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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, 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)

**(1) MAJOR TRANSACTIONS:
CONVOY SUBSCRIPTION AND IE CHINA SUBSCRIPTION;
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM to be held at Tai Po Room III-IV, 2/F, Regal Riverside Hotel, 34-36 Tai Chung Kiu Road, Shatin, New Territories, Hong Kong on Tuesday, 12 July 2016 at 10:15 a.m. is set out on pages SGM-1 to SGM-2 of this circular. A form of proxy for use at the SGM 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 SGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar 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 not less than 48 hours before the time fixed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the SGM if they so wish.

23 June 2016

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DEFINITIONS

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

“Board”	the board of Directors
“Company”	Hong Kong Education (Int’l) Investments Limited, a 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
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Convoy”	Convoy Financial Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1019)
“Convoy Group”	Convoy and its subsidiaries
“Convoy Placing”	the offer by way of private placing of a total of 7,508,300,000 new Convoy Shares at the placing price of HK\$0.35 per Convoy Share, details of which are set out in Convoy’s circular and announcement dated 18 September 2015 and 29 October 2015 respectively
“Convoy Share(s)”	share(s) of HK\$0.10 each in the share capital of Convoy
“Convoy Subscription”	(i) the application of 700,000,000 Convoy Shares by Fastek on 14 October 2015 and (ii) the actual allotment and issue of 699,996,000 Convoy Shares by Convoy to Fastek under the Convoy Placing on 29 October 2015
“Director(s)”	the director(s) of the Company
“Excess Application”	the application by Fastek to IE China for a total of 690,000,000 IE China Rights Shares in excess of its entitlement under the IE China Rights Issue made on 23 March 2016
“Fastek”	Fastek Investments Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“IE China”	Interactive Entertainment China Cultural Technology Investments Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8081)
“IE China Group”	IE China and its subsidiaries
“IE China Prospectus”	the prospectus of IE China dated 11 March 2016 in relation to the IE China Rights Issue
“IE China Rights Issue”	the offer of IE China Rights Shares to the Qualifying Shareholders on the basis of five IE China Rights Shares for every one IE China Share in issue held on the Record Date, details of which are set out in the IE China Prospectus
“IE China Rights Share(s)”	3,420,670,215 new IE China Shares allotted and issued pursuant to the IE China Rights Issue
“IE China Share(s)”	share(s) of HK\$0.01 each in the share capital of IE China
“IE China Subscription”	(i) the acceptance of the provisional allotment of 74,997,000 IE China Rights Shares under the IE China Rights Issue on 23 March 2016 and (ii) the Excess Application
“Independent Third Party(ies)”	third parties independent of the Company and its connected persons
“Latest Practicable Date”	20 June 2016, being the last practicable date before the printing of this circular for the purpose of ascertaining information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Qualifying Shareholders”	shareholders of IE China qualifying for the provisional allotments of the IE China Rights Shares under the IE China Rights Issue
“Record Date”	Thursday, 10 March 2016
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	a special general meeting of the Company convened to be held at Tai Po Room III-IV, 2/F, Regal Riverside Hotel, 34-36 Tai Chung Kiu Road, Shatin, New Territories, Hong Kong on Tuesday, 12 July 2016 at 10:15 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, approving and ratifying the transactions contemplated under each of the Convoy Subscription and IE China Subscription
“Share(s)”	the share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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. Wong Yuk Tong (*Chairman*)
Mr. Lee Wai Lok, Ignatious
(Vice Chairman & Chief Executive Officer)
Ms. Wu Mei Chu

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent non-executive Directors:

Mr. Ong Chi King
Mr. Lee Shu Fai
Mr. Pun Kwok Shan

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

Block C, 17/F
381 Sha Tsui Road
Tsuen Wan
New Territories
Hong Kong

23 June 2016

To the Shareholders

Dear Sir or Madam,

**MAJOR TRANSACTIONS:
CONVOY SUBSCRIPTION AND IE CHINA SUBSCRIPTION**

1. INTRODUCTION

The purpose of this circular is (i) to provide you with information in respect of the resolutions to be proposed at the SGM regarding the Convoy Subscription and the IE China Subscription; and (ii) to give you notice of the SGM.

2. CONVOY SUBSCRIPTION

Reference is made to Convoy's circular and announcement dated 18 September 2015 and 29 October 2015 respectively in respect of, among other matters, its placing of 7,508,300,000 Convoy Shares at the price of HK\$0.35 per Convoy Share.

LETTER FROM THE BOARD

On 14 October 2015, Fastek, which is an indirect wholly-owned subsidiary of the Company, applied for subscription of 700,000,000 Convoy Shares in Convoy Placing through an agent of the Convoy Placing, who is an Independent Third Party. On 29 October 2015, upon completion of the Convoy Placing, an aggregate of 699,996,000 Convoy Shares were allotted and issued to Fastek.

Immediately before completion of the Convoy Placing, the Group did not hold any Convoy Shares. Immediately upon completion of the Convoy Placing, the Group held 699,996,000 Convoy Shares (being approximately 4.69% of the then total issued share capital of Convoy).

Subscription price for Convoy Subscription

Based on the placing price of HK\$0.35 per Convoy Share, the total subscription price for the Group upon application of 700,000,000 Convoy Shares on 14 October 2015 was HK\$245,000,000 and the total subscription price actually paid by the Group for taking up 699,996,000 Convoy Shares was HK\$244,998,600, which was settled in cash and was financed by internal resources and idle cash of the Group.

Details for the basis of determining the placing price were disclosed in the circular of Convoy dated 18 September 2015 in relation to, among others, the Convoy Placing.

Information about Convoy Group

Convoy is a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1019). Convoy Group is principally engaged in the independent financial advisory business, money lending business, proprietary investment business, asset management business and corporate finance business.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of Convoy and its ultimate beneficial owners were Independent Third Parties.

Based on the annual report of Convoy for the year ended 31 December 2015 published by Convoy, the audited consolidated total assets and net asset value of Convoy as at 31 December 2015 were approximately HK\$6,230,718,000 and HK\$4,960,596,000 respectively. The financial information of Convoy for the two financial years ended 31 December 2015 are as follows:

	For the year ended 31 December 2015	For the year ended 31 December 2014
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)
(Loss)/profit before taxation	(499,703)	308,443
(Loss)/profit after taxation	(484,140)	241,478

LETTER FROM THE BOARD

Financial impact of the Convoy Subscription to the Group

Based on the unaudited pro forma financial information of the Group immediately after Convoy Subscription set out in Appendix IV to this circular, upon completion of the Convoy Subscription and assuming the Convoy Subscription had been completed on 30 June 2015, (a) the total assets of the Group would increase approximately 120.83% from approximately HK\$364.95 million to approximately HK\$805.93 million and its total liabilities would remain unchanged; and (b) the Group would record gain of approximately HK\$441.00 million arising on the change in fair value of the held-for-trading investments in Convoy Shares, being the difference between (i) the aggregate fair value of 699,996,000 Convoy Shares as at 30 June 2015 and (ii) the initial recognised amount of the held-for-trading investments in Convoy Shares. Please refer to the unaudited pro forma financial information of the Group as set out in Appendix IV to this circular for more details on the basis and assumptions of the aforesaid financial impact to the Group.

