
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 **Bradaverse Education (Int'l) Investments Group Limited** ("**Company**"), you should at once hand this circular together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**Bradaverse Education (Int'l) Investments Group Limited****源宇宙教育(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)**

- (1) PROPOSALS FOR RE-APPOINTMENT OF AUDITORS;**
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting ("**AGM**") of the Company to be held at Conference Room, LG/F, Camlux Hotel, 15 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 18 December 2024 at 10:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the AGM 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.bdveduui.com) respectively.

Whether or not you are able to attend the AGM, 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 10:00 a.m. on Monday, 16 December 2024 or not less than 48 hours before any adjournment of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM 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.

22 November 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Conference Room, LG/F, Camlux Hotel, 15 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 18 December 2024 at 10:00 a.m. or any adjournment thereof, the notice convening the AGM is set out on pages 14 to 18 of this circular;
“AGM Notice”	the notice of AGM set out on pages 14 to 18 of this circular;
“Audit Committee”	the audit committee of the Company;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company as amended from time to time;
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“Company”	Bradaverse Education (Int’l) Investments Group Limited (Stock code: 1082), an exempted company incorporated in the Cayman Islands and continued in Bermuda with limited liability the Shares of which are listed on the Main Board of the Stock Exchange;
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“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;
“INED(s)”	the independent non-executive Directors;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with Shares up to 20% of the issued share capital (excluding treasury shares) of the Company on the date of AGM as set out in ordinary resolution no. 6 of the AGM Notice;

DEFINITIONS

“Latest Practicable Date”	15 November 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
“Nomination Committee”	the nomination committee of the Company;
“Remuneration Committee”	the remuneration committee of the Company;
“Repurchase Mandate”	as defined in paragraph 5 of the letter from the Board in this circular;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of The Laws of Hong Kong) as amended, modified or otherwise supplemented from time to time;
“Share(s)”	share(s) of nominal or par value of HK\$0.05 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-Backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time;
“treasury share(s)”	has the meaning ascribed thereto under the Listing Rules; and
“%”	per cent.

LETTER FROM THE BOARD



Bradaverse Education (Int'l) Investments Group Limited **源宇宙教育(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. Yip Kai Pong
Mr. Li Ming Him

Independent Non-executive Directors:

Mr. Yuen Chun Fai
Mr. Hong Ka Kei
Ms. Leung Sze Ki

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

22 November 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSALS FOR RE-APPOINTMENT OF AUDITORS;**
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to: (i) furnish you with details of the proposed re-appointment of auditors of the Company; (ii) furnish you with details of the proposed re-election of retiring Directors; (iii) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; and (iv) give you the AGM Notice.

LETTER FROM THE BOARD

2. RE-APPOINTMENT OF AUDITORS

Baker Tilly Hong Kong Limited will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

Upon the recommendation of Audit Committee, the Board proposes to re-appoint Baker Tilly Hong Kong Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to bye-law 84 of the Bye-laws and the code provision B.2.2 of Appendix C1 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. As such, Mr. Yip Kai Pong (“**Mr. Yip**”) will retire by rotation at the AGM, and being eligible, will offer himself for re-election as an executive Director at the AGM, and Ms. Leung Sze Ki (“**Ms. Leung**”) will retire by rotation at the AGM, and being eligible, will offer herself for re-election as an INED at the AGM.

The Company has in place a nomination policy which sets out, inter alia, the selection criteria (“**Criteria**”) and the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors. The re-appointment of each of Mr. Yip and Ms. Leung was recommended by 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.

Biographical details of Mr. Yip and Ms. Leung, the Directors who are proposed to be re-elected at the AGM, are set out in Appendix I to this circular.

4. GENERAL MANDATE TO ISSUE SHARES

The Company’s existing mandate to issue shares was approved by ordinary resolutions at the annual general meeting held on 21 December 2023. The existing mandate to issue shares will lapse at the conclusion of the AGM.

LETTER FROM THE BOARD

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the total number of the issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or the laws of Bermuda; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company (“**Relevant Period**”).

