

---

## 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 Hong Kong Education (Int'l) Investments Limited ("Company"), you should at once hand this circular, together with the enclosed form of proxy, to the purchasers or transferees or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchasers or transferees.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



### Hong Kong Education (Int'l) Investments Limited 香港教育（國際）投資集團有限公司

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 1082)**

#### **(I) RE-ELECTION OF RETIRING DIRECTORS; (II) GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; AND (III) NOTICE OF THE ANNUAL GENERAL MEETING**

---

A notice convening the Annual General Meeting of the Company to be held at Conference Room, LG/F, Camlux Hotel, 15 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 29 November 2021 at 10:30 a.m. is set out on pages 14 to 19 of this circular. A form of proxy for use at the Annual General Meeting is enclosed herewith. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.hkeduii.com](http://www.hkeduii.com)) respectively.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event by 10:30 a.m. on Saturday, 27 November 2021 or not less than 48 hours before any adjournment of the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting of the Company or any adjournment thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

#### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please see pages i to ii of this circular for measures being taken to try to prevent and control the spread of the COVID-19 pandemic at the Annual General Meeting, including:

- **compulsory body temperature checks and health declarations**
- **requirement of wearing a surgical face mask for each attendee**
- **no distribution of corporate gift or refreshment**

**Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the Annual General Meeting venue. The Company reminds Shareholders that they may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.**

28 October 2021

---

## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

---

The Board has made reference to the “Joint Statement in relation to General Meetings in light of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation” jointly issued by the Stock Exchange and the Securities and Futures Commission of Hong Kong on 1 April 2020 in relation to the arrangement of the Annual General Meeting.

### **Voting by proxy in advance of the Annual General Meeting:**

The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect the Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Annual General Meeting by appointing the chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person. **Physical attendance is not necessary for the purpose of exercising Shareholders’ rights. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they subsequently so wish.**

### **Precautionary measures at the Annual General Meeting**

The Company will implement the following precautionary measures at the Annual General Meeting to safeguard the health and safety of the attending Shareholders, staff and other stakeholders:

- (i) Compulsory body temperature checks will be conducted on every attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.5 degrees Celsius or exhibiting flu-like symptoms will be denied entry into or be required to leave the Annual General Meeting venue.
- (ii) All attendees are required to complete and submit at the entrance of the Annual General Meeting venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or had physical contact with any person who to their best of knowledge has recently travelled to, any affected countries or areas outside Hong Kong (as per guidelines issued by the Hong Kong Government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)) at any time in the preceding 14 days. Any attendee who does not comply with this requirement will be denied entry into or be required to leave the Annual General Meeting venue.

---

## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

---

- (iii) Every attendee will be required to wear a surgical face mask throughout the Annual General Meeting. Please note that no masks will be provided at the Annual General Meeting venue and attendees should bring and wear their own masks.
- (iv) Seating at the Annual General Meeting will be arranged so as to reduce interaction between participants.
- (v) No refreshments will be served and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the Annual General Meeting venue or require any person to leave the Annual General Meeting venue so as to ensure the health and safety of the attendees at the Annual General Meeting.

The Company will closely monitor the development of the COVID-19 pandemic and any regulations or measures introduced or to be introduced by the Hong Kong Government in relation to the COVID-19 pandemic. The Company will ensure that the Annual General Meeting will be conducted in compliance with the regulations or measures of the Hong Kong Government and Shareholders will not be deprived of their right of voting on the resolutions to be proposed at the Annual General Meeting. Further announcements will be made by the Company as soon as possible if there is any update to the preventive measures as mentioned above.

If the Shareholders have any questions relating to the Annual General Meeting, please contact Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, as follows:

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

---

## CONTENTS

---

	<i>Page</i>
<b>Precautionary measures for the Annual General Meeting</b> .....	i
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
<b>1. Introduction</b> .....	3
<b>2. Re-election of retiring Directors.</b> .....	4
<b>3. General Mandates to issue and repurchase Shares.</b> .....	4
<b>4. Annual General Meeting</b> .....	6
<b>5. Recommendation.</b> .....	7
<b>6. Responsibility statement.</b> .....	7
<b>Appendix I – Details of the retiring Directors proposed to be re-elected at the Annual General Meeting</b> .....	8
<b>Appendix II – Explanatory statement for the Repurchase Mandate</b> .....	11
<b>Notice of Annual General Meeting</b> .....	14