Reasons for and benefits of the Convoy Subscription

The Group is principally engaged in the provision of private educational services, investment in securities, property investments and money lending business.

The Directors were optimistic about the performance of Convoy Group. Taking into account the fact that the placing price of the Convoy Placing represented a discount to the then market price of Convoy Shares (as detailed in the circular of Convoy dated 18 September 2015 in relation to, among others, the Convoy Placing), the Convoy Subscription presented a good opportunity for the Group to purchase Convoy Shares in order to expand and diversify its securities portfolio under its securities investment business.

In view of the above, the Directors considered that the terms of the Convoy Subscription were on normal commercial terms, fair and reasonable and the Convoy Subscription was in the interests of the Company and the Shareholders as a whole.

Subsequent performance and changes of the Group's investment in Convoy Shares

Up to the Latest Practicable Date, the Group has not disposed of any of its holding of Convoy Shares. As at the Latest Practicable Date, the Group held 699,996,000 Convoy Shares and the closing price of each Convoy Share is HK\$0.365.

LETTER FROM THE BOARD

Based on the closing price per Convoy Share as at the Latest Practicable Date, a profit of approximately HK\$10,500,000 arising on change in fair value of held-for-trading investments is expected to be recorded, which represents the difference between (i) the aggregate fair value of 699,996,000 Convoy Shares amounting to approximately HK\$255,499,000 (based on the closing market price of HK\$0.365 per Convoy Share as at the Latest Practicable Date) and (ii) the initial recognised amount of the held-for-trading investments in 699,996,000 Convoy Shares of approximately HK\$244,999,000. Please refer to the pro forma financial information of the Group as set out in Appendix IV to this circular for more details.

3. IE CHINA SUBSCRIPTION

Reference is made to the IE China Prospectus and the announcements of IE China dated 8 April 2016 and 11 April 2016 in respect of the IE China Rights Issue of 3,420,670,215 IE China Rights Shares at the subscription price of HK\$0.155 each to the Qualifying Shareholders on the basis of five IE China Rights Shares for every one IE China Share in issue held on the Record Date.

As at the Record Date, Fastek was interested in 14,999,400 IE China Shares (representing approximately 2.19% of the then total issued share capital of IE China). Accordingly, under the IE China Rights Issue, Fastek was entitled to provisional allotment of 74,997,000 IE China Rights Shares.

On 23 March 2016, Fastek (i) accepted the provisional allotment of a total of 74,997,000 IE China Rights Shares; and (ii) submitted the Excess Application for 690,000,000 IE China Rights Shares under the IE China Rights Issue.

Subscription price for IE China Subscription

Based on the subscription price of HK\$0.155 per IE China Rights Share, the aggregate subscription price for accepting the provisional allotment of 74,997,000 IE China Rights Shares and applying for 690,000,000 IE China Rights Shares under Excess Application was HK\$118,574,535, which was satisfied in cash upon acceptance of the provisional allotment and submission of the Excess Application, and funded by internal resources of the Group and the net proceeds from the allotment and issue of the rights shares of the Company by way of rights issue on 7 August 2015 (“**Rights Issue**”).

Details for the basis of determining the subscription price of IE China Rights Shares were disclosed in the IE China Prospectus.

Allotment and issue of IE China Rights Shares

On 11 April 2016, 764,997,000 IE China Rights Shares were allotted and issued to Fastek under the IE China Rights Issue. Immediately upon completion of the IE China Rights Issue, the Group held 779,996,400 IE China Shares (representing approximately 19.00% of the then total issued share capital of IE China).

LETTER FROM THE BOARD

Information of IE China Group

IE China is a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8081). IE China Group is principally engaged in (i) mobile internet cultural business and provision of IT services; (ii) provision of medical diagnostic and health check services; (iii) provision of hospitality and related services in Australia; (iv) money lending business; and (v) assets investments business.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of IE China and its ultimate beneficial owners were Independent Third Parties.

Based on the annual results of IE China for the year ended 31 December 2015 published by IE China, the audited consolidated total assets and net asset value of IE China as at 31 December 2015 were approximately HK\$1,292,294,000 and HK\$854,004,000 respectively. The financial information of IE China for the last two financial years ended 31 December 2015 are as follows:

	For the year ended 31 December 2015	For the year ended 31 December 2014
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(audited)	(audited)
Profit/(loss) before taxation	55,311	(27,940)
Profit/(loss) for the year	81,963	(24,580)

Financial impact of the IE China Subscription to the Group

Based on the unaudited pro forma financial information of the Group immediately after IE China Subscription set out in Appendix IV to this circular, upon completion of the IE China Subscription and assuming the IE China Subscription had been completed on 30 June 2015, (a) the total assets of the Group would increase approximately 267.47% from approximately HK\$364.95 million to approximately HK\$1,341.08 million and its total liabilities would remain unchanged; and (b) the Group would record gain of approximately HK\$976.14 million arising on the change in fair value of the held-for-trading investments in IE China Rights Shares, being the difference between (i) the aggregate fair value of 764,997,000 IE China Rights Shares as at 30 June 2015 and (ii) the initial recognised amount of the held-for-trading investments in IE China Rights Shares. Please refer to the unaudited pro forma financial information of the Group as set out in Appendix IV to this circular for more details on the basis and assumptions of the aforesaid financial impact to the Group.

LETTER FROM THE BOARD

Reasons for and benefits of the IE China Subscription

The Group is principally engaged in the provision of private educational services, investment in securities, property investments and money lending business.

Having considered the recent financial performance and the business development of IE China, the Directors considered that they had ample growth potential. Taking into account the fact that the subscription price of IE China Rights Shares represented a relatively deep discount to the then market price of IE China Shares (as detailed in the IE China Prospectus), the IE China Subscription was a good opportunity for the Group to grow its securities investment business by acquiring additional stake in IE China by way of acceptance of provisional allotment as well as the Excess Application.

Therefore, the Directors considered that terms of the IE China Subscription were on normal commercial terms and were fair and reasonable and the IE China Subscription was in the interests of the Company and the Shareholders as a whole.

Subsequent performance and changes of the Group's investment in IE China Shares

On 13 April 2016, Fastek disposed of 5,000,000 IE China Shares at the average price of HK\$0.163 per IE China Share on the Stock Exchange. After such disposal, the Group held 774,996,400 IE China Shares, representing approximately 18.88% of the then total issued share capital of IE China. Such disposal did not constitute a notifiable transaction of the Company under the Listing Rules.