As at the Latest Practicable Date, the issued share capital of the Company comprised 608,046,880 Shares (excluding treasury shares). Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 121,609,376 new Shares under the Issue Mandate, representing 20% of the total number of the issued Shares (excluding treasury shares) as at the date of the AGM.

5. GENERAL MANDATE TO REPURCHASE SHARES

The Company’s existing mandate to repurchase shares was approved by ordinary resolutions at the annual general meeting held on 21 December 2023. The existing mandate to repurchase shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the total number of the issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution. The Repurchase Mandate will allow the Company to make repurchases only during the Relevant Period.

As at the Latest Practicable Date, the issued share capital of the Company comprised 608,046,880 Shares (excluding treasury shares). Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 60,804,688 Shares under the Repurchase Mandate, representing 10% of the total number of the issued Shares (excluding treasury shares) as at the date of the AGM.

An explanatory statement is required to be sent to the Shareholders under the Listing Rules and is set out in Appendix II to this circular, which provides the requisite information regarding the Repurchase Mandate to the Shareholders.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The forthcoming AGM is scheduled to be held on Wednesday, 18 December 2024. To determine the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 13 December 2024 to Wednesday, 18 December 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:00 p.m. on Thursday, 12 December 2024.

AGM

The notice convening the AGM to be held at Conference Room, LG/F, Camlux Hotel, 15 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 18 December 2024 at 10:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete 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 no less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of 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. Therefore, all resolutions as set out in the AGM Notice will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the 2024 AGM.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors consider that the proposals for the re-appointment of auditors, re-election of the retiring Directors, the grant of the Issue Mandate and the grant of Repurchase Mandate and the extension of the Issue Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

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
Bradaverse Education (Int'l) Investments Group 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 46, 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 13 years of experience in the securities industry with extensive management and compliance experience, in particular experience as a responsible officer and a representative specialized 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 was beneficially interested in 5,808,000 underlying Shares, representing 0.96% of the total number of issued Shares within the meaning of Part XV of the SFO, in respect of the share options granted to him under the Company’s share option scheme on 30 June 2022. 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 other professional qualifications. He did not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

Mr. Yip has entered into a letter of appointment with the Company regarding his directorship for a fixed term of three years commencing from 15 April 2024, 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. His remuneration was recommended by the Remuneration Committee and 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\$49,500 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.

Ms. Leung Sze Ki

Ms. Leung, aged 35, was appointed as an INED on 20 January 2023. Ms. Leung obtained her Bachelor of Business Administration degree in Accountancy from Hong Kong Baptist University in 2011. Ms. Leung is a Certified Public Accountant of The Hong Kong Institute of Certified Public Accountants. She has over 11 years of experience in the fields of financial reporting, financial analysis and auditing.

As at the Latest Practicable Date, Ms. Leung did not have any interest in any Shares within the meaning of Part XV of the SFO. Ms. Leung 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. She did not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

Ms. Leung has entered into a letter of appointment with the Company regarding her directorship for a fixed term of three years commencing on 20 January 2023, 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. Leung is entitled to a director's fee of HK\$10,000 per month. Her remuneration was recommended by the Remuneration Committee and 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. Leung 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 608,046,880 Shares in issue (excluding treasury shares). Subject to the passing of the ordinary resolution set out in item 7 of the AGM Notice 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 AGM, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 60,804,688 Shares, representing 10% of the Shares in issue (excluding treasury shares) as at the date of the AGM.

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. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchase, resolve to cancel the shares repurchased following settlement of any such repurchase or hold them as treasury shares. 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. 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 2024) 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 unless the proposed share repurchase are on terms 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, the following Shareholders had interests representing 5% or more of the issued share capital of 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 – Bradbury Global Opportunity Fund SP <i>(Note)</i>	Beneficial owner & interest of controlled corporation	175,872,000	28.92%	32.14%
Bradbury Private Investment IX Inc. <i>(Note)</i>	Beneficial owner	82,704,000	13.60%	15.11%

Note:

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 608,046,880 Shares in issue (excluding treasury shares) 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 AGM, 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 60,804,688 Shares (being 10% of the total number of issued Shares (excluding treasury 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 32.14% and 15.11% respectively. Such increase will give rise to an obligation on Bradbury Investment Fund (SPC) Limited – Bradbury Global Opportunity Fund SP to make a mandatory general offer under Rule 26 of the Takeovers Code. However, the Directors have no intention to exercise the Repurchase Mandate which would render any Shareholder or any other persons obliged to make a mandatory general offer under the Takeovers Code.

