



# **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 2505-08, 25th Floor, World-wide House, 19 Des Voeux Road Central, Hong Kong on 31 May 2007 at 12:00 noon for the purpose of considering and, if thought fit, passing the following resolutions of the Company with or without modifications, of which resolutions numbered 1 and 2 will be proposed as ordinary resolutions and resolution numbered 3 will be proposed as a special resolution:

### **ORDINARY RESOLUTIONS**

1. **“THAT** the sale and purchase agreement entered into on 26 March 2007 (“Sale and Purchase Agreement”) between Midland Realty (Strategic) Limited (“Vendor”) as the vendor and the Company as the purchaser, a copy of the same having been produced at the meeting marked “A” and signed by the chairman of the meeting for identification purposes, under which the Vendor shall sell and the Company shall purchase the entire issued share capital of Ketanfall Group Limited at the total price of HK\$640,000,000 to be settled as to HK\$100,000,000 in cash and as to the remaining balance of HK\$540,000,000 by the Company issuing a note (“Convertible Note”), in the equivalent principal sum, at 100 per cent of its face value, the principal amount which is convertible into new shares of the Company at the price of HK\$0.10 each (subject to adjustment), on and subject to the terms and conditions contained therein and the transactions contemplated thereunder be and are hereby unconditionally approved, confirmed and ratified and that any one of the directors of the Company (“Directors”), or any two Directors if the affixation of the common seal of the Company is necessary, be and are hereby authorised to exercise all powers of the Company to allot, issue and deal with any new shares of the Company pursuant to the terms of the Convertible Note and to do such acts and execute such other documents as they may consider necessary, desirable or expedient to carry out or give effect to the provisions of the Sale and Purchase Agreement.”
2. **“THAT** the form of the cross referral services agreement (“Cross Referral Services Agreement”) in the agreed form attached to the Sale and Purchase Agreement (as defined in resolution numbered 1 set out in the notice (“EGM Notice”) convening this extraordinary general meeting of which this resolution forms part) between the Company and Midland Holdings Limited (“Midland”), a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification (the “Agreement”), details of which are set out in the circular of the Company dated 7 May 2007 accompanying the EGM Notice (the “Circular”) and the cross referral

\* *For identification purpose only*

services transactions between the Company and its relevant subsidiaries on the one hand and Midland and its relevant subsidiaries on the other hand as described and contemplated under the Cross Referral Services Agreement and the Circular, together with the proposed cap amounts as set out in the Circular, be and are hereby approved and any one of the directors of the Company (“Director”), or any two Directors if the affixation of the common seal of the Company is necessary, be and are hereby authorised to do such acts and things and execute such other documents which in their opinion may be necessary, a Director of the Company shall notify such date to the secretary of the Company.”

### **SPECIAL RESOLUTION**

3. “**THAT** the following resolution to change the name of the Company shall be deemed passed, dated and effective as a special resolution from the date of completion of the Sale and Purchase Agreement (as defined in resolution numbered 1 set out in the notice convening this extraordinary general meeting, of which this resolution forms part) in accordance with its terms and a Director of the Company shall notify such date to the secretary of the Company,
- (a) the name of the Company be changed to “Midland IC&I Limited”; and
  - (b) “美聯工商舖有限公司” be adopted as the Chinese name of the Company for identification purposes with effect from the date when the above change of the English name of the Company becomes effective.”

By Order of the Board  
**HUI Hin Sing**  
*Company Secretary*

Hong Kong, 7 May 2007

*Notes:*

- (1) A shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or two proxies (if holding two or more shares) to attend and, in the event of a poll, vote in his/her stead. A proxy need not be a shareholder of the Company.
- (2) A form of proxy for use at the meeting is enclosed under the circular of the Company dated 7 May 2007. Whether or not you intend to attend the meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
- (3) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company’s branch share registrars in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting, and in default, the instrument of proxy shall not be treated as valid.
- (4) Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Where there are joint holders of any share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share stands shall for this purpose be deemed joint holders thereof.

*As at the date of this announcement, the EVI Board comprises three executive directors, namely Ms. Ip Kit Yee, Kitty, Messrs. Pong Wai San, Wilson and Lau Wai Shu and a non-executive director namely Mr. Tsang Link Carl, Brian and three independent non-executive directors, namely Messrs. Koo Fook Sun, Louis, Sha Pau, Eric and Ying Wing Cheung.*

*This announcement, for which the EVI Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to EVI Group. The EVI Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief that: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all 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.*

*This announcement will remain on the GEM website on the “Latest Company Announcement” page for at least seven days from the day of its posting.*