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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 a 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 the Company, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular, for which the directors (“**Directors**”) of the Company 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 the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, (i) the information contained in this circular 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 circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



EVI Education Asia Limited
EVI 教育亞洲有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8090)

**GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE ITS OWN SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of the Company to be held at Rooms 2505-08, 25th Floor, World-wide House, 19 Des Voeux Road Central, Hong Kong on 13 April 2006 at 11:00 a.m. is set out in this circular.

A form of proxy for the 2006 annual general meeting is enclosed with this circular. Whether or not you propose to attend the annual general meeting, you are requested to complete the form of proxy and return the same to the Company’s Branch Share Registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for 7 days from the date of its posting.

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. GEM-listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at www.hkgem.com in order to obtain up-to-date information on GEM-listed issuers.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix – Explanatory Statement	11
Notice of the Annual General Meeting	15

DEFINITIONS

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

“2005 Annual Report”	the audited consolidated financial statements and the reports of the directors and auditors of the Company for the fifteen months period from 1 October 2004 to 31 December 2005
“AGM”	the annual general meeting of the Company to be held at Rooms 2505-08, 25th Floor, World-wide House, 19 Des Voeux Road Central, Hong Kong on 13 April 2006 at 11:00 a.m.
“Article”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Commission”	Securities and Futures Commission of Hong Kong
“Company”	EVI Education Asia Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM
“Directors”	Directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	13 March 2006, being the latest practicable date prior to the printing of this circular
“Midland”	Midland Holdings Limited, a company incorporated in Bermuda and the holding company of the Company and whose shares are listed on the Main Board of the Stock Exchange
“Mr. PONG”	Mr. PONG Wai San, Wilson, an Chief Executive Officer of the Company

DEFINITIONS

“New Issue Mandate”	the general mandate to allot, issue and deal with shares not exceeding 20 per cent. of the issued share capital of the Company as at the date of passing of the resolution approving the Issue Mandate
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase shares up to a maximum of 10 per cent. of the issued share capital of the Company as at the date of the resolution approving the Repurchase Mandate
“SFO”	Securities and Futures Ordinance
“Shareholders”	holders of Shares of the Company
“Share(s)”	share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Summerview”	Summerview Enterprises Limited, a company incorporated in the British Virgin Islands and directly wholly-owned by Mr. PONG
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers approved by the Commission as amended from time to time
“Valuewit”	Valuewit Assets Limited, a company incorporated in British Virgin Islands and an indirect wholly-owned subsidiary of Midland

LETTER FROM THE BOARD



EVI Education Asia Limited EVI 教育亞洲有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8090)

Executive Directors:

Ms. IP Kit Yee, Kitty
Mr. PONG Wai San, Wilson
Mr. CHU Tak Long
Mr. LAU Wai Shu

Non-Executive Director:

Mr. TSANG Link Carl, Brian

Independent Non-Executive Directors:

Mr. HUNG Tak Chow, Charles
Mr. KOO Fook Sun, Louis
Mr. YING Wing Cheung

Registered Office:

Century Yard, Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town, Grand Cayman
Cayman Islands
British West Indies

Head Office and

Principal Place of Business:

9th Floor
Tai Sang Commercial Building
24-34 Hennessy Road
Hong Kong

16 March 2006

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE ITS OWN SHARES AND RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Directors were granted general unconditional mandates to issue Shares of the Company and to repurchase by the Company its own Shares on the GEM by ordinary resolutions of the Shareholders in the annual general meeting of the Company held on 5 January 2005. The existing general mandates will expire at the conclusion of the AGM.

The purpose of this circular is to provide you with information about the notice of AGM and on matters to be dealt with at the forthcoming AGM. They are (i) re-election of Directors and (ii) the proposed general mandates to issue new Shares and to repurchase Shares of the Company.

* For identification purpose only

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of eight Directors, namely Ms. IP Kit Yee, Kitty and Messrs. PONG Wai San, Wilson, CHU Tak Long and LAU Wai Shu as executive Directors, TSANG Link Carl, Brian as non-executive Director, and Messrs. KOO Fook Sun, Louis, SHA Pau, Eric and YING Wing Cheung as independent non-executive Directors.