On 30 May 2016, 154,999,280 bonus IE China Shares were issued and allotted to Fastek under the bonus issue of IE China on the basis of two bonus IE China Shares for every ten IE China Shares. After such bonus issue and as at the Latest Practicable Date, the Group held 929,995,680 IE China Shares, representing approximately 18.88% of the total issued share capital of IE China.

As at the Latest Practicable Date, the closing price of each IE China Share is HK\$0.113.

Based on the closing price per IE China Share as at the Latest Practicable Date, a loss of approximately HK\$14,841,000 arising on change in fair value of held-for-trading investments is expected to be recorded, which represents the difference between (i) the aggregate fair value of 764,997,000 IE China Rights Shares and 152,999,400 bonus IE China Shares (allotted and issued to the Group under the bonus issue of IE China on the basis of two bonus IE China Shares for every ten IE China Shares on 30 May 2016) amounting to approximately HK\$103,734,000 (based on the closing market price of HK\$0.113 per IE China Share as at the Latest Practicable Date) and (ii) the initial recognised amount of the held-for-trading investments in 764,997,000 IE China Rights Shares of approximately HK\$118,575,000. Please refer to the pro forma financial information of the Group as set out in Appendix IV to this circular for more details.

LETTER FROM THE BOARD

4. IMPLICATIONS UNDER THE LISTING RULES

Upon clarification with the Stock Exchange, the Company accepted that, even though securities investment was one of the principal businesses of the Group, each of the Convoy Subscription and IE China Subscription fell under the definition of a “transaction” under Chapter 14 of the Listing Rules. As more than one of the relevant applicable percentage ratios (as defined in the Listing Rules) for each of the Convoy Subscription and IE China Subscription exceed 25% but all applicable percentage ratios are less than 100%, each of the Convoy Subscription and IE China Subscription constituted a major transaction for the Company under Chapter 14 of the Listing Rules and is subject to notification, announcement, circular and shareholder’s approval requirements under Chapter 14 of the Listing Rules.

The Company admitted that it had not complied with the notification, announcement, circular and shareholder’s approval requirements as soon as possible for each of the Convoy Subscription and IE China Subscription.

5. REMEDIAL ACTIONS

The Company deeply regrets that it had not timely complied with the Listing Rules in respect of the Convoy Subscription and the IE China Subscription. The Company has taken or will take the following remedial actions to comply with the relevant requirements under Chapter 14 of the Listing Rules to prevent similar incident from happening again in the future:

- i) The Company has immediately reviewed its current investment portfolio to check whether it shall comply with any Listing Rules requirements.
- ii) The Company has published the announcement on 12 May 2016 to inform the Shareholders of the details of the Convoy Subscription and IE China Subscription.
- iii) The Company has despatched this circular containing details of the Convoy Subscription and IE China Subscription to the Shareholders and convened the SGM to confirm and ratify the Convoy Subscription and IE China Subscription.
- iv) In order to prevent similar incident from happening again in the future, the Company has issued a memorandum to the investment committee of the Company which is responsible for managing the business segment of securities investment, reiterating that:
 - (a) Any purchase or disposal of securities should be a “transaction” under Chapter 14 of the Listing Rules.

LETTER FROM THE BOARD

- (b) The investment committee shall only effect any purchase or disposal of securities after the head office has evaluated the implications of the Listing Rules and the Company has complied with the applicable requirements under the Listing Rules and in case of any doubt, the Company shall consult external legal advisers or financial adviser.
- (c) The investment committee shall prepare summary report on the securities transactions and report to the audit committee semi-annually for checking whether the investment committee has complied with the guidance of the Group in relation to the purchase or disposal of securities.

In the event that the resolutions to approve and ratify the Convoy Subscription and/or the IE China Subscription are not passed at the SGM, the Company will, depending on the market prices of the Convoy Shares and the IE China Shares and the funding needs of the Group, sell the Convoy Shares and/or IE China Shares (as the case may be) on the market or through independent placing agent or to other independent third parties buyer. Any of such disposal will comply with the relevant Listing Rules. The Company will provide an update on the Company's plan to the Shareholders by way of announcement within three months after the SGM in case the resolutions to approve and ratify the Convoy Subscription and/or the IE China Subscription are not passed at the SGM.

6. SGM

The SGM will be held at Tai Po Room III-IV, 2/F, Regal Riverside Hotel, 34-36 Tai Chung Kiu Road, Shatin, New Territories, Hong Kong on Tuesday, 12 July 2016 at 10:15 a.m., for the Shareholders to consider, and if thought fit, approve and ratify each of the Convoy Subscription and IE China Subscription.

In compliance with the Listing Rules, the resolutions will be voted on by way of poll at the SGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting at the SGM to approve each of the Convoy Subscription and IE China Subscription.

You will find enclosed a form of proxy for use at the SGM. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the SGM to the office of the Company's branch registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM in person should you so wish.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that each of the Convoy Subscription and IE China Subscription are fair and reasonable and is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions to approve and ratify the Convoy Subscription and IE China Subscription at the SGM.

8. ADDITIONAL INFORMATION

Your attention is drawn to the information set out in the appendices to this circular.

By order of the Board
Hong Kong Education (Int'l) Investments Limited
Lee Wai Lok, Ignatious
Executive Director

1. THREE-YEAR FINANCIAL INFORMATION OF THE GROUP

The audited consolidated financial statements of the Group for each of the three years ended 30 June 2013, 30 June 2014 and 30 June 2015, including the notes thereto, have been disclosed in the annual reports of the Company for the years ended 30 June 2013 (pages 71 to 168) published on 18 October 2013 at <http://www.hkexnews.hk/listedco/listconews/SEHK/2013/1018/LTN20131018294.pdf>, 30 June 2014 (pages 63 to 200) published on 24 October 2014 at <http://www.hkexnews.hk/listedco/listconews/SEHK/2014/1024/LTN20141024408.pdf> and 30 June 2015 (pages 65 to 200) published on 26 October 2015 at <http://www.hkexnews.hk/listedco/listconews/SEHK/2015/1026/LTN20151026637.pdf> respectively, which are incorporated by reference into this circular. The unaudited condensed consolidated financial statements of the Group for the six-month period ended 31 December 2015, including the notes thereto, have been disclosed in the interim report of the Company for the six-month period ended 31 December 2015 (pages 5 to 44) published on 23 March 2016 at <http://www.hkexnews.hk/listedco/listconews/SEHK/2016/0323/LTN20160323433.pdf>, which are incorporated by reference into this circular.

The management discussion and analysis of the Group for the years ended 30 June 2013, 30 June 2014 and 30 June 2015 have been disclosed in the annual reports of the Company for the years ended 30 June 2013 (pages 8 to 24), 30 June 2014 (pages 7 to 22) and 30 June 2015 (pages 8 to 25) respectively, which are incorporated by reference into this circular. The management discussion and analysis of the Group for the six-month period ended 31 December 2015 has been disclosed in the interim report of the Company for the six-month period ended 31 December 2015 (pages 45 to 57), which are incorporated by reference into this circular. The said annual reports and interim report of the Company are available on the designated website of the Company at www.hkeduui.com and the website of the Stock Exchange at www.hkexnews.hk.