---

## DEFINITIONS

---

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

“Annual General Meeting”	the annual general meeting of the Company convened to be held at Conference Room, LG/F, Camlux Hotel, 15 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 29 November 2021 at 10:30 a.m.
“Associated Company”	any company for the time being and from time to time an associated company (having the meaning ascribed to “associate” under the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants) of the Company
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time)
“Company”	Hong Kong Education (Int’l) Investments Limited, an exempted company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“COVID-19”	coronavirus disease 2019, an infectious disease caused by a newly discovered coronavirus
“Director(s)”	director(s) of the Company
“Extension Mandate”	as defined in paragraph 3(c) of the letter from the Board in this circular
“Group”	the Company and its subsidiaries

---

## DEFINITIONS

---

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Government”	the government of Hong Kong
“Issue Mandate”	as defined in paragraph 3(a) of the letter from the Board in this circular
“Latest Practicable Date”	21 October 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	as defined in paragraph 3(b) of the letter from the Board in this circular
“SFC”	Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC (as amended from time to time)
“%”	per cent.

---

**LETTER FROM THE BOARD**

---



**Hong Kong Education (Int'l) Investments Limited**  
**香港教育（國際）投資集團有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*  
**(Stock Code: 1082)**

*Executive Directors:*

Mr. Tsang Ka Wai  
Mr. Yip Kai Pong

*Independent non-executive Directors:*

Ms. Jor Stephanie Wing Yee  
Mr. Leung Ki Chi James  
Mr. Fenn David

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*

Room 1003A, 10/F  
Exchange Tower  
33 Wang Chiu Road  
Kowloon Bay, Kowloon  
Hong Kong

28 October 2021

*To the Shareholders*

Dear Sir or Madam,

**(I) RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(II) GRANT OF GENERAL MANDATES TO  
ISSUE AND REPURCHASE SHARES**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information relating to the proposals for (i) the re-election of retiring Directors at the Annual General Meeting; and (ii) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and to give you notice of the Annual General Meeting.

---

## **LETTER FROM THE BOARD**

---

### **2. RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Bye-law 83 of the Bye-laws and the code provision A.4.2 of Appendix 14 to the Listing Rules, any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the annual general meeting of the Company and shall then be eligible for re-election. Mr. Yip Kai Pong was appointed as an executive Director with effect from 15 April 2021. As a result, Mr. Yip Kai Pong will offer himself for re-election as an executive Director at the Annual General Meeting.

Pursuant to Bye-law 84 of the Bye-laws and the code provision A.4.2 of Appendix 14 to the Listing Rules, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation and a retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. Pursuant to Bye-law 84, the newly appointed Director as mentioned above shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. As such, each of Mr. Tsang Ka Wai and Ms. Jor Stephanie Wing Yee will retire by rotation at the Annual General Meeting. Mr. Tsang Ka Wai and Ms. Jor Stephanie Wing Yee, being eligible, will offer themselves for re-election as an executive Director and an independent non-executive Director respectively at the Annual General Meeting.

Biographical details of Mr. Yip Kai Pong, Mr. Tsang Ka Wai and Ms. Jor Stephanie Wing Yee, the Directors who are proposed to be re-elected at the Annual General Meeting, are set out in Appendix I to this circular.

### **3. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

Pursuant to the ordinary resolutions passed by the Shareholders at the annual general meeting of the Company on 4 December 2020, general mandates were granted to the Directors to issue and repurchase Shares respectively. Such general mandates will lapse at the conclusion of the Annual General Meeting.



---

## LETTER FROM THE BOARD

---

The following ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to allot, issue or otherwise deal with additional Shares not exceeding 20% of the number of the issued Shares at the date of passing of such resolution ((i.e. 119,286,176 Shares) based on the 596,430,880 Shares in issue as at the Latest Practicable Date and assuming that no Shares will be issued or repurchased by the Company prior to the date of the Annual General Meeting) (“**Issue Mandate**”);
- (b) to exercise by the Directors of all powers of the Company to repurchase Shares on the Stock Exchange not exceeding 10% of the number of the issued Shares at the date of passing of such resolution ((i.e. 59,643,088 Shares) based on the 596,430,880 Shares in issue as at the Latest Practicable Date and assuming that no Shares will be issued or repurchased by the Company prior to the date of the Annual General Meeting) (“**Repurchase Mandate**”); and
- (c) conditional upon the passing of the proposed resolution to grant to the Directors the Issue Mandate and the Repurchase Mandate, to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate (“**Extension Mandate**”).