According to Article 86, Mr. CHU Tak Long, Mr. TSANG Link Carl, Brian, Mr. KOO Fook Sun, Louis, Mr. YING Wing Cheung and Mr. SHA Pau, Eric shall retire at the AGM but, being eligible, offer themselves for re-election.

According to Article 86, Ms. IP Kit Yee, Kitty shall also retire at the AGM and shall not offer herself for re-election.

According to Article 87, Mr. PONG Wai San, Wilson shall retire by rotation at the AGM and being eligible, offer himself for re-election.

Brief biographical details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:-

Mr. PONG Wai San, Wilson, aged 36, is the founder and Chief Executive Officer of the Company. He is responsible for the overall management, business development, and implementation of strategy and policy of the Group. He is the Honorary Consul of Central African Republic, Chairman of Yan Oi Tong and has held various positions in a number of charity organizations in Hong Kong. Prior to founding the Group, he had held various senior management positions with various local and international securities houses and a multinational company before founding the Group. Mr. PONG is also a director of Summerview Enterprises Limited which has discloseable interests in the Company under the provisions of the Securities and Futures Ordinance.

As at the Latest Practicable Date, Mr PONG was interested in 2,335,910,000 Shares, representing approximately 28.14% interest in the share capital of the Company within the meaning of Part XV of the SFO, which comprised 2,182,300,000 Shares registered in the name of and beneficially owned by Summerview and 153,610,000 Shares registered in the name of Mr PONG. Save as disclosed above, Mr PONG was not interested in any Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr PONG was not related to any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and he did not hold any directorship in other listed companies in the last three years.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

LETTER FROM THE BOARD

Mr. CHU Tak Long, aged 56, has been appointed as Executive Director of the Company since January 2006. He is responsible for corporate development and strategic management of the Company. Mr. CHU joined Midland in 2003 and is currently the deputy chairman of Midland Wealth Management Limited and has extensive experience in the business development, strategic management and securities industry. Mr. CHU is currently also the president of Estate Agents Management Association, the chairman of Federation of Industries and Commerce in Kwai Chung and Tsing Yi, the director of Hong Kong Industry and Commerce Association, the mentor of Mentorship Programme for SMEs, Trade & Industry Department as well as the vice chairman of Chinese Executive Club, Hong Kong Management Association. Mr. CHU holds a Bachelor of Science degree of the Northeastern University, Boston, USA and a Master of Business Administration degree of the University of Wisconsin, USA.

As at the Latest Practicable Date, Mr CHU was not interested in any Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Pursuant to an appointment letter given by the Company to Mr CHU, Mr CHU receives an emolument of HK\$10,000 per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr CHU was not related to any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and he did not hold any directorship in other listed companies in the last three years.

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

Mr. LAU Wai Shu, aged 45, has been appointed as Executive Director of the Company since 4 March 2006. Mr. LAU is responsible for the business operations and general administration of the Group. Mr. LAU holds a bachelor degree in applied science (civil engineering) from the University of Ottawa, Ontario, Canada. Prior to joining the Group in December 2000, he worked with various companies and has over 15 years of experience in management and marketing. Mr. LAU was appointed as an executive director in November 2001 and resigned on 15 March 2005. Mr. LAU has been appointed as member of the nomination committee and remuneration committee of the Company with effect from 4 March 2006.

As at the Latest Practicable Date, Mr LAU was not interested in any Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Pursuant to the employment contract entered into between Mr LAU and the Company, Mr LAU receives a basic salary of HK\$576,000 per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr LAU was not related to any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and he did not hold any directorship in other listed companies in the last three years.

LETTER FROM THE BOARD

Save as disclosed above, there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

Mr. TSANG Link Carl, Brian, aged 42, has been appointed as Non-executive Director of the Company since March 2005. He is a practising solicitor in Hong Kong and is a partner of the Hong Kong law firm of Iu, Lai & Li, legal adviser to Midland. He graduated from King's College, London with a LLB. Degree in 1985. He is also admitted to practise law in England and Wales, Singapore, New South Wales, Queensland and the Australian Capital Territories. He is currently a non-executive director of CITIC Resources Holdings Limited (Stock Code: 1205) and Pacific Century Premium Developments Limited (Stock Code: 432), both are public companies listed on the Main Board of The Stock Exchange of Hong Kong Limited. In 2005, he has been appointed as an adjudicator of the Registration of Persons Tribunal as well as a member of Disciplinary Panel of the Hong Kong Institute of Certified Public Accountants (HKICPA).