2. INDEBTEDNESS OF THE GROUP

At the close of business on 31 May 2016, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the total indebtedness of the Group was as follows:

Borrowings

As at the close of business on 31 May 2016, the Group had aggregate outstanding borrowings of approximately HK\$164.55 million comprising (i) unsecured bank borrowings of HK\$16.50 million; and (ii) unsecured loan notes issued by the Company of approximately HK\$148.05 million. No guarantee was given by other parties regarding the bank and other borrowings.

Facilities

As at the close of business on 31 May 2016, the Group had available banking facilities of HK\$32 million, of which HK\$12 million was secured by an investment property of the Group with carrying amount of HK\$29.60 million. HK\$16.50 million banking facilities of the Group was utilised as at 31 May 2016.

Capital commitment

As at 31 May 2016, the Group had capital commitments contracted for but not provided in the consolidated financial statements in relation to (i) acquisition of property, plant and equipment amounting to approximately HK\$11.51 million; and (ii) capital injection in a joint venture amounting to HK\$9.75 million.

Disclaimer

Save as aforesaid or as otherwise disclosed herein, at the close of business on 31 May 2016, and apart from intra-group liabilities and normal trade and other payables in the ordinary course of business, the Group did not have any loan capital issued and outstanding or agreed to be issued, or any outstanding bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, hire purchases commitments, guarantees or other material contingent liabilities.

3. WORKING CAPITAL STATEMENT OF THE GROUP

The Directors are of the opinion that, after taking into account the present available resources, cash flows to be generated from the operating activities, in the absence of unforeseen circumstances, the Group will have sufficient working capital to satisfy its requirements for at least the next 12 months following the date of this circular.

4. FINANCIAL AND TRADING PROSPECTS

The Group is principally engaged in the provision of private educational services, investment in securities, property investments and money lending business.

In the coming future, the Group foresees the competition of education industry will be more intensive. The Group will endeavour to remain its leading position in the industry and try to develop diversified business to strengthen its earning sources. In the meantime, the Group is keen on looking for stable investment plans and potential corporations to merge and acquire in order to intensify its business foundation and generate revenues. Besides education business, the Group intends to all secure high growth potential investments. The Group will actively consider a series of merger and acquisition actions to develop its business and generate ideal incomes to shareholders.

In Hong Kong

There is a phenomenal rise in the demand from mature working students to seek continuing advanced education in order to obtain higher bargaining power for better career prospects. In view of this, the Group will allocate sufficient resources on developing continuing education and professional education by recruiting related experienced tutors to launch more vocational courses and professional academic subjects. In addition, the Group will reinforce marketing promotions to draw the targeting groups to the Company's brand.

In the PRC

The Group will continue to collaborate with our business partners and seek new partners to extend and diversify our business units. The Group aims to become a major player in providing top-tier education services in different areas in the PRC.

5. MATERIAL ADVERSE CHANGE

Based on the closing price per IE China Share as at the Latest Practicable Date, a loss arising on change in fair value of held-for-trading investments in the amount of approximately HK\$14,841,000 is expected to be recorded. Please refer to the pro forma financial information of the Group as set out in Appendix IV to this circular for more details. Save as aforesaid, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 30 June 2015 (being the date to which the latest published audited accounts of the Group have been made up) and up to and including the Latest Practicable Date.

6. ACQUISITIONS BY THE GROUP AFTER THE LATEST PUBLISHED AUDITED ACCOUNTS

Apart from the Convoy Subscription and IE China Subscription, the Group has acquired the share capital of certain companies whose profits or assets make or will make a material contribution to the figures in the auditors' report or the next published accounts of the Company, details of which are set out below.

Acquisition of GET Shares

On 14 August 2015, Fastek acquired an aggregate of 37,400,000 shares ("GET Shares") of GET Holdings Limited ("GET"), a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the shares of which are listed on the Growth Enterprise Market of the Stock Exchange on the market through the Stock Exchange for an aggregate consideration of HK\$20,005,625 (excluding stamp duty and related expenses), which has been settled in cash financed by the proceeds from the Rights Issue. Completion has taken place on the second trading day after the orders were placed on 14 August 2015.

On 17 August 2015, Fastek further acquired an aggregate of 46,200,000 GET Shares on the market through the Stock Exchange for an aggregate consideration of HK\$18,850,950 (excluding stamp duty and related expenses), which has been settled in cash financed by the proceeds from the Rights Issue. Completion has taken place on the second trading day after the orders were placed on 17 August 2015.

On 21 August 2015, Fastek further acquired an aggregate of 35,000,000 GET Shares on the market through the Stock Exchange for an aggregate consideration of HK\$11,958,725 (excluding stamp duty and related expenses), which has been settled in cash financed by the proceeds from the Rights Issue. Completion has taken place on the second trading day after the orders were placed on 21 August 2015.

GET is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisements; (ii) the provision of website development, e-learning products and services; (iii) securities investment; (iv) money lending; (v) provision of insurance and mandatory provident fund schemes brokerage services; and (vi) provision of corporate management solutions and information technology contract services.

There is no variation to the aggregate of the remuneration payable to and benefits in kind receivable by the directors of the acquiring company in consequence of the above acquisitions.

The audited consolidated financial statements of GET for each of the three years ended 31 December 2013, 31 December 2014 and 31 December 2015, including the notes thereto, have been disclosed in the annual reports of GET for the years ended 31 December 2013 from page 60 to page 167 published at <http://www.hkexnews.hk/listedco/listconews/GEM/2014/0326/GLN20140326051.pdf> on 26 March 2014, 31 December 2014 from page 62 to page 195 published at <http://www.hkexnews.hk/listedco/listconews/GEM/2015/0330/GLN20150330113.pdf> on 30 March 2015 and 31 December 2015 from page 70 to page 203 published at <http://www.hkexnews.hk/listedco/listconews/GEM/2016/0330/GLN20160330311.pdf> on 30 March 2016 respectively, which are incorporated by reference into this circular. The unaudited condensed consolidated financial statements of GET for the three-month period ended 31 March 2016, including the notes thereto, have been disclosed in the first quarterly report of GET for the three-month period ended 31 March 2016 from page 3 to page 21 at <http://www.hkexnews.hk/listedco/listconews/GEM/2016/0512/GLN20160512083.pdf> published on 12 May 2016, which are incorporated by reference into this circular.

The management discussion and analysis of GET for the three years ended 31 December 2013, 31 December 2014 and 31 December 2015 have been disclosed in the annual reports of GET for the years ended 31 December 2013 from page 6 to page 16, 31 December 2014 from page 6 to page 20 and 31 December 2015 from page 6 to page 23 respectively, which are incorporated by reference into this circular. The management discussion and analysis of GET for the three-month period ended 31 March 2016 has been disclosed in the first quarterly report of GET for the three-month period ended 31 March 2016 from page 22 to page 34, which are incorporated by reference into this circular. The said annual reports and first quarterly report of GET are available on the designated website of GET at <http://www.geth.com.hk/publicsite/website/en/document.aspx?p=F> and the website of the Stock Exchange at www.hkexnews.hk.

