew's wife; and (c) the 9.88% 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[2]
RE[1]	Beneficial interest/ Personal interest	135,000,000 (L)	75%
Ms. Chung[1]	Interest of a spouse/ Family Interest	135,000,000 (L)	75%

Notes:

(1) RE is owned as to (a) 24.05% by Mr. Chew, the Chairman and an executive Director; (b) 9.88% jointly by Mr. Chew and Ms. Chung, the wife of Mr. Chew; and (c) 2.46% 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.

(2) 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

4 Vallees had issued a notice to the lessee of the hotel portion of the Property ("**Hotel Lessee**"), on 11 July 2022, pursuant to the term of the lease agreement dated 21 September 2011 and supplemental agreement dated 28 May 2014 to terminate the lease agreement upon expiry on 19 December 2023.

Subsequently, a legal suit was initiated against 4 Vallees by the Hotel Lessee at the conciliation commission in Sion, Valais, Switzerland on 2 August 2022, to contest the termination of lease agreement, and to extend the lease agreement by 4 more years. The Court has yet to set the date for a potential hearing. Pending outcome of the court's decision, the lease continues to subsist upon expiry on 19 December 2023.

Save as disclosed above, as at the Latest Practicable Date, no member of the Enlarged 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 Enlarged 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 2023, 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.

Mr. Liu Guilin has entered into a letter of appointment with the Company for an initial term of three years commencing on 25 July 2023, 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 30 September 2023, the Company has paid RMB7.51 million of the contract sum and the remaining balance of RMB2.67 million will be paid in instalments in accordance with the agreed terms. The renovation/refurbishment work was completed in FY2023, and the two blocks of dormitories has 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 30 September 2023, the Company has paid RMB10.44 million of the contract sum and the remaining balance of RMB2.96 million will be paid in instalments in accordance with the agreed terms.

Save as disclosed above and the Agreement, no member of the Enlarged 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.

Name	Qualification
Altus Capital Limited	A corporation licensed to carry on Type 1 (dealing in securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
UHY Prime HK CPA Limited	Certified Public Accountants
Colliers International (Hong Kong) Limited	Independent 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 2023), 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 Enlarged 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 FY2023 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 FY2023; 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 FY2023.

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 2023), 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 2023 (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 any member of the Enlarged Group 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, save as disclosed herein, none of the Directors had any direct or indirect interests in any assets which had since 30 June 2023 (being the date to which the latest published audited financial statements of the Enlarged Group were made up) been acquired or disposed of by or leased to any member of the Enlarged Group, or was proposed to be acquired or disposed of by or leased to any member of the Enlarged Group.

11. DOCUMENTS ON DISPLAY

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

(a) the Agreement;

(b) the letter from the Board dated 27 December 2023, the text of which is set out on pages 6 to 15 of this circular;

(c) the letter of recommendation from the Independent Board Committee dated 27 December 2023, the text of which is set out on pages 16 to 17 of this circular;

(d) the letter of advice from Altus dated 27 December 2023, the text of which is set out on pages 18 to 30 of this circular;

(e) the accountants' report of 4 Vallees for the years ended 30 June 2021, 2022 and 2023, the text of which is set out in Appendix II to this circular;

(f) the assurance report from UHY Prime HK CPA Limited on the unaudited pro forma financial information of the Enlarged Group, the text of which is set out in Appendix IV to this circular;

(g) the valuation report from Colliers International (Hong Kong) Limited, the text of which is set out in Appendix V to this circular;

(h) the letters of consent from the experts referred to in paragraph 8 in this appendix; and

(i) 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.

Ms. Tung Wing Yee Winnie

Ms. Tung Wing Yee Winnie (董穎怡) was appointed as the company secretary of the Company on 22 January 2021. She is a fellow member of The Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of the CPA Australia.

(e) The compliance officer of the Company is Mr. Liu Ying Chun, who is also an executive Director.

Mr. Liu Ying Chun

Mr. Liu Ying Chun (劉迎春) is registered as a valuer with the China Appraisal Society* (中國資產評估協會). He is a qualified auditor accredited by the National Audit Office of the PRC* (中國審計署), and is also an engineer in the PRC.

(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), Mr. Wilson Teh Boon Piaw and Mr. Liu Guilin, 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 56, 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 68, was appointed as an INED on 23 December 2014. He is also the chairman of the Nomination Committee and a member of each of the Audit 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 lowa, 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.

Mr. Liu Guilin

Mr. Liu Guilin (劉桂林), aged 43, was appointed as an INED on 25 July 2023. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee.

Mr. Liu graduated from Hebei University of Economics and Business (河北經貿大學) in 2001 with a diploma of accounting and has been conferred as a qualified accountant by Ministry of Finance of the People's Republic of China since 2005. Mr. Liu has extensive experience in financial management, enterprise tax planning and industrial park operation. From 2004 to 2017, Mr. Liu was the chief financial officer of Langsen Automotive Industrial Park Development Co., Ltd* (the "**Langsen Group**", 朗森汽車產業園開發有限公司) and was mainly responsible for the investment and financing business of the Langsen Group. He has also involved in certain corporate transactions of the Langsen Group, among others, participated in the establishment of Beijing Life Insurance Limited* (北京人壽保險股份有限公司), acquisitions of Tianjin Yuhanyao Graphene Store Energy Material Technology Co., Ltd* (天津玉漢堯石墨烯儲能材料股份有限公司) and Langfang Xinhe Software Investment Co. Limited* (the "**Xinhe Software**", 廊坊信和軟體投資有限公司). From 2017 to 2018, Mr. Liu served as the general manager and an executive director of Xinhe Software which was mainly engaged in the operation and development of high-tech industrial park, and Mr. Liu was responsible for the development of the education technology sector of the industrial park. Since 2018, Mr. Liu serves as an executive director of Langfang Yuhe Park Construction Co., Ltd.* (the "**Yuhe Park**", 廊坊裕和園區建設有限公司) which mainly engages in the development of high-tech incubation business. Mr. Liu is responsible for the development and operation of the incubation park.

Mr. Liu graduated from Hebei University of Economics and Business (河北經貿大學) in 2001 with a diploma of accounting and has been conferred as a qualified accountant by Ministry of Finance of the PRC since 2005.

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 Friday, 12 January 2024 at 09:30 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 4 July 2023 entered into between the Company as purchaser and Raffles Education Limited as vendor relating to the sale and purchase of 8,682,164 fully paid up ordinary shares of 4 Vallees Pte. Ltd. (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
Liu Ying Chun
Chief Executive Officer and Executive Director

Hong Kong, 27 December 2023

Registered office:	*Head Office and Principal Place of Business in the PRC:*
31st Floor	Levels 1 and 2
148 Electric Road	100 Zhangheng Road
North Point	Oriental University City
Hong Kong	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. 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.

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, Mr. Wilson Teh Boon Piaw and Mr. Liu Guilin.

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 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.