As at the Latest Practicable Date, Mr. TSANG was interested in an share option covering 83,000,000 Share of the Company. Save as disclosed herein, he was not interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Pursuant to an appointment letter given by the Company to Mr. TSANG, Mr. TSANG receives an emolument of HK\$50,000 per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. TSANG was not related to any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed herein, there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

Mr. KOO Fook Sun, Louis, aged 49, has been appointed as the Independent Non-executive Director of the Company since June 2005. Mr. KOO is also the managing director of Hercules Capital Limited, a corporate finance advisory firm. Mr. KOO has many years of experience in investment banking and professional accounting. He was the managing director and head of the corporate finance department of a major international bank, a director and chief executive officer of a Main Board listed company. He currently also serves as an independent non-executive director of another four companies listed on the Main Board, one of which is Midland. Mr. KOO graduated with a bachelor's degree in business administration from the University of California at Berkeley and is a member of the Hong Kong Institute of Certified Public Accountants. Mr. KOO is also the chairman of the audit committee and member of the remuneration committee and nomination committee of the Company.

As at the Latest Practicable Date, Mr. KOO was not interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Pursuant to an appointment letter given by the Company to Mr. KOO, Mr. KOO receives an emolument of HK\$80,000 per annum.

LETTER FROM THE BOARD

Save as disclosed above, as at the Latest Practicable Date, Mr. KOO was not related to any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. He is currently an independent non-executive director of Weichai Power Co., Ltd. (Stock code: 2338), Good Friend International Holdings Inc. (Stock code: 2398), Li Ning Company Limited (Stock code: 2331) and Midland Holdings Limited (Stock code: 1200), the ultimate holding company of the Company.

Save as disclosed herein, there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

Mr. YING Wing Cheung, aged 55, has been appointed as an Independent Non-executive Director of the Company since May 2005. Mr. YING has over 31 years' experience in electronic products manufacturing business and is well versed in marketing strategic and corporate strategic planning. Mr. YING is currently a managing director of Way Mild Company Limited and a director of Yangzhou Jiang Jia Electronics Co. Ltd. He has been appointed as a member of Guangdong Committee of Chinese People's Political Consultative Conference for the Eighth Term and the Ninth Term since 1998 to 2008. Mr. YING was also a member of Jiangmen Committee of Chinese People's Political Consultative Conference for the Eighth Term and the Ninth Term since 1993 to 2003. Mr. YING serves in many social organisations; he is currently a president of Sze Yap Clansmen Association (New Territories, Hong Kong) Limited and a member of Jiangsu Province Chinese Overseas Friendship Association. Mr. YING has also been appointed as members of audit committee, remuneration committee and nomination committee of the Company since May 2005.

As at the Latest Practicable Date, Mr. YING was not interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Pursuant to an appointment letter given by the Company to Mr. YING, Mr. YING receives an emolument of HK\$60,000 per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. YING was not related to any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and he did not hold any directorship in other listed companies in the last three years.

Save as disclosed herein, there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

Mr. SHA Pau, Eric, aged 48, has been appointed as the Independent Non-executive Director and member of nomination committee and remuneration committee of the Company with effect from 13 March 2006. Mr. SHA is the founder of and is currently Managing Director of Konda Industries Limited, a special leather goods manufacturing and exporting firm. Mr. SHA has over 20 years' solid experience in international marketing field and is now specified in formulating corporate strategies and overall management and marketing. He holds a Bachelor's degree in Business Administration from Windsor University, Ontario, Canada.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. SHA was not interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Pursuant to an appointment letter given by the Company to Mr. SHA, Mr. SHA will receive an emolument of HK\$60,000 per annum.

Save as disclosed above, as at the Latest Practicable Date, Mr. SHA was not related to any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and he did not hold any directorship in other listed companies in the last three years.