With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto.

Each of the Issue Mandate and the Repurchase Mandate will expire at the earliest of:

- (a) the conclusion of the next annual general meeting of the Company to be held after the Annual General Meeting; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Bye-laws to be held after the Annual General Meeting; or
- (c) the passing of an ordinary resolution by the Shareholders in a general meeting to be held after the Annual General Meeting revoking or varying the relevant mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with all information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the granting of the Repurchase Mandate at the Annual General Meeting is set out in Appendix II to this circular.

---

## LETTER FROM THE BOARD

---

### 4. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 14 to 19 of this circular. At the Annual General Meeting, resolutions will be proposed for the Shareholders to, among other things, consider and, if thought fit, re-elect the retiring Directors and approve the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

In order to determine the right to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 24 November 2021 to Monday, 29 November 2021 (both days inclusive), during which no transfer of Shares can be registered. The last share registration date to determine the eligibility to attend the Annual General Meeting will be on 23 November 2021. To qualify for attending and voting at the Annual General Meeting, Shareholders must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Tuesday, 23 November 2021.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular and is published on the websites of the Stock Exchange and the Company. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and deposit, together with power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event by 10:30 a.m. on Saturday, 27 November 2021 or not less than 48 hours before any adjournment of the Annual General Meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

---

## LETTER FROM THE BOARD

---

### 5. RECOMMENDATION

The Directors consider that the resolutions, including without limitation, regarding the re-election of the retiring Directors, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate as set out in the notice of the Annual General Meeting are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all such resolutions to be proposed at the Annual General Meeting.

### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

By order of the Board

**Hong Kong Education (Int'l) Investments Limited**

**Yip Kai Pong**

*Executive Director*

*The following are the biographical details of the Directors proposed to be re-elected at the Annual General Meeting:*

**Mr. Yip Kai Pong**

Mr. Yip, aged 43, was appointed as an executive Director on 15 April 2021. He is also a director of certain subsidiaries of the Group. Mr. Yip joined the Group in February 2021 and is currently a business development manager of a subsidiary of the Company (“**Group Company**”). Mr. Yip graduated from The Hong Kong University of Science and Technology in 2002 with a degree of Bachelor of Business Administration in Economics. He has more than 10 years of experience in the securities industry with extensive management and compliance experience, in particular experience as a responsible officer and a representative specialised in Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO.

As at the Latest Practicable Date, Mr. Yip did not have any interest in any Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Yip did not hold any other positions with the Company or other members of the Group, nor any other directorship in other listed companies in the last three years nor had any major appointment or professional qualifications. He did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

Mr. Yip has entered into a letter of appointment with the Company for a fixed term of three years which commenced on 15 April 2021 unless terminated by not less than 2 months’ notice in writing served by either party on the other, subject to retirement by rotation and re-election pursuant to the Bye-laws and the Listing Rules. Pursuant to his letter of appointment, Mr. Yip is entitled to a director’s fee of HK\$10,000 per month and an annual discretionary bonus as may be determined by the remuneration committee of the Company (“**Remuneration Committee**”). His remuneration was determined by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions. Mr. Yip is also entitled to a monthly basic salary of HK\$45,000 and an annual performance bonus at the sole discretion of the Group Company as a business development manager of the Group Company.

Save as disclosed above, there are no other matters concerning Mr. Yip that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

**Mr. Tsang Ka Wai**

Mr. Tsang, aged 34, was appointed as an executive Director on 24 October 2017. He is also a director of certain subsidiaries of the Group. Mr. Tsang obtained a Bachelor of Economics and Finance Degree from The University of Hong Kong in 2010. Mr. Tsang has been a senior manager of a publisher of a newspaper focusing on finance and investments news since 2015.