Acquisition of Vision Smart

On 26 August 2015, the Group entered into a conditional sale and purchase agreement with Mr. Leung Wai Hon (“**Mr. Leung**”) in relation to the acquisition of 51% of the entire issued shares of Vision Smart Limited (“**Vision Smart**”) and the entire debts owing by Vision Smart to Mr. Leung at a consideration of HK\$16,809,046 (“**Vision Smart Acquisition**”). The Vision Smart Acquisition was completed on 16 October 2015 and Vision Smart has become an indirect wholly-owned subsidiary of the Group.

Vision Smart is principally engaged in property investment and investment holding.

There is no variation to the aggregate of the remuneration payable to and benefits in kind receivable by the directors of the acquiring company in consequence of the Vision Smart Acquisition.

The audited financial statements of Vision Smart for the period from 6 October 2014 (being its date of incorporation) to 30 June 2015, including the notes thereto, and the management discussion and analysis of Vision Smart for the same period have been disclosed in the circular of the Company dated 24 September 2015 published at <http://www.hkexnews.hk/listedco/listconews/SEHK/2015/0923/LTN20150923726.pdf> on 23 September 2015, which are incorporated by reference into this circular.

1. FINANCIAL INFORMATION OF CONVOY GROUP

The audited consolidated financial statements of Convoy Group for each of the three years ended 31 December 2013, 31 December 2014 and 31 December 2015, including the notes thereto, have been disclosed on the websites of the Stock Exchange at “<http://www.hkexnews.hk>” and of Convoy at “http://www.convoy.com.hk/en_US/home” as follows, which are incorporated by reference into this circular:

- (a) annual report of Convoy for the year ended 31 December 2013 published on 22 April 2014 (pages 61 to 129);
- (b) annual report of Convoy for the year ended 31 December 2014 published on 28 April 2015 (pages 63 to 137); and
- (c) annual report of Convoy for the year ended 31 December 2015 published on 28 April 2016 (pages 61 to 146).

2. MANAGEMENT DISCUSSION AND ANALYSIS OF CONVOY GROUP

The management discussion and analysis of Convoy Group for the year ended 31 December 2015 have been disclosed on the annual report of Convoy for the year ended 31 December 2015 published on 28 April 2016 (from pages 22 to 34), which is published on the websites of the Stock Exchange at “<http://www.hkexnews.hk>” and of Convoy at “http://www.convoy.com.hk/en_US/home” and is incorporated by reference into this circular.

APPENDIX III FINANCIAL INFORMATION OF IE CHINA GROUP

1. FINANCIAL INFORMATION OF IE CHINA GROUP

The audited consolidated financial statements of IE China Group for each of the three years ended 31 December 2013, 31 December 2014 and 31 December 2015, including the notes thereto, have been disclosed on the websites of the Stock Exchange at “<http://www.hkexnews.hk>” and of IE China at “<http://www.iechina.com.hk>” as follows, which are incorporated by reference into this circular:

- (a) annual report of IE China for the year ended 31 December 2013 published on 27 March 2014 (pages 28 to 91);
- (b) annual report of IE China for the year ended 31 December 2014 published on 30 March 2015 (pages 48 to 119); and
- (c) annual report of IE China for the year ended 31 December 2015 published on 30 March 2016 (pages 58 to 155).

2. MANAGEMENT DISCUSSION AND ANALYSIS OF IE CHINA GROUP

The management discussion and analysis of IE China Group for the year ended 31 December 2015 have been disclosed on the annual report of IE China for the year ended 31 December 2015 published on 30 March 2016 (from pages 6 to 17), which is published on the websites of the Stock Exchange at “<http://www.hkexnews.hk>” and of IE China at “<http://www.iechina.com.hk>” and is incorporated by reference into this circular.

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP**A. UNAUDITED PRO FORMA STATEMENT OF ASSETS AND LIABILITIES OF THE
GROUP**

The following unaudited pro forma statement of assets and liabilities of the Group (“**Unaudited Pro Forma Financial Information**”) is prepared by the Directors to illustrate the financial effect of the Convoy Subscription and the IE China Subscription by the Group, as if the Convoy Subscription and/or the IE China Subscription had been completed on 30 June 2015.

The Unaudited Pro Forma Financial Information has been prepared in accordance with Rule 4.29 of the Rules Governing the listing of Securities on The Stock Exchange (“**Listing Rules**”) for the purpose of illustrating the effect of the Convoy Subscription and/or the IE China Subscription, except that the unadjusted financial information in the Unaudited Pro Forma Financial Information is not derived from the most recent published interim report for the six months ended 31 December 2015 according to Rule 4.29(5)(a) but derived from the Company’s published annual report for the year ended 30 June 2015. The Directors consider that the financial information of the most recent published interim report for the six months ended 31 December 2015 has incorporated the financial effect of the Convoy Subscription on 29 October 2015 and it is suitable to present the Unaudited Pro Forma Financial Information based on the financial information derived from the Company’s published annual report for the year ended 30 June 2015 to illustrate the financial effect of the Convoy Subscription and/or the IE China Subscription by the Group, as if the Convoy Subscription and/or the IE China Subscription had been completed on 30 June 2015.

The Unaudited Pro Forma Financial Information is prepared based on the audited consolidated statement of financial position of the Group as at 30 June 2015, which has been extracted from the Company’s published annual report for the year ended 30 June 2015, after making pro forma adjustments relating to the Convoy Subscription and/or the IE China Subscription, as if the Convoy Subscription and/or the IE China Subscription had been completed on 30 June 2015.

The Unaudited Pro Forma Financial Information should be read in conjunction with the historical financial information of the Group set out in the annual report of the Company for the year ended 30 June 2015 and the interim report of the Company for the six months ended 31 December 2015 and other financial information included elsewhere in this Circular.

The Unaudited Pro Forma Financial Information is based on the aforesaid historical data after giving effect to the pro forma adjustments described in the accompanying notes. Narrative description of the pro forma adjustments that are (i) directly attributable to the transactions and (ii) factually supportable, is summarised in the accompanying notes.

The Unaudited Pro Forma Financial Information has been prepared by the Directors for illustrative purposes only and is based on a number of assumptions, estimates, uncertainties and current available information. Because of its hypothetical nature, the Unaudited Pro Forma Financial Information may not give a true picture of financial position of the Group that would have been attained had the Convoy Subscription and/or the IE China Subscription actually occurred on the dates indicated therein, where applicable, or any future dates.