Save as disclosed herein, there is no other information to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

GENERAL MANDATE

On 5 January 2005, in a meeting of all the Shareholders of the Company held at 9th Floor, Tai Sang Commercial Building, 24-34 Hennessy Road, Hong Kong, resolutions were passed by all the Shareholders giving general unconditional mandates to the Directors to:

- (a) allot, issue and deal with shares not exceeding 20 per cent. of the aggregate of the total nominal value of the share capital of the Company in issue as at the date of passing of the resolution approving the new issue mandate;
- (b) to repurchase shares not exceeding 10 per cent. of the aggregate of the total nominal value of the share capital of the Company in issue as at the date of passing of the resolution approving the repurchase mandate; and
- (c) add to the allotment mandate for issuing shares set out in (a) above the number of shares repurchased by the Company pursuant to the repurchase mandate set out in (b) above.

The general mandates will expire at the conclusion of the AGM and the purpose of this circular is to request your support to renew the general mandates at the AGM.

NEW ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed which, if passed, will give the Directors the New Issue Mandate to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20 per cent. of the issued share capital of the Company at the date passing of the resolution. In addition, conditional upon the proposed resolution to grant to the Directors the Repurchase Mandate being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to an amount equal to the aggregate nominal amount of the Shares repurchased by the Company in order to provide flexibility for issuing new Shares when it is in the interests of the Company.

LETTER FROM THE BOARD

The New Issue Mandate will expire on the day being 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 the Articles, or any other applicable law of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution no. 4 in the notice of AGM. The Shares which may be repurchased pursuant to Repurchase Mandate is limited to a maximum of 10 per cent. of the issued share capital of the Company at the date of passing of the resolution approving the Repurchase Mandate.

Details of the above ordinary resolutions are set out in ordinary resolutions nos. 4, 5 and 6 in the notice of AGM.

EXPLANATORY STATEMENT

The Appendix to this circular contains an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to provide the requisite information to the Shareholders to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to grant the New Issue Mandate and the Repurchase Mandate.

ANNUAL GENERAL MEETING

Set out on pages 15 to 18 in this circular is a notice of AGM convening the AGM at which the ordinary resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate.

A form of proxy for the AGM is enclosed with this circular. Whether you intend to attend the AGM or not, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar 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 fixed for the AGM. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

PROCEDURE BY WHICH THE SHAREHOLDERS MAY DEMAND A POLL AT A GENERAL MEETING PURSUANT TO THE ARTICLE

The following procedure by which the Shareholders may demand a poll at a general meeting of the Company (including the AGM) pursuant to the Articles.

LETTER FROM THE BOARD

According to Article 66, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded: (a) by the chairman of such meeting; or (b) by at least five Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or (c) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation, by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or (d) by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

RECOMMENDATION

The Directors are of the opinion that the proposals referred to this circular are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions relating to the New Issue Mandate and the Repurchase Mandate and re-election of Directors to be proposed at the AGM.

Yours faithfully,
By order of the Board
IP Kit Yee, Kitty
Executive Director and Managing Director

This is an explanatory statement given to all Shareholders relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules and the Stock Exchange.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,300,000,000 shares of HK\$0.01 each.

Subject to the passing of the ordinary resolution no. 4 set out in the notice of AGM and on the basis that no further shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 830,000,000 shares during the period from the date (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 the Articles or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole for the Directors to have general authority from Shareholders to enable the Company to repurchase shares in the market repurchases of shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on 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.

3. FUNDING OF REPURCHASES

In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. The Cayman Islands law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium of the Company. Under the Cayman Islands law, the repurchased Shares will remain part of the authorised but unissued share capital.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2005 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing level which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Company's shares were traded on the GEM during each of the previous seventeen months before the Latest Practicable Date are as follow:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2004		
October	0.070	0.060
November	0.050	0.040
December	0.040	0.040
2005		
January	0.090	0.049
February	0.087	0.082
March	0.085	0.064
April	0.077	0.061
May	0.072	0.065
June	0.065	0.065
July	0.066	0.062
August	0.062	0.061
September	0.063	0.053
October	0.062	0.053
November	0.060	0.055
December	0.062	0.055
2006		
January	0.060	0.059
February	0.059	0.059

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE CONSEQUENCE

If as a result of a repurchase of shares, 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 the Takeovers Code. As a result, a shareholder, or a group of shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10 per cent. of the shares then in issue:

Name of Shareholder	Number of issued shares	Capacity in which shares are held	Percentage holding
Valuewit	4,300,000,000 (Note 1)	Beneficial Owner	51.81%
Midland	4,300,000,000 (Note 1)	Controlled Company	51.81%
Summerview	2,182,300,000	Beneficial Owner	26.29%
Mr. PONG	2,182,300,000 (Note 2)	Controlled Company	28.14%
	153,610,000	Beneficial Owner	

Notes:

1. Valuewit and Midland are deemed to be interested in the same tranche of shares which have been issued to Valuewit on 15 March 2005 pursuant to a subscription agreement dated 25 January 2005 entered into between, inter alia, the Company and Midland.
2. 2,182,300,000 Shares were registered in the name of and beneficially owned by Summerview. The entire issued share capital of Summerview is registered in the name of and beneficially owned by Mr. PONG.