As at the Latest Practicable Date, Mr. Tsang did not have any interest in any Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Tsang did not hold any other positions with the Company or other members of the Group, nor any other directorship in other listed companies in the last three years nor had any major appointment or other professional qualifications. He did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

Mr. Tsang has entered into a service contract with the Company for a fixed term of three years which commenced on 24 October 2020 unless terminated by not less than 2 months' notice in writing served by either party on the other, subject to retirement by rotation and re-election pursuant to the Bye-laws and the Listing Rules. Pursuant to his service contract, Mr. Tsang is entitled to a director's remuneration of HK\$18,000 per month and an annual discretionary bonus as may be determined by the Board and the Remuneration Committee. His remuneration was determined by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

Saved as disclosed above, there are no other matters concerning Mr. Tsang that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

**Ms. Jor Stephanie Wing Yee**

Ms. Jor, aged 39, was appointed as an independent non-executive Director on 10 November 2017. Ms. Jor obtained a Bachelor of Engineering (Honours) degree and a Bachelor of Commerce degree from the University of Auckland, New Zealand in 2005. Ms. Jor is qualified as a Chartered Financial Analyst of the CFA Institute and as a Chartered Accountant of the Chartered Accountants Australia and New Zealand. Ms. Jor has over 15 years of experience in the accounting and finance sector, in particular, corporate finance and financial advisory services.

As at the Latest Practicable Date, Ms. Jor did not have any interest in any Shares within the meaning of Part XV of the SFO. Save as disclosed above, Ms. Jor did not hold any other positions with the Company or other members of the Group, nor any other directorship in other listed companies in the last three years nor had any major appointment or other professional qualifications. She did not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company.

Ms. Jor has entered into a letter of appointment with the Company for a fixed term of three years which commenced on 10 November 2020 unless terminated by not less than 2 months' notice in writing served by either party on the other, subject to retirement by rotation and re-election pursuant to the Bye-laws and the Listing Rules. Pursuant to her letter of appointment, Ms. Jor is entitled to a director's fee of HK\$120,000 per year. Her remuneration was determined by the Board with reference to her background, experience, duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Ms. Jor that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

*This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide requisite information to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to approve the granting of the Repurchase Mandate to the Directors.*

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 596,430,880 Shares in issue. Subject to the passing of the ordinary resolution set out in item 8 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that no Shares will be issued or repurchased by the Company prior to the date of the Annual General Meeting, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 59,643,088 Shares, representing 10% of the Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares pursuant to the Repurchase Mandate, the Company may only apply funds legally available for such purpose in accordance with its memorandum of continuance and the Bye-laws, the Companies Act, the laws of Bermuda and/or any other applicable laws, as the case may be.

The Companies Act provides that a company may only repurchase its own shares out of capital paid up on its shares to be repurchased, or out of funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made by the company for the purpose. Any amount of premium payable on a repurchase over the par value of the shares may only be effected out of either funds of the company that would otherwise be available for dividend or distribution, or out of the company's share premium account. Further, such repurchase may not be made if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the company is, or after the repurchase would be, unable to pay its liabilities as they become due.

**4. IMPACT OF REPURCHASES**

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 30 June 2021) in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

**5. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

To the best of the Directors' knowledge and belief having made all reasonable enquiries, they are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase that may be made pursuant to the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate to such extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% of the Shares in issue.

**6. GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company or its subsidiaries in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Share to the Company or its subsidiaries, or that they have undertaken not to sell any Shares held by them to the Company, in the event that the granting of the Repurchase Mandate is approved by the Shareholders.



The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda, and the memorandum of continuance of the Company and the Bye-laws.

#### **7. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during each of previous 12 months preceding the Latest Practicable Date were as follows:

<b>Year</b>	<b>Month</b>	<b>Highest <i>HK\$</i></b>	<b>Lowest <i>HK\$</i></b>
<b>2020</b>	October	1.24	1.04
	November	1.39	1.10
	December	1.35	1.20
<b>2021</b>	January	1.40	1.24
	February	1.40	1.27
	March	1.69	1.20
	April	1.55	1.26
	May	1.51	1.30
	June	1.71	1.25
	July	1.75	1.54
	August	1.72	1.50
	September	1.68	1.50
	October (up to the Latest Practicable Date)	1.65	1.55

#### **8. SHARES REPURCHASES MADE BY THE COMPANY**

No repurchase has been made by the Company of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### Hong Kong Education (Int'l) Investments Limited 香港教育（國際）投資集團有限公司

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*  
(Stock Code: 1082)

#### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Meeting**”) of Hong Kong Education (Int'l) Investments Limited (“**Company**”) will be held at Conference Room, LG/F, Camlux Hotel, 15 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Monday, 29 November 2021 at 10:30 a.m. to consider and, if thought fit, pass the following resolutions, each an ordinary resolution:

#### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the report of the directors (“**Directors**”) and the auditors (“**Auditors**”) of the Company for the year ended 30 June 2021.
2. To re-elect Mr. Yip Kai Pong as an executive Director.
3. To re-elect Mr. Tsang Ka Wai as an executive Director.
4. To re-elect Ms. Jor Stephanie Wing Yee as an independent non-executive Director.
5. To authorise the board of Directors (“**Board**”) to fix the remuneration of the Directors.
6. To re-appoint Baker Tilly Hong Kong Limited as the Auditors and to authorise the Board to fix its remuneration.
7. “**THAT:**
  - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued shares in the capital of the Company (“**Shares**”) and to make or grant offers, agreements and options (including bonds, notes and other securities which carry right to subscribe for or are convertible into Shares) which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, notes and other securities which carry right to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted and issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options granted under the share option scheme of the Company;
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (“**Bye-laws**”); and
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any convertible bonds, debentures, notes or any securities issued by the Company which are convertible into Shares,

shall not exceed the aggregate of:

- (aa) 20% of the aggregate number of issued Shares on the date of passing of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (“**Shareholders**”)) the aggregate number of issued Shares which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares on the date of the passing of this resolution);

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the numbers of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, and

(e) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or by the Bye-laws to be held after the Meeting; or
- (iii) the passing of an ordinary resolution by the Shareholders in a general meeting to be held after the Meeting revoking or varying the mandate granted under this resolution.

“**Rights Issue**” means an offer of Shares, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

8. **“THAT:**
- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**) in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
  - (b) the total number of Shares to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this resolution and the said mandate shall be limited accordingly;
  - (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, and
  - (d) for the purpose of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

    - (i) the conclusion of the next annual general meeting of the Company to be held after the Meeting;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or by the Bye-laws to be held after the Meeting; or
    - (iii) the passing of an ordinary resolution by the Shareholders in a general meeting to be held after the Meeting revoking or varying the mandate granted under this resolution.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

9. “**THAT** conditional upon the passing of resolutions set out in items 7 and 8 of the notice convening the Meeting (“**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the number of Shares which may be allotted and issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the general mandate referred to in the resolution set out in item 8 of the Notice, provided that such extended amount shall not exceed 10% of the aggregate number of issued Shares on the date of passing of this resolution.”

By order of the Board  
**Hong Kong Education (Int’l) Investments Limited**  
**Yip Kai Pong**  
*Executive Director*

Hong Kong, 28 October 2021

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*  
Room 1003A, 10/F  
Exchange Tower  
33 Wang Chiu Road  
Kowloon Bay, Kowloon  
Hong Kong

*Notes:*

- (1) The Board has made reference to the “Joint Statement in relation to General Meetings in light of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation” jointly issued by the Stock Exchange and the SFC on 1 April 2020 in relation to the arrangement of the Meeting. The Company will implement certain precautionary measures at the Meeting, the details of which are set out in the section headed “Precautionary Measures for the Annual General Meeting” on page i of the circular of the Company dated 28 October 2021, to safeguard the health and safety of the attending Shareholders, staff and other stakeholders.
- (2) The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect the Shareholders from possible exposure to the coronavirus disease 2019 (COVID-19) pandemic. For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the Meeting by appointing the chairman of the Meeting as their proxy instead of attending the Meeting in person. **Physical attendance is not necessary for the purpose of exercising shareholders’ rights.**

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (3) Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on behalf of him/her. A proxy needs not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (4) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event by 10:30 a.m. on Saturday, 27 November 2021 or not less than 48 hours before any adjournment of the Meeting. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Meeting or any adjournment thereof if he/she so wish and, in such event, the form of proxy shall be deemed to be revoked.
- (5) In order to determine the right to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 24 November 2021 to Monday, 29 November 2021 (both days inclusive), during which no transfer of Shares can be registered. To qualify for attending and voting at the Meeting, Shareholders must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Tuesday, 23 November 2021.
- (6) Where there are joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register of members in respect of the relevant joint holding.
- (7) As required under the Rules Governing the Listing of Securities on the Stock Exchange, the above resolutions shall be decided by way of poll.

*As at the date of this notice, the executive Directors are Mr. Tsang Ka Wai and Mr. Yip Kai Pong; and the independent non-executive Directors are Ms. Jor Stephanie Wing Yee, Mr. Leung Ki Chi James and Mr. Fenn David.*