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EVI Education Asia Limited

EVI 教育亞洲有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8090)

RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 7 MARCH 2005

The Board is pleased to announce that the ordinary resolutions approving, inter alia, the allotment and issue of the Subscription Shares and the Whitewash Waiver, were duly passed at the Extraordinary General Meeting held on 7 March 2005.

Reference is made to the notice of Extraordinary General Meeting dated 16 February 2005 (the “**Notice**”) and the circular of EVI Education Asia Limited (the “**Company**”) dated 16 February 2005 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Notice and the Circular.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that the ordinary resolutions approving, inter alia, the allotment and issue of the Subscription Shares and the Whitewash Waiver, were duly passed by way of a poll by the Independent Shareholders at the Extraordinary General Meeting. The Company’s Hong Kong Share Registrar, Tengis Limited, was appointed as the scrutineer of the vote-taking at the Extraordinary General Meeting.

* for identification purpose only

Details of the poll results in respect of the ordinary resolutions are as follows:–

Resolutions proposed at the Extraordinary General Meeting	FOR	AGAINST	Total number of votes
	Votes (%)	Votes (%)	
to approve, confirm and ratify the Subscription Agreement; to approve the allotment and issue of the Subscription Shares; and to authorise any one or more Directors to do all such acts as he or they consider(s) necessary for the purpose of giving effect to the Subscription Agreement and completion of the transactions contemplated therein.	342,550,000 (99.96%)	150,000 (0.04%)	342,700,000
to approve the Whitewash Waiver.	450,990,000 (99.97%)	150,000 (0.03%)	451,140,000

As at the date of the Extraordinary General Meeting, the number of issued shares of the Company was 4,000,000,000 Shares. As referred to in the Circular, Summerview, Mr. Pong and Mr. Cheung, which had an aggregate of approximately 69.17% interest in the capital of the Company and controlled or was entitled to exercise the control over the voting right in respect of its 69.17% interest in the capital of the Company (representing 2,766,810,000 Shares), were required to abstain from voting. At the Extraordinary General Meeting, Summerview, Mr. Pong and Mr. Cheung have not voted on the ordinary resolutions. As a result, Shareholders holding a total of 1,233,190,000 Shares (representing approximately 31% of the issued share capital of the Company) were entitled to attend and vote for or against the resolutions at the Extraordinary General Meeting. At the Extraordinary General Meeting, 2 Shareholders voted in person and 2 Shareholders voted by proxies or authorised representatives.

By Order of the Board
Pong Wai San, Wilson
Chairman

Hong Kong, 7 March 2005

As at the date of this announcement, the Board comprised Pong Wai San, Wilson, Cheung Shi Kwan, Wings, Pong Lo Shuk Yin, Dorothy and Lau Wai Shu as executive Directors and Hung Tak Chow, Charles, Hung Fan Wai, Wilfred and Lai Hin Wing, Henry as independent non-executive Directors.

This announcement for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited 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: (1) the information contained in this announcement is accurate and complete in all material aspects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all of their opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com and for at least seven days from the day of its publication.