



EVI Education Asia Limited

EVI 教育亞洲有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8090)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Rooms 2505-8, 25th Floor, World-wide House, 19 Des Voeux Road Central, Hong Kong on Monday, 6 June 2005 at 11:00 a.m. to consider and, if thought fit, to pass, with or without modifications, the following resolutions, of which resolution numbered 1 will be proposed as a special resolution and resolution numbered 2 will be proposed as an ordinary resolution:–

SPECIAL RESOLUTION

1. **“THAT** the articles of association of the Company be amended as follows:–

(1) by inserting the following words at the end of article 2(2)(e) before the semi-colon””:

“, including representation which takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations””;

(2) by replacing the full stop “.” appearing at the end of article 2(2)(g) with a semi-colon “;”, by inserting the word “and” immediately after the semi-colon and by inserting the following new article 2(2)(h):

“references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”;

(3) by substituting in article 44, the words “and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange” with the following words:

“or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange”;

* *for identification purpose only*

- (4) by inserting after the words “Subject to these Articles, any Member may transfer all or any of his shares by an instrument of transfer in the usual or common form” appearing in article 46, the following words:

“or in a form prescribed by the Designated Stock Exchange”;

- (5) by substituting the words “and, where applicable, any other newspapers” in article 51 with the following words:

“or any other newspapers or by any other means”;

- (6) by substituting “unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Law and the rules of the Designated Stock Exchange, a poll may be demanded” for the words “unless (before or on the declaration of the result of the show of hands or on the withdrawal of any demand for a poll) a poll is demanded” in the third sentence of article 66 and by substituting “five” for the word “three” in article 66(b);

- (7) by deleting the second sentence “There shall be no requirement for the chairman to disclose the voting figures on a poll.” in article 68;

- (8) in article 86(5):

(a) by substituting the word “The” for the words “Subject to any provision to the contrary in these Articles the”; and

(b) by inserting after the words “notwithstanding anything”, the words “to the contrary”;

- (9) by deleting article 87(1) in its entirety and replacing therewith the following new article 87(1):

“87(1) Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that if in any year the number of Directors who are subject to retirement by rotation shall be less than three, such Directors shall retire and, in any event, every Director shall be subject to retirement by rotation at least once every three years.”;

- (10) by substituting “Subject to Article 152A, a” for the word “A” at the beginning of article 152 and inserting the words “at the same time as the notice of annual general meeting and” after the words “before the date of the general meeting and”;

- (11) by inserting the following new article 152A immediately after and below the existing article 152:

“152A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 152 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial

statement derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial statement, a complete printed copy of the Company's annual financial statement and the directors' report thereon.”;

(12) by inserting the following new article 152B immediately after and below the new article 152A:

“152B. The requirement to send to a person referred to in Article 152 the documents referred to in that provision or a summary financial report in accordance with Article 152A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Article 152 and, if applicable, a summary financial report complying with Article 152A, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.”;

(13) by deleting the word “given” appearing in the first line of article 159 and by inserting, in article 159, the following:

(a) after the words “Any Notice” appearing at the beginning of article 159, the following words:

“or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles”;

(b) after the words “cable, telex or facsimile transmission message”, the words “or other form of electronic transmission or communication”;

(c) after the words “by transmitting it to any such address or transmitting it to any telex or facsimile transmission number”, the words “or electronic number or address or website”;
and

(d) after the words “in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange”, the words “or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the Member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above.”;

(14) by deleting the word “and” appearing after the semi-colon “;” in article 160(a), by renumbering the existing article 160(b) as a new article 160(c) and by inserting the following new article 160(b) immediately before and below the new article 160(c):

“(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;”;

(15) by substituting a semi-colon “;” for the full stop “.” appearing at the end of the new article 160(c) and inserting the word “and” after the semi-colon “;”;

(16) by inserting the following new article 160(d) immediately after and below the new article 160(c):

“may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”;

(17) by inserting, in article 162, after the words “a cable or telex or facsimile”, the following words:

“or electronic”, and

(18) by inserting the following new paragraph (3) in article 165 immediately after and below the existing paragraph (2) in article 165:

“(3) Subject to the Law, the Board shall have power to purchase and/or maintain insurance for, or for the benefit of, any person who are or were at any time Directors, alternate Directors or other officers of the Company or related company against:

(a) any liability to the Company, a related company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or a related company and otherwise; and

(b) any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or a related company and otherwise.

In this Article, the term “related company” shall, in relation to a company, shall mean any company that is the company’s subsidiary or holding company or a subsidiary of that company’s holding company.”

and that the directors of the Company be and are hereby authorised to do all such acts, deeds and things as they shall, in their absolute discretion, deem fit, in order to effect and complete any of the foregoing.”

ORDINARY RESOLUTION

2. “**THAT** subject to and conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, any ordinary shares in the capital of the Company (the “Shares”) or any part thereof to be issued pursuant to the exercise of any options that may be granted under the share option scheme of the Company (the “New Share Option Scheme”, the rules of which are summarized in the circular dated 12 May 2005 of the Company (“Circular”) and contained in the document marked “A” produced to the meeting and for the purposes of identification, signed by the chairman of the meeting), the New Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including without limitation:
- (a) administering the New Share Option Scheme and granting options under the New Share Option Scheme;
 - (b) modifying and/or amending the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange;
 - (c) issuing and allotting from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted under the New Share Option Scheme; and
 - (d) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may hereafter from time to time be issued and allotted pursuant to the exercise of the options granted under the New Share Option Scheme, and

the operation of the existing post-IPO share option scheme of the Company adopted on 28 February 2001 be terminated with effect from the time when the New Share Option Scheme becomes unconditional as set out in the Circular.”

By Order of the Board
Chan Kin Chu, Harry
Company Secretary

Hong Kong, 11 May 2005

Registered office:
Century Yard
Cricket Square
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P.O. Box 2681 GT
George Town
Grand Cayman
Cayman Islands
British West Indies

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business in Hong Kong:*
9th Floor
Tai Sang Commercial Building
24-34 Hennessy Road
Hong Kong

Notes:

1. A member entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general meeting to represent the member. 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. A form of proxy for use at the extraordinary general meeting is enclosed. Such form of proxy is also published on the GEM website at www.hkgem.com. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the offices of the Company's branch registrar, Tengis Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the extraordinary general meeting or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the extraordinary general meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the extraordinary general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
4. The Articles of Association are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of proposed resolution above on amendments of the Articles of Association of the Company is purely a translation only. Should there be any discrepancy, the English version shall prevail.

As at the date of this announcement, the board of directors of the Company comprises eight directors, of which (i) four are executive directors, namely Ms. Ip Kit Yee, Kitty, Mr. Pong Wai San, Wilson, Mr. Chan Kin Chu, Harry and Mr. Cheung Shi Kwan, Wings; (ii) one non-executive director, being Mr. Tsang Link Carl, Brian; and (iii) three are independent non-executive directors, namely Mr. Hung Tak Chow, Charles, Mr. Hung Fan Wai, Wilfred and Mr. Lai Hin Wing, Henry.

The directors of the Company collectively and individually accept full responsibility for this announcement which is given in compliance with the requirements (Rules Governing the Listing of Securities on the Growth Enterprise Market) of The Stock Exchange of Hong Kong Limited. The directors of the Company, 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 respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all 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.

This announcement will remain on the GEM website on the "Latest Company Announcements" page for 7 days from the date of its posting.