
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) GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
AND
(III) NOTICE OF THE ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Function Room V234 – YUE, 1/F, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Friday, 30 November 2018 at 10:30 a.m. is set out on pages 13 to 18 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event by 10:30 a.m. (Hong Kong time) on Wednesday, 28 November 2018 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 if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

30 October 2018

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company convened to be held at Function Room V234 – YUE, 1/F, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Friday, 30 November 2018 at 10:30 a.m.
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company (as amended from time to time)
“Company”	Hong Kong Education (Int’l) Investments Limited, an exempted company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time)
“Director(s)”	director(s) of the Company
“Extension Mandate”	as defined in paragraph 3(c) of the letter from the Board in this circular
“Group”	the Company and its subsidiaries
“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
“Issue Mandate”	as defined in paragraph 3(a) of the letter from the Board in this circular

DEFINITIONS

“Latest Practicable Date”	23 October 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	as defined in paragraph 3(b) of the letter from the Board in this circular
“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 Securities and Futures Commission of Hong Kong (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 Chung Yin Jeffrey
Mr. Wong King Hoi

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent non-executive Directors:

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

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

Rooms 1006-7, 10/F.
China United Centre
28 Marble Road
North Point
Hong Kong

30 October 2018

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

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

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 84 of the Bye-laws and the code provision A.4.2 of Appendix 14 to the Listing Rules, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation and a retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat.

As such, each of Mr. Tsang Ka Wai and Ms. Jor Stephanie Wing Yee will retire by rotation at the Annual General Meeting. Mr. Tsang Ka Wai and Ms. Jor Stephanie Wing Yee, being eligible, will offer themselves for re-election as an executive Director and an independent non-executive Director respectively at the Annual General Meeting.

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

3. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Pursuant to the ordinary resolutions passed by the Shareholders at the annual general meeting of the Company on 19 December 2017, general mandates were granted to the Directors to issue and repurchase Shares respectively. Such general mandates will lapse at the conclusion of the Annual General Meeting.

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. 109,514,176 Shares) based on the 547,570,880 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. 54,757,088 Shares) based on the 547,570,880 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

LETTER FROM THE BOARD

- (c) conditional upon the passing of the proposed resolution to grant to the Directors the Issue Mandate and the Repurchase Mandate, to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate (“**Extension Mandate**”).

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

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

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

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

4. ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 13 to 18 of this circular. At the Annual General Meeting, resolutions will be proposed for the Shareholders to, among other things, consider and, if thought fit, re-elect the retiring Directors and approve the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

LETTER FROM THE BOARD

In order to determine the right to attend the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 27 November 2018 to Friday, 30 November 2018 (both days inclusive), during which no transfer of Shares can be registered. To qualify for the attendance at the Annual General Meeting, Shareholders must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Monday, 26 November 2018.

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

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular and is published on the websites of the Stock Exchange and the Company. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and deposit, together with power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event by 10:30 a.m. (Hong Kong time) on Wednesday, 28 November 2018 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 and, in such event, the form of proxy shall be deemed to be revoked.

5. RECOMMENDATION

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

LETTER FROM THE BOARD

6. RESPONSIBILITY STATEMENT

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

By order of the Board
Hong Kong Education (Int'l) Investments Limited
Yip Chung Yin Jeffrey
Executive Director

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

Mr. Tsang Ka Wai

Mr. Tsang, aged 31, was appointed as an executive Director on 24 October 2017. He is also a director of certain subsidiaries of the Company. Mr. Tsang obtained a Bachelor of Economics and Finance Degree from the University of Hong Kong in 2010. Mr. Tsang has been a senior manager of a publisher of a newspaper focusing on in finance and investments news since 2015.

As at the Latest Practicable Date, Mr. Tsang did not have any interest in any Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Tsang did not hold 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. Tsang has entered into a service contract with the Company for a fixed term of three years which commenced on 24 October 2017 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. Mr. Tsang was 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 of the Company ("**Remuneration Committee**"). His remuneration was determined by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

Save 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 Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. Jor Stephanie Wing Yee

Ms. Jor, aged 36, was appointed as an independent non-executive Director on 10 November 2017. Ms. Jor obtained a Bachelor of Engineering (Honours) degree and a Bachelor of Commerce degree from the University of Auckland, New Zealand in 2005. Ms. Jor is qualified as a Chartered Financial Analyst of the CFA Institute and as a Chartered Accountant of the Chartered Accountants Australia and New Zealand. Ms. Jor has over 12 years of experience in the accounting and finance sector, in particular, corporate finance and financial advisory services.

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

Ms. Jor has entered into a letter of appointment with the Company for a fixed term of three years which commenced on 10 November 2017 until 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. Ms. Jor was entitled to a monthly director's fee of HK\$10,000. The remuneration of Ms. Jor was determined by the Board with reference to her background, experience, duties and responsibilities with the Company and the prevailing market conditions.

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

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by 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 547,570,880 Shares in issue. Subject to the passing of the ordinary resolution set out in item 7 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 54,757,088 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. IMPACT OF REPURCHASES

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 30 June 2018) in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODE

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

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

6. GENERAL

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

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any 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.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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

7. MARKET PRICES OF SHARES

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

Year	Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017	October	1.300	0.820
	November	0.930	0.490
	December	0.740	0.475
2018	January	0.750	0.550
	February	0.620	0.500
	March	0.660	0.550
	April	0.610	0.500
	May	0.600	0.500
	June	0.570	0.500
	July	0.520	0.435
	August	0.465	0.380
	September	0.540	0.385
	October (up to the Latest Practicable Date)	0.420	0.310

8. SHARES REPURCHASES MADE BY THE COMPANY

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

NOTICE OF ANNUAL GENERAL MEETING



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

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Meeting**”) of Hong Kong Education (Int'l) Investments Limited (“**Company**”) will be held at Function Room V234 – YUE, 1/F, City Garden Hotel, 9 City Garden Road, North Point, Hong Kong on Friday, 30 November 2018 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 2018.
2. To re-elect Mr. Tsang Ka Wai as an executive Director.
3. To re-elect Ms. Jor Stephanie Wing Yee as an independent non-executive Director.
4. To authorise the board of directors of the Company (“**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,

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 number 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).”

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 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.”

8. “**THAT** conditional upon the passing of resolutions set out in items 6 and 7 of the notice convening the Meeting (“**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 on the date of passing of this resolution.”

By order of the Board
Hong Kong Education (Int'l) Investments Limited
Yip Chung Yin Jeffrey
Executive Director

Hong Kong, 30 October 2018

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:*

Rooms 1006-7, 10/F.
China United Centre
28 Marble Road
North Point
Hong Kong

Notes:

- (1) 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 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event by 10:30 a.m. (Hong Kong time) on Wednesday, 28 November 2018 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 and, in such event, the form of proxy shall be deemed to be revoked.
- (3) In order to determine the right to attend the Meeting, the register of members of the Company will be closed from Tuesday, 27 November 2018 to Friday, 30 November 2018 (both days inclusive), during which no transfer of Shares can be registered. To qualify for the attendance at the Meeting, Shareholders must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Monday, 26 November 2018.
- (4) 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.
- (5) 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 of the date of this notice, the executive Directors are Mr. Tsang Ka Wai, Mr. Yip Chung Yin Jeffrey and Mr. Wong King Hoi; and the independent non-executive Directors are Ms. Jor Stephanie Wing Yee, Mr. Leung Ki Chi James and Mr. Fenn David.