All the interests disclosed above represent long position in the Shares of the Company.

In the event that the Directors exercise in full the power to repurchase shares in accordance with the Repurchase Mandate, the Directors will take necessary steps to comply with the GEM Listing Rules and the Takeovers Code and the total interests of the above Shareholders in the shares would be increased to:

Substantial Shareholder	Percentage holding
Valuewit	57.56%
Midland	57.56%
Summerview	29.21%
Mr. PONG	31.27%

All the interests disclosed above represent long position in the Shares of the Company.

The Directors are not aware of any consequences which may arise under the Takeover Code as a consequences of any repurchase made under the Repurchase Mandate. However, the Company may not repurchase shares which would result in the amount of shares held by the public being reduced to less than 20 per cent.

The Directors do not have any present intention to exercise repurchases to such extent as would result in takeover obligation on the substantial shareholders and any party acting in concert with him/her or it to make a mandatory offer under Rule 26 and 32 of the Takeovers Code.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their associates (as defined in the GEM Listing Rules) has notified the Company of any present intention, if the Repurchase Mandate is approved by the Shareholders to sell shares to the Company or its subsidiaries.

No connected person (as defined in the GEM Listing Rules) has notified the Company that it has a present intention to sell shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of shares have been made by the Company (whether on the GEM or otherwise) during the period from 1 October 2004 to the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the annual general meeting of EVI Education Asia Limited (the “**Company**”) will be held at Rooms 2505-08, 25th Floor, World-wide House, 19 Des Voeux Road Central, Hong Kong on 13 April 2006 at 11:00 a.m. to transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the fifteen months period from 1 October 2004 to 31 December 2005;
2. to re-elect directors and to authorise the board of directors to fix the directors’ remuneration;
3. to re-appoint Messrs. Grant Thornton as auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorise the board of directors to fix their remuneration; and

as specific business, to consider and, if thought fit, passing the following resolutions as ordinary resolutions

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the **GEM Listing Rules**, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for the shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company pursuant to the

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as herein defined); or (ii) the exercise of any options granted under any share option scheme of the Company; or (iii) any scrip dividend or similar arrangements 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 in force from time to time; or (iv) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares, shall not exceed the aggregate of:

- (1) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
- (2) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of that resolution),

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

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of 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 the articles of association of the Company, or any other applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other

NOTICE OF ANNUAL GENERAL MEETING

arrangements as the directors of the Company 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 expense 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, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to repurchase the shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of The Securities and Futures Commission of Hong Kong, the Stock Exchange, the GEM Listing Rules and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 the articles of association the Company, or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

6. "THAT the directors of the Company be and are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (2) of paragraph (c) of such resolution."

By order of the Board
EVI Education Asia Limited
LO Tsz Yung
Company Secretary

Hong Kong, 3 March 2006

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

*Head office and Principal place of
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 meeting convened by the above notice is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the annual general meeting will be despatched to the shareholders with this circular. 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 notarially certified copy of that power or authority, at the offices of the Company's Hong Kong branch registrar, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong no later than 48 hours before the time of the meeting or any adjourned meeting complete and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.
3. In relation to purposed resolution no. 2 above, directors' details is set out on pages 4 to 8 of this circular. In accordance with the Articles of Association of the Company, all seven directors will retire from office and, be eligible to offer themselves for re-election at the forthcoming annual general meeting of the Company.
4. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the GEM Listing Rules. The directors have no immediate plans to issue any new shares other than shares which may fall to be issued under any share option scheme of the Company or any scrip dividend scheme which may be approved by the shareholders.
5. In relation to proposed resolution no. 5 above, the directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules will be set out in a separate document to be despatched to the shareholders with the this circular.