**Scenario I: Unaudited pro forma statement of assets and liabilities of the Group
immediately after the completion of the Convoy Subscription**

	The Group as at 30 June 2015 HK\$'000 (Audited) (Note 1)	Pro forma adjustments HK\$'000 (Unaudited)	<i>Notes</i>	Pro forma Group as at 30 June 2015 HK\$'000 (Unaudited)
Non-current assets				
Property, plant and equipment	14,217			14,217
Investment property	29,600			29,600
Goodwill	60			60
Other intangible assets	1,088			1,088
Interests in associates	75,251			75,251
Interests in joint ventures	10,360			10,360
Loan receivables	6,854			6,854
Available-for-sale investments	29,239			29,239
Non-current deposits	<u>7,508</u>			<u>7,508</u>
	<u>174,177</u>			<u>174,177</u>
Current assets				
Trade and other receivables	26,001			26,001
Loan receivables	23,547			23,547
Amounts due from related parties	1,108			1,108
Other financial assets	2,609			2,609
Held-for-trading investments	32,345	244,999	2	718,341
		440,997	3	
Bank balances and cash	<u>105,167</u>	(245,017)	2, 6	<u>(139,850)</u>
	<u>190,777</u>			<u>631,756</u>
Current liabilities				
Other payables and accruals	16,396			16,396
Deferred income	7,684			7,684
Current tax liabilities	944			944
Amounts due to related parties	<u>195</u>			<u>195</u>
	<u>25,219</u>			<u>25,219</u>
Non-current liabilities				
Deferred tax liabilities	1,216			1,216
Provision for long service payments	<u>1,902</u>			<u>1,902</u>
	<u>3,118</u>			<u>3,118</u>
Net assets	<u><u>336,617</u></u>			<u><u>777,596</u></u>

**Scenario II: Unaudited pro forma statement of assets and liabilities of the Group
immediately after the completion of the IE China Subscription**

	The Group as at 30 June 2015 HK\$'000 (Audited) (Note 1)	Pro forma adjustments HK\$'000 (Unaudited)	Notes	Pro forma Group as at 30 June 2015 HK\$'000 (Unaudited)
Non-current assets				
Property, plant and equipment	14,217			14,217
Investment property	29,600			29,600
Goodwill	60			60
Other intangible assets	1,088			1,088
Interests in associates	75,251			75,251
Interests in joint ventures	10,360			10,360
Loan receivables	6,854			6,854
Available-for-sale investments	29,239			29,239
Non-current deposits	7,508			7,508
	<u>174,177</u>			<u>174,177</u>
Current assets				
Trade and other receivables	26,001			26,001
Loan receivables	23,547			23,547
Amounts due from related parties	1,108			1,108
Other financial assets	2,609			2,609
Held-for-trading investments	32,345	118,575	4	1,127,056
		976,136	5	
Bank balances and cash	105,167	(118,582)	4, 6	(13,415)
	<u>190,777</u>			<u>1,166,906</u>
Current liabilities				
Other payables and accruals	16,396			16,396
Deferred income	7,684			7,684
Current tax liabilities	944			944
Amounts due to related parties	195			195
	<u>25,219</u>			<u>25,219</u>
Non-current liabilities				
Deferred tax liabilities	1,216			1,216
Provision for long service payments	1,902			1,902
	<u>3,118</u>			<u>3,118</u>
Net assets	<u><u>336,617</u></u>			<u><u>1,312,746</u></u>

**Scenario III: Unaudited pro forma statement of assets and liabilities of the Group
immediately after the completion of the Convoy Subscription and the IE China
Subscription**

	The Group as at 30 June 2015 HK\$'000 (Audited) (Note 1)	Pro forma adjustments HK\$'000 (Unaudited)	Notes	Pro forma Group as at 30 June 2015 HK\$'000 (Unaudited)
Non-current assets				
Property, plant and equipment	14,217			14,217
Investment property	29,600			29,600
Goodwill	60			60
Other intangible assets	1,088			1,088
Interests in associates	75,251			75,251
Interests in joint ventures	10,360			10,360
Loan receivables	6,854			6,854
Available-for-sale investments	29,239			29,239
Non-current deposits	7,508			7,508
	<u>174,177</u>			<u>174,177</u>
Current assets				
Trade and other receivables	26,001			26,001
Loan receivables	23,547			23,547
Amounts due from related parties	1,108			1,108
Other financial assets	2,609			2,609
Held-for-trading investments	32,345	244,999	2	1,813,052
		440,997	3	
		118,575	4	
		976,136	5	
Bank balances and cash	105,167	(245,017)	2, 6	(258,432)
		(118,582)	4	
	<u>190,777</u>			<u>1,607,885</u>
Current liabilities				
Other payables and accruals	16,396			16,396
Deferred income	7,684			7,684
Current tax liabilities	944			944
Amounts due to related parties	195			195
	<u>25,219</u>			<u>25,219</u>
Non-current liabilities				
Deferred tax liabilities	1,216			1,216
Provision for long service payments	1,902			1,902
	<u>3,118</u>			<u>3,118</u>
Net assets	<u><u>336,617</u></u>			<u><u>1,753,725</u></u>

Notes to the unaudited pro forma statements of assets and liabilities

1. Figures are extracted from the audited consolidated financial statements of the Group as set out in the annual report of the Company for the year ended 30 June 2015.
2. The adjustments represent the recognition of held-for-trading investments in Convoy Shares and related transaction costs in aggregate of approximately HK\$245,017,000 settled in cash by the Group, being the consideration for the Convoy Subscription comprised of the total subscription price of approximately HK\$244,999,000 for the allotment and issue of 699,996,000 Convoy Shares by Convoy to the Group at the price of HK\$0.35 per Convoy Share and the related cost of approximately HK\$18,000 attributable to the Convoy Subscription, as if the completion of the Convoy Subscription had taken place on the date being reported on (i.e. 30 June 2015). This adjustment will not have continuing effect on the Group.
3. The adjustment represents the gain of approximately HK\$440,997,000 arising on the change in fair value of the held-for-trading investments in Convoy Shares, being the difference between (i) the aggregate fair values of 699,996,000 Convoy Shares of approximately HK\$685,996,000 as at 30 June 2015 (based on the then closing market price of HK\$0.98 per Convoy Share) and (ii) the initial recognised amount of the held-for-trading investments in Convoy Shares of approximately HK\$244,999,000 (note 2), as if the completion of the Convoy Subscription had taken place on the date being reported on (i.e. 30 June 2015). This adjustment will have continuing effect on the Group.

Had the calculation of the change in fair value of the held-for-trading investments in 699,996,000 Convoy Shares based on the closing market price of Convoy Shares as at the Latest Practicable Date (i.e 20 June 2016), the change in fair value of the held-for-trading investments in 699,996,000 Convoy Shares would have been a profit of approximately HK\$10,500,000, being the difference between (i) the aggregate fair value of 699,996,000 Convoy Shares amounting to approximately HK\$255,499,000 (based on the closing market price of HK\$0.365 per Convoy Share as at the Latest Practicable Date) and (ii) the initial recognised amount of the held-for-trading investments in 699,996,000 Convoy Shares of approximately HK\$244,999,000 (note 2).