The Directors will not repurchase the Shares on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

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 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 of the Company that they have a present intention to sell any Shares 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.

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.

The Company may cancel such bought back Shares or hold them as treasury shares, subject to market conditions and the Company's capital management needs at the relevant time of the repurchases.

The Directors confirm that the explanatory statement set out in this Appendix contains the information required under Rule 10.06 of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

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 HK\$	Lowest HK\$
2023	November	1.94	1.61
	December	1.79	1.54
2024	January	1.77	1.26
	February	1.66	1.29
	March	1.66	1.30
	April	1.69	1.30
	May	1.61	1.28
	June	1.78	1.42
	July	1.77	1.56
	August	2.00	1.51
	September	2.24	1.56
	October	1.96	1.59
	November (up to the Latest Practicable Date)	1.86	1.69

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



Bradaverse Education (Int'l) Investments Group Limited **源宇宙教育(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 (“**AGM**”) of Bradaverse Education (Int'l) Investments Group Limited (“**Company**”) will be held at Conference Room, LG/F, Camlux Hotel, 15 Wang Kwong Road, Kowloon Bay, Kowloon, Hong Kong on Wednesday, 18 December 2024 at 10:00 a.m. to consider and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the report of the directors (“**Director(s)**”) and the auditors (“**Auditors**”) of the Company for the year ended 30 June 2024.
2. To re-elect Mr. Yip Kai Pong as an executive Director.
3. To re-elect Ms. Leung Sze Ki as an independent non-executive Director.
4. To authorise the board of Directors (“**Board**”) to fix the remuneration of the Directors.
5. 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

6. **“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, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate number of issued Shares (excluding treasury 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 (excluding treasury 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 AGM; or
- (iii) the passing of an ordinary resolution by the Shareholders in a general meeting to be held after the AGM 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).”

7. “**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 (excluding treasury shares) as at the date of passing of this resolution and the said mandate shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(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 AGM;

(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 AGM; or

(iii) the passing of an ordinary resolution by the Shareholders in a general meeting to be held after the AGM revoking or varying the mandate granted under this resolution.”

8. “**THAT** conditional upon the passing of resolutions set out in items 6 and 7 of the notice convening the AGM (“**Notice**”), the general mandate referred to in the resolution set out in item 6 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 7 of the Notice, provided that such extended amount shall not exceed 10% of the aggregate number of issued Shares (excluding treasury shares) on the date of passing of this resolution.”

By Order of the Board
Bradaverse Education (Int’l) Investments Group Limited
Yip Kai Pong
Executive Director

Hong Kong, 22 November 2024

NOTICE OF ANNUAL GENERAL MEETING

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

Notes:

1. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on behalf of him/her. A proxy need 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.
2. 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 10:00 a.m. on Monday, 16 December 2024 or not less than 48 hours before any adjournment of the AGM. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the AGM or any adjournment thereof if he/she so wish and, in such event, the form of proxy shall be deemed to be revoked.
3. In order to determine the right to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 13 December 2024 to Wednesday, 18 December 2024 (both days inclusive), during which no transfer of Shares can be registered. To qualify for attending and voting at the AGM, 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, 12 December 2024.
4. Where there are joint registered holders of any Shares, any one of such persons may vote at the AGM, 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 AGM 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.
5. As required under the Listing Rules, the above resolutions shall be decided by way of poll.

As at the date of this notice, the executive Directors are Mr. Yip Kai Pong and Mr. Li Ming Him; and the independent non-executive Directors are Mr. Yuen Chun Fai, Mr. Hong Ka Kei and Ms. Leung Sze Ki.