
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.

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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) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
(III) PROPOSED CHANGE OF COMPANY NAME;
AND
(IV) NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Friday, 30 December 2022 at 10:30 a.m. is set out on pages 19 to 25 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) and the Company (www.hkeduui.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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event by 10:30 a.m. on Wednesday, 28 December 2022 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.

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) 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
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

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 to be convened and held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Friday, 30 December 2022 at 10:30 a.m.
“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)
“close associate(s)”	has the meaning ascribed to it under Rule 1.01 of the Listing Rules
“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 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)”	the 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
“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

DEFINITIONS

“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”	23 November 2022, 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
“Notice of the Annual General Meeting”	the notice convening the Annual General Meeting set out on pages 18 to 24 of this circular
“Repurchase Mandate”	as defined in paragraph 3(b) of the letter from the Board in this circular
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Hong Kong Education (Int’l) Investments Limited” to “Bradaverse Education (Int’l) Investments Group Limited” and the secondary name in Chinese of the Company from “香港教育(國際)投資集團有限公司” to “源宇宙教育(國際)投資集團有限公司”
“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. Fenn David

Mr. Yuen Chun Fai

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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

Unit 1708, 17/F

Tower II

Admiralty Centre

No. 18 Harcourt Road

Hong Kong

30 November 2022

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding, among other things, (i) the re-election of retiring Directors at the Annual General Meeting; (ii) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (iii) the Proposed Change of Company Name 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, 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 next following annual general meeting of the Company and shall then be eligible for re-election. Mr. Yuen Chun Fai was appointed as an independent non-executive Director with effect from 2 February 2022. As such, Mr. Yuen Chun Fai will offer himself for re-election as an independent non-executive Director at the Annual General Meeting.

Pursuant to Bye-law 84 of the Bye-laws and the code provision B.2.2 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 Mr. Fenn David will retire by rotation at the Annual General Meeting. Mr. Tsang Ka Wai and Mr. Fenn David, being eligible, will offer themselves for re-election as an executive Director and an independent non-executive Director respectively at the Annual General Meeting.

The nomination committee of the Company (the “**Nomination Committee**”) had reviewed and assessed the independence of each of Mr. Yuen Chun Fai and Mr. Fenn David, and each of Mr. Yuen Chun Fai and Mr. Fenn David has also submitted annual confirmation to the Company on their fulfillment of the independence guidelines set out in Rule 3.13 of the Listing Rules. After due consideration, the Board confirmed that each of Mr. Yuen Chun Fai and Mr. Fenn David continues to be considered as independent and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Each of Mr. Yuen Chun Fai and Mr. Fenn David had abstained from deliberation and decision in respect of assessment of his own independence.

The Company has in place a nomination policy which sets out, inter alia, the selection criteria (the “**Criteria**”) and the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors. The re-appointment of each of Mr. Yuen Chun Fai, Mr. Tsang Ka Wai and Mr. Fenn David was recommended by the Nomination Committee, and the Board has accepted the recommendations following a review of their overall contribution and service to the Company including their attendance of Board meetings and general meeting, the level of participation and performance on the Board, and whether they continue to satisfy the Criteria.

LETTER FROM THE BOARD

Biographical details of Mr. Yuen Chun Fai, Mr. Tsang Ka Wai and Mr. Fenn David, the Directors who are proposed to be re-elected at the Annual General Meeting, are set out in Appendix I to this circular.

3. PROPOSED GRANT OF 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 29 November 2021, general mandates were granted to the Directors to issue Shares and repurchase Shares respectively. Such general mandates will lapse at the conclusion of the Annual General Meeting.

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.

LETTER FROM THE BOARD

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.

4. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 14 October 2022 in relation to the Proposed Change of Company Name (the “**Announcement**”).

As stated in the Announcement, the Board proposes to change the English name of the Company from “Hong Kong Education (Int’l) Investments Limited” to “Bradaverse Education (Int’l) Investments Group Limited” and the secondary name in Chinese of the Company from “香港教育(國際)投資集團有限公司” to “源宇宙教育(國際)投資集團有限公司”.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the Annual General Meeting approving the Proposed Change of Company Name; and
- (ii) the approval of the Registrar of Companies in Bermuda having been obtained for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of the new English name and secondary name in Chinese of the Company being entered on the register maintained by the Registrar of Companies in Bermuda in place of the existing names. Thereafter, the Company will carry out the necessary filing or registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

LETTER FROM THE BOARD

Reasons for the Proposed Change of Company Name

Over the last decade, the Group focused on the provision of traditional education services and was one of the most renowned education service providers in Hong Kong. Following global technological advancements over the past decade, the business environment, including the education service industry in Hong Kong, has evolved and become more and more technology-based. In addition, the outbreak of coronavirus disease 2019 (“**COVID-19**”) has also caused a phenomenal change in the education industry and significantly accelerated the forms of providing education and training services from physical classroom to online learning. As technology advances to bring us new immersive social experiences, traditional education providers must also advance to meet these new opportunities if not otherwise disrupted. Our Group aims to bring our education services online and transform into the metaverse. To grow with the evolution of education service industry, the Group has developed and become a more comprehensive education services provider through the establishment of a hybrid business model in the education industry that brings metaverse to life and merges with traditional learning.

