
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 with limited liability)

(Stock Code: 1082)

- (I) RE-ELECTION OF RETIRING DIRECTOR;
(II) GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(III) PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT
UNDER THE SHARE OPTION SCHEME;
(IV) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL
AND
(V) NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Ballroom I, 2/F, Courtyard By Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, New Territories, Hong Kong on Wednesday, 26 November 2014 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.hkeduii.com) respectively.

Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and 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 annual general meeting or any adjournment thereof. 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.

27 October 2014

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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.

DEFINITIONS

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

“10% General Limit”	the 10% limit imposed under the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company (if any), which has been “refreshed” and may be further “refreshed” pursuant to the rules of the Share Option Scheme
“Annual General Meeting”	the annual general meeting of the Company to be held at Ballroom I, 2/F, Courtyard By Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, New Territories, Hong Kong on Wednesday, 26 November 2014 at 10:30 a.m.
“Articles of Association”	the articles of association of the Company adopted on 11 June 2011, as amended or supplemented from time to time
“Board”	the board of Directors
“Company”	Hong Kong Education (Int’l) Investments Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“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
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$150,000,000 (divided into 1,500,000,000 Shares) to HK\$300,000,000 (divided into 3,000,000,000 Shares) by the creation of 1,500,000,000 additional Shares

DEFINITIONS

“Issue Mandate”	as defined in paragraph 3(a) of the letter from the Board in this circular
“Last Refreshment Resolution”	the ordinary resolution passed at the extraordinary general meeting of the Company held on 18 July 2014 for the refreshment of the 10% General Limit
“Latest Practicable Date”	22 October 2014, 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
“Proposed Refreshment”	the proposed refreshment of the 10% General Limit under the Share Option Scheme at the Annual General Meeting
“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\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme of the Company adopted by the Company pursuant to an ordinary resolution passed by all the then Shareholders on 11 June 2011
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“%”	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 with limited liability)

(Stock Code: 1082)

Executive Directors:

Mr. Wong Yuk Tong (*Chairman*)

Mr. Lee Wai Lok, Ignatious

(Vice Chairman and Chief Executive Officer)

Ms. Wu Mei Chu

Independent non-executive Directors:

Mr. Ong Chi King

Ms. Chan Lai Yee

Mr. Lee Shu Fai

Registered office:

P.O. Box 309, Uglan House

Grand Cayman KY1-1104

Cayman Islands

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

Block C, 17/F

381 Sha Tsui Road

Tsuen Wan

New Territories

Hong Kong

27 October 2014

To the Shareholders

Dear Sir or Madam,

**(I) RE-ELECTION OF RETIRING DIRECTOR;
(II) GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(III) PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT
UNDER THE SHARE OPTION SCHEME;
AND
(IV) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to the proposals for (i) the re-election of retiring Director at the Annual General Meeting; (ii) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (iii) the Proposed Refreshment of the 10% General Limit under the Share Option Scheme; and (iv) the proposed Increase in Authorised Share Capital, and to give you notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTOR

Pursuant to Article 16.18 of the Articles of Association, 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. Wong Yuk Tong and Ms. Chan Lai Yee will retire by rotation at the Annual General Meeting. Mr. Wong Yuk Tong, being eligible, will offer himself for re-election as an executive Director at the Annual General Meeting. Ms. Chan Lai Yee will not offer herself for re-election due to her other business commitments, and will retire as an independent non-executive Director upon conclusion of the Annual General Meeting. To ensure the continuing compliance with Rule 3.10 of the Listing Rules which requires the Board to be comprised with at least three independent non-executive Directors, the Company will make appropriate arrangement and will make further announcement as and when appropriate.

Biographical details of Mr. Wong Yuk Tong, the Director who is 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 November 2013, 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 aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$27,161,600 (equivalent to 271,616,000 Shares) based on the 1,358,080,000 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 aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$13,580,800 (equivalent to 135,808,000 Shares) based on the 1,358,080,000 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 aggregate nominal amount 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, the Repurchase Mandate and the Extension 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 Articles of Association to be held after the Annual General Meeting; or
- (c) the passing of an ordinary resolution by the Shareholders in a general meeting to be held after the Annual General Meeting revoking or varying the relevant mandate.

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

4. PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT UNDER THE SHARE OPTION SCHEME

Under the rules of the Share Option Scheme:

- (a) the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company is subject to the 10% General Limit; and
- (b) the maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the Shares in issue from time to time (“**30% Overall Limit**”).

LETTER FROM THE BOARD

Pursuant to the rules of the Share Option Scheme, the Company may seek approval from Shareholders in general meeting for refreshing the 10% General Limit so that the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company shall be re-set at 10% of the Shares in issue as at the date of approval of the limit as “refreshed”. In this connection, options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the 10% General Limit as “refreshed”.