4. The adjustments represent the recognition of held-for-trading investments in IE China Rights Shares and related transaction costs in aggregate of approximately HK\$118,582,000 settled in cash by the Group, being the consideration for the IE China Subscription comprised of the total subscription price of approximately HK\$118,575,000 for the provisional allotment of 74,997,000 IE China Rights Shares and the subscription of 690,000,000 IE China Rights Shares under the Excess Application at the subscription price of HK\$0.155 per IE China Rights Share and the related cost of approximately HK\$7,000 attributable to the IE China Subscription, as if the completion of the IE China Subscription had taken place on the date being reported on (i.e. 30 June 2015). This adjustment will not have continuing effect on the Group.

5. The adjustment represents the gain of approximately HK\$976,136,000 arising on the change in fair value of the held-for-trading investments in IE China Rights Shares, being the difference between (i) the aggregate fair value of 764,997,000 IE China Rights Shares of approximately HK\$1,094,711,000 as at 30 June 2015 (based on the adjusted closing market price of HK\$1.431 per IE China Share by reference to the adjusted closing market price of IE China Share as at 30 June 2015 quoted on the website of the Stock Exchange on the Latest Practicable Date) and (ii) the initial recognised amount of the held-for-trading investments in IE China Rights Shares of approximately HK\$118,575,000 (note 4), as if the completion of the IE China Subscription had taken place on the date being reported on (i.e. 30 June 2015). This adjustment will have continuing effect on the Group.

Had the calculation of the change in fair value of the held-for-trading investments in 764,997,000 IE China Rights Shares based on the closing market price of IE China Shares as at the Latest Practicable Date (i.e. 20 June 2016), the change in fair value of the held-for-trading investments in 764,997,000 IE China Rights Shares would have been a loss of approximately HK\$14,841,000, being the difference between (i) the aggregate fair value of 764,997,000 IE China Rights Shares and 152,999,400 bonus IE China Shares (allotted and issued to the Group under the bonus issue of IE China on the basis of two bonus IE China Shares for every ten IE China Shares on 30 May 2016) amounting to approximately HK\$103,734,000 (based on the closing market price of HK\$0.113 per IE China Share as at the Latest Practicable Date) and (ii) the initial recognised amount of the held-for-trading investments in 764,997,000 IE China Rights Shares of approximately HK\$118,575,000 (note 4).

6. The Unaudited Pro Forma Financial Information presented above does not take into account of any trading or other transactions subsequent to the date of the financial statements included in the Unaudited Pro Forma Financial Information (i.e. 30 June 2015), in particular, the net proceeds of approximately HK\$369.1 million raised from the Company's rights issue which had been completed on 7 August 2015 ("**Rights Issue**"). Had the effect of net proceeds from the Rights Issue been taken into account, the deficit in the bank balances and cash presented above in the unaudited pro forma statements of assets and liabilities under scenarios I, II and III of approximately HK\$139,850,000, HK\$13,415,000 and HK\$258,432,000 respectively would have been increased by approximately HK\$369.1 million and changed to positive bank balances and cash under scenarios I, II and III of approximately HK\$229,250,000, HK\$355,685,000 and HK\$110,668,000 respectively, assuming that the Rights Issue had been completed on 30 June 2015.

**B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION
INCLUDED IN A CIRCULAR**

The following is the text of a report, prepared for the purpose of inclusion in this Circular, received from the Company's reporting accountants, HLB Hodgson Impey Cheng Limited, Certified Public Accountants, Hong Kong.



國衛會計師事務所有限公司
Hodgson Impey Cheng Limited

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

**INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION
INCLUDED IN A CIRCULAR****To the Directors of Hong Kong Education (Int'l) Investments Limited**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Hong Kong Education (Int'l) Investments Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statements of assets and liabilities of the Group as at 30 June 2015, and related notes (the “**Unaudited Pro Forma Financial Information**”) as set out in Section A of Appendix IV to the circular issued by the Company dated 23 June 2016 (the “**Circular**”). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in Section A of Appendix IV to the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the directors to illustrate the impact of Convoy Subscription and IE China Subscription (as defined in the Circular) on the consolidated statement of assets and liabilities of the Group as if the Convoy Subscription and/or IE China Subscription had taken place at 30 June 2015. As part of this process, information about the Group's financial position has been extracted by the directors from the Group's financial statements for the year ended 30 June 2015, on which an audit report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of the Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline (“**AG 7**”), “*Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars*”, issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Control 1 “*Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*” issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420, “*Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*”, issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2015 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgement, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Hong Kong, 23 June 2016

1. 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS OF DIRECTORS

As at the Latest Practicable Date, the following Director had or was deemed to have interests in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests which he was taken or deemed to have under such provisions of SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the Company and the Stock Exchange:

Name of Director	Nature of interest	Number of Shares held	Approximate
			percentage of shareholding in the Company as at the Latest Practicable Date
Mr. Lee Wai Lok, Ignatious	Interest in a controlled corporation	37,472,960 (Note)	8.21%

Note: These Shares are held by Beautiful Choice Investments Limited (“**Beautiful Choice**”). Mr. Lee Wai Lok, Ignatious is deemed to be interested in the Shares held by Beautiful Choice by virtue of his interest in the entire issued share capital of Beautiful Choice. Mr. Lee Wai Lok, Ignatious is the sole director of Beautiful Choice.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had or was deemed to have any interests and short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers under the Listing Rules to be notified to the Company and the Stock Exchange.

3. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business of the Group) have been entered into by the Group within two years immediately preceding the Latest Practicable Date which are or may be material:

- (a) the placing agreement dated 3 December 2014 entered into between the Company, Astrum Capital Management Limited and SBI China Capital Financial Services Limited (collectively “**Placing Agents**”), pursuant to which the Company has agreed to place through the Placing Agents, on a best effort basis, up to a total of 271,616,000 placing shares pursuant to the general mandate granted to the Directors at the annual general meeting on 26 November 2014, to not less than six placees who and whose ultimate beneficial owners are Independent Third Parties, at the placing price of HK\$0.122 per placing share;
- (b) the shareholders agreement dated 12 December 2014 entered into among Ultimate Elite Investments Limited (“**Ultimate Elite**”), a non-wholly-owned subsidiary of the Company, Mr. Leung and Vision Smart in respect of the respective rights and obligations of Ultimate Elite, Mr. Leung and the arrangements between them and Vision Smart and amongst themselves;
- (c) the sale and purchase agreement dated 13 January 2015 entered into between Vision Smart (as purchaser) and Speedy Tact Development Limited (as vendor) in relation to the sale and purchase of the certain properties at the consideration of HK\$108,827,060;
- (d) the underwriting agreement dated 24 April 2015 entered into between the Company and Jun Yang Securities Company Limited (as the underwriter) in relation to the underwriting arrangement of 1,303,756,800 rights shares at the subscription price of HK\$0.295 each;