Leveraging the technologies and synergies developed from the cooperation with UFO Interactive Group Limited (“**UFO**”, together with its subsidiaries, “**UFO Group**”), an indirect non wholly-owned subsidiary of the Company, the Group will (i) upgrade its existing education services directed to students more competitively by providing a hybrid learning experience through integrating physical and online education services and education services in the metaverse; (ii) expand the content of education by including web-tech related courses; and (iii) expand the use of its in-house resources to provide solution services to institutions and corporations.

Metaverse education platform of the Group

While the traditional education services are delivered in physical classrooms, such format of education services not only poses limitation on the capacity of students and the Group to serve and the content to teach, but also poses high costs and rigidity for students on the logistics of their learning. Despite online classes can be accessed through internet anywhere, the learning landscape in metaverse provides more fun and interactive context that can be made selective and arranged according to the students’ personalized interests. Hence, the Group’s in-house virtual reality (“**VR**”) and augmented reality (“**AR**”) tech team will develop an education platform in the metaverse where its education team delivers the proprietary education content. Such education services are catered for all ages, consisting primary and secondary students that the Group targeted to serve in the past.

LETTER FROM THE BOARD

Provide and sell additional tech related courses

In addition, to facilitate the popularity and application of the metaverse concept, the Group also provides a variety of science, technology, engineering, art and math (“**STEAM**”) education which includes courses and trainings like eRobotics, Coding, KOL, Drones, and NFT Digital Arts Design (collectively, the “**STEAM courses**”), in the forms of physical classes and/or virtual lessons in the metaverse, with a principal focus on enlightening and advancing students to acquire the skills for developing their own creations in the metaverse as well as the associated techniques, for example, key opinion leader (“**KOL**”) marketing and presentation, video shooting and editing technologies, digital arts development, coding and programming, etc. via our course provision frontier, the UFO School platform. While the popularity of VR and AR has been increasing in recent years, apart from teenage school students, the Directors believe that the Group will receive more demand from both vocational and professional students, which was not the major customer base of the Group in the past.

Provide and sell additional solution-based services

In addition, the Directors also see the opportunity to leverage the Group’s in-house VR and AR tech team and expertise to provide web-based solution services to tailor and help other educational institutions or corporations to setup up their metaverse of their own skeleton, brand or education curriculum. The Group will provide: (i) a total solution of VR and AR technology to customers, which include the provision of advanced equipment, services and content specialising in the applications of VR, for instance, the Group will provide the VR devices to different institutions, including but not limited to education institutions and educate the end users to use the VR devices acquired, the Group will also provide the education services to its fellow students through VR application to enhance their learning experience. In fact, the Group has been providing VR and AR hardwares and solution to varies education institutions and been developing experience rooms through collaboration with the education institutions in order to establish the interests of their students towards the VR and AR technologies and the metaverse concept.

LETTER FROM THE BOARD

The Directors are of the view that having established the total solution education services of VR and AR, being the fundamental technologies to commence business in the metaverse, allows the Group to explore the possibilities and synergies to extend our principal business towards the metaverse by forming a hybrid learning experience to our students of different age groups. Learning in metaverse enables students to experience the content of lessons via immersive social media. As of the Latest Practicable Date, UFO Group has already developed to be a complete metaverse and Web 3.0 trainer, which is an authorized course provider and education partner of The Sandbox and provides a series of the Sandbox creation programmes; together with its new curriculum in Fintech, Blockchain, Crypto Currency, Metaverse. In the future, the Group also plans to upgrade the “Me-Anywhere” online platform in the Metaverse for the students to experience virtual courses in the Metaverse. Going forward, the Directors believe in the prospects of the metaverse’s application in education will be the principal direction of our Group’s development in the coming years.