The 10% General Limit has been previously refreshed twice since the adoption of the Share Option Scheme. The existing 10% General Limit is 96,400,000 Shares, being 10% of the Shares in issue as at 18 July 2014, the date of passing of the Last Refreshment Resolution.

Since the date of the passing of the Last Refreshment Resolution and up to the Latest Practicable Date, options carrying the rights to subscribe for a total of 96,400,000 Shares had been granted under the Share Option Scheme. The Company has complied with Rule 17.03(4) of the Listing Rules for the aforesaid share options granted. As at the Latest Practicable Date, none of the options granted pursuant to the 10% General Limit as refreshed by the Last Refreshment Resolution had been cancelled, lapsed or exercised. As a result, the 10% General Limit as refreshed by the Last Refreshment Resolution has been fully utilised.

In order to provide the Company with the flexibility in granting share options to eligible persons (including but not limited to employees and Directors) under the Share Option Scheme as incentives or rewards for their contribution to the Group, the Board decided to seek the approval from the Shareholders at the Annual General Meeting for the refreshment of the 10% General Limit. The Directors consider that the Proposed Refreshment is in the interests of the Company and the Shareholders as a whole.

If the 10% General Limit is further “refreshed”, on the basis of 1,358,080,000 Shares in issue as at the Latest Practicable Date and assuming that, prior to the Annual General Meeting, no Shares are issued (whether upon exercise of options granted under the Share Option Scheme or otherwise) or repurchased by the Company, the 10% General Limit will be re-set at 135,808,000 Shares and the Company will be allowed to grant further options under the Share Option Scheme and other share option scheme (if any) of the Company carrying the rights to subscribe for a maximum of 135,808,000 Shares (“**Available Limit**”).

LETTER FROM THE BOARD

On the basis of 1,358,080,000 Shares in issue as at the Latest Practicable Date, the 30% Overall Limit represented a total of 407,424,000 Shares. As at the Latest Practicable Date, the total number of Shares which might be issued upon the exercise of all outstanding options granted since the adoption of the Share Option Scheme and yet to be exercised was 154,000,000 (“**Outstanding Options**”). The maximum number of Shares which might be issued upon the exercise of the Outstanding Options together with the Available Limit arising from the refreshment of the 10% General Limit amounted to 289,808,000 which represented approximately 21.34% of the issued Shares as at the Latest Practicable Date, and accordingly, did not exceed the 30% Overall Limit as at the Latest Practicable Date. Apart from the Share Option Scheme and the options granted thereunder, the Company has no other share option scheme to subscribe for Shares.

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, such number of Shares to be allotted and issued pursuant to the exercise of the options granted under the Share Option Scheme within the 10% General Limit as refreshed by the Proposed Refreshment.

5. PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The Company had an authorised share capital of HK\$150,000,000 divided into 1,500,000,000 Shares of which 1,358,080,000 Shares were in issue as at the Latest Practicable Date.

In order to cater for the possible issue of new Shares in the future, the Board proposes to increase the authorised share capital of the Company to HK\$300,000,000 divided into 3,000,000,000 Shares by the creation of 1,500,000,000 additional new Shares. Such new Shares, upon issued and fully paid, shall rank pari passu in all respects with the Shares then in issue.

As at the Latest Practicable Date, the Board has no present intention to issue any part of the increased authorised share capital of the Company. Further announcement(s) will be made by the Company if it proposes to issue any new Shares in the future.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the Annual General Meeting. The Board is of the view that the Increase in Authorised Share Capital will provide flexibility to the Company in determining its future business plan, and is therefore in the interest of the Company and the Shareholders taken as a whole.

LETTER FROM THE BOARD

6. 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 Director, approve the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and approve the Proposed Refreshment and the proposed Increase in Authorised Share Capital.

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 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, at 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 appointed for holding the Annual General Meeting or any adjournment thereof. 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.

7. RECOMMENDATION

The Directors consider that the resolutions, including without limitation, regarding the re-election of the retiring Director, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the approval of the Proposed Refreshment and the proposed Increase in Authorised Share Capital, 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.

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

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

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

Mr. Wong Yuk Tong (“Mr. Wong”)

Mr. Wong, aged 64, is an executive Director and the chairman of the Group. Mr. Wong was appointed as an independent non-executive Director on 10 August 2012 before this redesignation as an executive Director and appointment as the chairman of the Board on 8 March 2013. Mr. Wong obtained a bachelor degree and a master degree in Education from the Chinese University of Hong Kong in October 1992 and December 1996 respectively. He was the headmaster of Kei Sau Primary School from 1989 to 1990, the headmaster of Kei Tze Primary School from 1990 to 1993, the headmaster of Kei Wai Primary School from 1993 to 1995 and the headmaster of Heep Woh Primary School from 1995 to 2010. He served as a board member in the centralised board of manager for feeder schools of The Hong Kong Council of the Church of Christ in China for approximately 12 years. He was also a committee member of the Basic Law Promotion Steering Committee of the Constitutional and Mainland Affairs Bureau for the period from 2004 to 2009.