- (e) the supplemental agreement dated 28 April 2015 entered into between South Right Limited (as vendor), Infinity Domain International Limited (as purchaser), Link Resources (Asia) Limited (as the acquisition target) and Mr. Bradley Douglas Garth Maclean (as guarantor) to amend the profit guarantee provisions in the shareholders' agreement dated 4 September 2013 in respect of the acquisition of approximately 43% in the issued shares of Link Resources (Asia) Limited;
- (f) the supplemental agreement dated 30 April 2015 entered into between China Rich Finance Limited (“**China Rich**”), a wholly-owned subsidiary of the Company (as lender), and Capital Mate Limited as borrower, an Independent Third Party, to extend the maturity date of a loan in the original principal amount of HK\$15 million granted by China Rich to the borrower pursuant to a loan agreement dated 10 September 2014 for 32 days from 30 April 2015 to 1 June 2015;
- (g) the sale and purchase agreement dated 26 August 2015 entered into between Ultimate Elite (as purchaser) and Mr. Leung (as vendor) in relation to the Vision Smart Acquisition (details of which are disclosed in page I-5 of this circular);
- (h) the placing agreement dated 5 November 2015 entered into between the Company as issuer and Convoy Asset Management Limited as placing agent in relation to the placing of the 8% per annum notes issued by the Company in an aggregate principal amount of up to HK\$150,000,000 maturing on the day immediately preceding the second anniversary of the date of issue of such notes;
- (i) the sale and purchase agreement dated 15 January 2016 entered into between Rosy Lane Investments Limited, a wholly-owned subsidiary of the Company (as vendor) and Praiseful Moment Limited (as purchaser) in relation to the disposal of 40% of the issued share capital of Ultimate Elite at the consideration of HK\$50 million;
- (j) the loan agreement entered into between China Rich as lender and a company which is an Independent Third Party as borrower in relation to a loan in the principal amount of HK\$18,000,000, bearing interest at a rate of 12% per annum for a period of six months; and
- (k) the second supplemental agreement dated 18 March 2016 entered into among the Company, Mr. Leung and Mr. Poon Chun Yin in relation to the acquisition of 47% interests in Seasoned Leader Limited, pursuant to which, among other matters, the parties confirmed and acknowledged that the Actual PAT (as defined therein) was HK\$14,209,500 and the amount of the consideration should not be adjusted.

Save as disclosed above, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by any member of the Group within the two years immediately preceding the Latest Practicable Date.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

5. EXPERTS AND CONSENTS

The following is the qualification of the expert who has been named in this circular or have given opinions, letter or advice contained in this circular:

Name	Qualification
HLB Hodgson Impey Cheng Limited	Certified Public Accountants

HLB Hodgson Impey Cheng Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion therein of its letter and/or reference to its name, in the form and context in which it appears.

As at the Latest Practicable Date, HLB Hodgson Impey Cheng Limited was not beneficially or otherwise interested in the share capital of any member of the Group nor had any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group, nor did it have any direct or indirect interests in any assets which have been acquired or disposed of by or leased to, or are proposed to be acquired or disposed of by or leased to, any member of the Group since 30 June 2015, being the date to which the latest published audited consolidated financial statements of the Group were made up.

6. LITIGATION

As at the Latest Practicable Date, none of the members of the Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

7. DIRECTORS' COMPETING INTERESTS

To the best knowledge of the Directors, as at the Latest Practicable Date, none of the Directors or their respective close associates had any interests in a business, which competes or is likely to compete either directly or indirectly with the business of the Group which would be required to be disclosed under Rule 8.10 of the Listing Rules, as if the Directors were controlling Shareholders.

8. DIRECTORS' INTERESTS IN CONTRACTS OR ARRANGEMENTS

None of the Directors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date which is significant in relation to the business of the Group, nor had any Director had any direct or indirect interests in any assets which have been acquired or disposed of by or leased to, or are proposed to be acquired or disposed of by or leased to, any member of the Group since 30 June 2015, being the date to which the latest published audited consolidated financial statements of the Group were made up.

9. GENERAL

- (a) The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (b) The head office and principal place of business of the Company in Hong Kong is at Block C, 17/F, 381 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong.
- (c) The company secretary of the Company is Ms. Cheung Po King, who is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.
- (d) The English text of this circular shall prevail over the Chinese text.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during business hours from 10:00 a.m. to 1:00 p.m. and from 2:00 p.m. to 5:00 p.m. at the office of Messrs. Leung & Lau at Units 7208-10, 72nd Floor, The Center, 99 Queen's Road C., Central, Hong Kong from the date of this circular up to and including the date of the SGM (except Saturdays and public holidays):

- (a) the memorandum of continuance and bye-laws of the Company;
- (b) the annual reports of the Company for the three years ended 30 June 2015 and the interim report of the Company for the six months ended 31 December 2015;
- (c) the letter on the unaudited pro forma financial information of the Group issued by HLB Hodgson Impey Cheng Limited as set out in Appendix IV to this circular;
- (d) the written consents referred to in the section headed "Experts and Consents" in this appendix;
- (e) the material contracts referred to in the section headed "Material Contracts" in this appendix;
- (f) the circular of the Company dated 24 September 2015 in relation to the Vision Smart Acquisition; and
- (g) this circular.

NOTICE OF SGM



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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (“**Meeting**”) of Hong Kong Education (Int'l) Investments Limited (“**Company**”) will be held at 10:15 a.m. on Tuesday, 12 July 2016 at Tai Po Room III-IV, 2/F, Regal Riverside Hotel, 34-36 Tai Chung Kiu Road, Shatin, New Territories, Hong Kong to consider and, if thought fit, pass the following resolutions as ordinary resolutions.

ORDINARY RESOLUTIONS

1. “**THAT** the Convoy Subscription (as defined in the circular of the Company dated 23 June 2016 (“**Circular**”), a copy of which is marked “**A**” and signed by the chairman of the meeting for identification purpose has been tabled at the Meeting) and all matters in connection therewith or incidental thereto be and are hereby approved, confirmed and ratified.”
2. “**THAT** the IE China Subscription (as defined in the Circular, a copy of which is marked “**A**” and signed by the chairman of the meeting for identification purpose has been tabled at the Meeting) and all matters in connection therewith or incidental thereto be and are hereby approved, confirmed and ratified.”

By order of the Board

Hong Kong Education (Int'l) Investments Limited

Lee Wai Lok, Ignatious

Executive Director

Hong Kong, 23 June 2016

NOTICE OF SGM

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Block C, 17/F
381 Sha Tsui Road
Tsuen Wan
New Territories
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/it. 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/its 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, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. 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) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.

As at the date of this notice, the executive Directors are Mr. Wong Yuk Tong, Mr. Lee Wai Lok, Ignatious, and Ms. Wu Mei Chu; and the independent non-executive Directors are Mr. Ong Chi King, Mr. Lee Shu Fai and Mr. Pun Kwok Shan.