With over a decade of experience in education industry, our management believes our reputation and expertise in providing tutor services and lessons have built confidence to students and the content of lessons developed by us over time will be revitalized in the metaverse and attracted the new generation of students to embrace the hybrid learning experience. The Board is convinced that launching UFO School platform in the metaverse will become a prominent start for the Group to commence business in the metaverse, leveraging on (i) the Group’s proven success in traditional and online education services with the necessary expertise from both the traditional education and technology based teams; and (ii) the advanced and ever-improving technologies from UFO Group. The transformation into a hybrid business model and learning experience will help usher in a new era for the education service industry and deploy synergies to the Group’s ordinary business as a whole. The Board considers that the new company name will better reflect the future strategy, potential expansion and diversification in the business scope of the Group and facilitate its further development. In addition, the new company name can more accurately reflect the Company’s corporate image and identity. The Board believes that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders. Upon the Proposed Change of Company Name becoming effective, all existing share certificates of the Company in issue bearing the existing names will continue to be evidence of legal title to such Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Therefore, there will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates bearing the new names of the Company.

Once the Proposed Change of Company Name becoming effective, new share certificates of the Company will be issued in the new names of the Company and the Shares of the Company will be traded on the Stock Exchange under the new names.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective. Subject to the Proposed Change of Company Name becoming effective, the Company may also adopt a new company logo.

Further announcement(s) will be made by the Company in relation to the results of the AGM, the effective date of the Proposed Change of Company Name, details of the new English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange, new company logo and other relevant information as and when appropriate.

5. ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting is set out on pages 19 to 25 of this circular. At the Annual General Meeting, resolutions will be proposed for the Shareholders to consider and, if thought fit, approve, among others, (i) the re-election of retiring Directors, (ii) the Proposed granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and (iii) the Proposed Change of Company Name.

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 Friday, 23 December 2022 to Friday, 30 December 2022 (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 Thursday, 22 December 2022. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:00 p.m. on Thursday, 22 December 2022.

LETTER FROM THE BOARD

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event by 10:30 a.m. on Wednesday, 28 December 2022 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.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where 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. Accordingly, all the proposed resolutions set out in the Notice of the Annual General Meeting 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.

6. RECOMMENDATION

The Directors consider that the resolutions, including without limitation, regarding the re-election of the retiring Directors, the proposed granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the Proposed Change of Company Name 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.

7. 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

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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

Executive Director

Mr. Tsang Ka Wai

Mr. Tsang, aged 35, 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.

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.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Independent non-executive Directors

Mr. Yuen Chun Fai

Mr. Yuen, aged 43, was appointed as an independent non-executive Director on 2 February 2022. Mr. Yuen obtained his bachelor of science degree in accounting and finance from The London School of Economics and Political Science in 2002. Mr. Yuen is a fellow of the Association of Chartered Certified Accountants and is also a certified public accountant of The Hong Kong Institute of Certified Public Accountants. He has over 18 years of experience in the fields of financial reporting, financial management and audit in Hong Kong, China, Malaysia and Singapore. Mr. Yuen is currently an independent non-executive director, the chairman of the audit committee and a member of the nomination committee of Cornerstone Technologies Holdings Limited (formerly known as Elegance Commercial and Financial Printing Group Limited) (stock code: 8391), a company whose shares are listed on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”). Mr. Yuen is also currently the company secretary and authorised representative of Edvance International Holdings Limited (stock code: 1410), a company whose shares are listed on the Main Board of the Stock Exchange. Mr. Yuen was (i) an executive director, the compliance officer, an authorised representative and the process agent; and (ii) the company secretary of WLS Holdings Limited (stock code: 8021), a company whose shares are listed on GEM of the Stock Exchange, from 5 September 2014 to 7 August 2020 and from 24 August 2015 to 7 August 2020 respectively.

As at the Latest Practicable Date, Mr. Yuen did not have any interest in any Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Yuen 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. Yuen has entered into a letter of appointment with the Company for a fixed term of three years which commenced on 2 February 2022, subject to early termination in accordance with the letter of appointment including termination by either party giving to the other two months’ notice in writing or automatic termination immediately upon his ceasing to be a Director in accordance with the provisions of the Bye-laws and/or the Listing Rules (including but not limited to, retirement by rotation and re-election by the shareholders of the Company at the general meeting(s) of the Company). Pursuant to his letter of appointment, Mr. Yuen is entitled to a director’s fee of HK\$120,000 per year. His remuneration was determined by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr. Yuen 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.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Fenn David

Mr. Fenn, aged 42, was appointed as an independent non-executive Director on 10 May 2018. Mr. Fenn obtained his bachelor of laws degree with honours from The University of Hong Kong in December 2002. He was awarded the postgraduate certificate in laws by The University of Hong Kong in June 2003. Mr. Fenn further obtained a master of laws degree in banking and finance from University College London, University of London in the United Kingdom in November 2006. Mr. Fenn was admitted as a solicitor in Hong Kong in September 2005 and is specialised in the field of securities compliance, disputes resolution, winding-up and restructuring. He was appointed as an adjudicator of the Registration of Persons Tribunal of Hong Kong from November 2013 to October 2019. He has been appointed as a disciplinary panel member of the Hong Kong Institute of Certified Public Accountants since February 2016 and a member of the Appeal Panel (Housing) of the Transport and Housing Bureau of Hong Kong since April 2017. He is currently an independent non-executive director of Stream Ideas Group Limited (stock code: 8401) and Sun Kong Holdings Limited (stock code: 8631), the shares of which are listed on GEM of the Stock Exchange. He is currently a company secretary and authorised representative of Wai Chun Group Holdings Limited (stock code: 1013) and Wai Chun Bio-Technology Limited (stock code: 0660), the shares of which are listed on Main Board of the Stock Exchange.