As at the Latest Practicable Date, Mr. Wong did not have any interest in any Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Wong did not hold any other directorship in other listed companies in the last three years nor had any major appointment. 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. Wong has entered into a service contract with the Company for an initial term of three years commenced on 8 March 2013 and will continue thereafter 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 Articles of Association. Mr. Wong was entitled to a director remuneration of HK\$20,000 per month (subject to annual review by the Board and/or the remuneration committee of the Board) in accordance with his service contract. 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. Wong 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 all information reasonably necessary 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 issued share capital of the Company comprised 1,358,080,000 Shares. Subject to the passing of the ordinary resolution set out in item 6 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, an aggregate nominal amount of Shares not exceeding HK\$13,580,800 (equivalent to 135,808,000 Shares), representing 10% of the aggregate nominal amount 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 association (“**Memorandum**”) and the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

The Company is empowered by its Memorandum and Articles of Association to repurchase Shares. The laws of the Cayman Islands provide that a purchase of shares may be made (to the extent of the par value of such shares) out of profits or the proceeds of a fresh issue of shares made for such purpose or, out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorised by its Articles of Association. Any premium payable on a purchase may be made out of profits, the Company’s share premium account or out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorised by its Articles of Association.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

4. IMPACT OF REPURCHASE

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 2014) 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 extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODE

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

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

6. GENERAL

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

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Share to the Company or its subsidiaries, or that they have undertaken not to sell any Share 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 and the applicable laws and regulations of the Cayman Islands.

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 HK\$	Lowest HK\$
2013	October	0.300	0.223
	November	0.285	0.234
	December	0.260	0.221
2014	January	0.238	0.205
	February	0.210	0.182
	March	0.218	0.192
	April	0.205	0.178
	May	0.184	0.148
	June	0.197	0.165
	July	0.255	0.172
	August	0.275	0.210
	September	0.310	0.205
	October (up to the Latest Practicable Date)	0.234	0.156

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 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 Ballroom I, 2/F, Courtyard By Marriott Hong Kong Sha Tin, 1 On Ping Street, Shatin, New Territories, Hong Kong on Wednesday, 26 November 2014 at 10:30 a.m. to consider and, if thought fit, pass the following resolutions, each as 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 2014.
2. To re-elect Mr. Wong Yuk Tong as an executive Director.
3. To authorise the board of directors of the Company (“**Board**”) to fix the remuneration of the Directors.
4. To re-appoint HLB Hodgson Impey Cheng Limited as the Auditors and to authorise the Board to fix its remuneration.
5. “**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 warrants, bonds, notes and other securities which carry right to subscribe for or are convertible into Shares) which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, 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 nominal amount of share capital 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 articles of association of the Company (“**Articles of Association**”); and
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants, convertible bonds, debentures, notes or any securities issued by the Company which are convertible into Shares,

shall not exceed the aggregate of:

- (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution; and
- (bb) (if the Directors are so authorised by a separate ordinary resolution of the Shareholders) the aggregate nominal amount of the share capital of the Company which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution);

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

NOTICE OF ANNUAL GENERAL MEETING

- (d) 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 Articles of Association to be held after the Meeting; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company (“**Shareholders**”) in general meeting to be held after the Meeting revoking or varying the mandate granted under this resolution.

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

6. “**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 nominal amount of Shares to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

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(c) 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 Articles of Association to be held after the Meeting; or
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting to be held after the Meeting revoking or varying the mandate granted under this resolution.”

7. “**THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening the Meeting (“**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate nominal amount 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 nominal amount of the Shares repurchased by the Company pursuant to the general mandate referred to in the resolution set out in item 6 of the Notice, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

8. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the Share Option Scheme, representing 10% of the issued share capital of the Company as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme (terms as defined in the circular to the Shareholders dated 27 October 2014 having the same meanings when used in this resolution):

- (a) approval be and is hereby granted for refreshing the 10% mandate under the Share Option Scheme (“**Refreshed Scheme Mandate**”) provided that the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share

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option schemes of the Company under the limit as refreshed hereby shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and

- (b) the directors of the Company or a duly authorised committee thereof be and is/are hereby authorised: (i) at its/their absolute discretion, to grant options to subscribe for Shares within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

9. **“THAT:**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$150,000,000 divided into 1,500,000,000 Shares to HK\$300,000,000 divided into 3,000,000,000 Shares by the creation of 1,500,000,000 additional Shares (**“Increase in Authorised Share Capital”**); and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

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

Hong Kong, 27 October 2014

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

P.O. Box 309, Ugland House
Grand Cayman KY1-1104
Cayman Islands

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. A proxy needs not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (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 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) 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.
- (4) As required under the Rules Governing the Listing of Securities on the Stock Exchange, the above resolutions shall be decided by way of a poll.

As of 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, Ms. Chan Lai Yee and Mr. Lee Shu Fai.