As at the Latest Practicable Date, Mr. Fenn did not have any interest in any Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Fenn 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. Fenn 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 his letter of appointment, Mr. Fenn is entitled to a director's fee of HK\$120,000 per year. His remuneration was determined by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr. Fenn 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.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

4. MATERIAL ADVERSE CHANGE

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 2022) 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. EFFECT OF 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.

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Long position in the Company

Name	Capacity/Nature of interest	Number of Shares held/ interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full
Bradbury Investment Fund (SPC) Limited (<i>Note 2</i>) – Bradbury Global Opportunity Fund SP	Beneficial owner & Interest of controlled corporation	175,872,000	29.49%	32.76%
Bradbury Private Investment IX Inc. (<i>Note 2</i>)	Beneficial owner	82,704,000	13.87%	15.41%

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

Notes:

1. All interests stated are long positions.
2. Bradbury Private Investment IX Inc. is owned as to 100% by Bradbury Investment Fund (SPC) Limited – Bradbury Global Opportunity Fund SP. By virtue of the SFO, Bradbury Investment Fund (SPC) Limited – Bradbury Global Opportunity Fund SP is deemed to be interested in the 82,704,000 Shares held by Bradbury Private Investment IX Inc..

On the basis of 596,430,880 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, if the Repurchase Mandate were exercised in full, the total number of the Shares which will be repurchased pursuant to the Repurchase Mandate shall be 59,643,088 Shares (being 10% of the total number of issued Shares as at the Latest Practicable Date) and the interests in the shareholding in the Company held by Bradbury Investment Fund (SPC) Limited– Bradbury Global Opportunity Fund SP and Bradbury Private Investment IX Inc. would be increased to approximately 32.76% and 15.41% respectively. Such increase will not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code and will not reduce the number of Shares held by the public to be less than 25% of the total issued Shares.

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. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, 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.

As at the Latest Practicable Date, 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.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

7. UNDERTAKING OF THE DIRECTORS

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.

8. 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:

Year	Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021	November	1.64	1.56
	December	1.65	1.46
2022	January	1.68	1.50
	February	1.69	1.58
	March	1.64	1.53
	April	1.60	1.48
	May	1.60	1.47
	June	1.76	1.48
	July	1.70	1.52
	August	1.61	1.52
	September	1.60	1.50
	October	1.70	1.51
	November (up to the Latest Practicable Date)	1.74	1.54

9. 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 24/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Friday, 30 December 2022 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 2022.
2. To re-elect Mr. Tsang Ka Wai as an executive Director.
3. To re-elect Mr. Fenn David as an independent non-executive Director.
4. To re-elect Mr. Yuen Chun Fai 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.

NOTICE OF ANNUAL GENERAL MEETING

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;
 - (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,

NOTICE OF ANNUAL GENERAL MEETING

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;

- (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.

NOTICE OF ANNUAL GENERAL MEETING

“**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).”

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

NOTICE OF ANNUAL GENERAL MEETING

(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.”

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.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

10. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Hong Kong Education (Int’l) Investments Limited” to “Bradaverse Education (Int’l) Investments Group Limited” and the secondary name in Chinese of the Company be changed from “香港教育(國際)投資集團有限公司” to “源宇宙教育(國際)投資集團有限公司” (the “**Proposed Change of Company Name**”) with effect from the date on which the new English name and the secondary name in Chinese of the Company are entered on the register maintained by the Registrar of Companies in Bermuda in place of the existing names of the Company, and that any one or more of the directors or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board

Hong Kong Education (Int’l) Investments Limited

Yip Kai Pong

Executive Director

Hong Kong, 30 November 2022

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Unit 1708, 17/F
Tower II
Admiralty Centre
No. 18 Harcourt Road
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

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 30 November 2022, 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.
- (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event by 10:30 a.m. on Wednesday, 28 December 2022 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 Friday, 23 December 2022 to Friday, 30 December 2022 (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:00 p.m. on Thursday, 22 December 2022.
- (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 announcement, 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. Fenn David and Mr. Yuen Chun Fai.