

THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this supplemental 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 supplemental 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 supplemental circular, for which the 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 supplemental 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 supplemental circular misleading; and (iii) all opinions expressed in this supplemental 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)

SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS RELATING TO RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular issued by the Company dated 23 March 2007 (the "Circular"). Terms used herein shall have the same meanings as ascribed thereto in the Circular, unless the context requires otherwise.

The notice convening the annual general meeting of the Company to be held at Rooms 2505-08, 25th Floor, Worldwide House, 19 Des Voeux Road Central, Hong Kong on 8 May 2007 at 3:00 p.m. is set out in this supplemental circular. A form of proxy for the 2007 annual general meeting is enclosed with this supplemental 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 supplemental 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.

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. LAU Wai Shu

Non-executive Director:

Mr. TSANG Link Carl, Brian

Independent non-executive Directors:

Mr. KOO Fook Sun, Louis
Mr. SHA Pau, Eric
Mr. YING Wing Cheung

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681 GT
Grand Cayman KY1-1111
Cayman Islands

Head Office and

Principal Place of Business:

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

19 April 2007

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS RELATING TO RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

On 23 March 2007, the Company despatched to the Shareholders the Circular together with the Notice of AGM and the proxy form with information on, amongst other things, the re-election of Directors.

On 12 April 2007, the Company announced the appointment of Ms. Ip Kit Yee, Kitty ("Ms. Ip") as an Executive Director of the Company with effect from the same day. According to Article 86 of the Articles, Ms. Ip shall retire at the AGM but, being eligible, shall offer herself for re-election. The purpose of this supplemental circular is to provide further information relating to the re-election of Directors.

* For identification purpose only

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTOR

The Board has recommended for the re-election of Ms. Ip as an Executive Director of the Company at the AGM. The biographical details of Ms. Ip are set out below:

Ms. Ip Kit Yee, Kitty, aged 47, has been appointed as the Executive Director of the Company on 12 April, 2007. Ms. Ip is currently the managing director (corporate affairs) of Midland (together with its subsidiaries, the "Midland Group"). Ms. Ip has extensive experience in property administration and real estate broking and marketing. In addition, she is currently in charge of all aspects of training of Midland and is also participating in formulating plans and policies to improve effectiveness in operation and control of Midland Group. Ms. Ip had been an Executive Director and Managing Director of the Company during the period from March 2005 to April 2006. Ms. Ip has also been appointed as managing director and chairman of the remuneration committee and the nomination committee of the Company since 12 April 2007.

Pursuant to an appointment letter given by the Company to Ms. Ip, Ms. Ip will receive an emolument of HK\$10,000 per annum. Given that Ms. Ip is also salaried employee of the Midland Group, her emolument under her appointment letter is determined with reference to her duties and responsibilities in the Company. There is no fixed term of tenure and Ms. Ip is subject to retirement by rotation and re-election pursuant to the Articles.

As at the date of this supplemental circular, Ms. Ip did not hold any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, Ms. Ip is not related to any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company nor did she hold any directorship in other listed companies in the last three years.

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

THE AGM

In order to provide sufficient time for the Shareholders to consider the above additional information about the re-election of Directors, the AGM will be postponed to 3:00 p.m., Tuesday, 8 May 2007.

A notice convening the postponed AGM which superseded the Notice of AGM dated 23 March 2007 is set out on pages 4 to 7 of this supplemental circular.

LETTER FROM THE BOARD

A new form of proxy for the postponed AGM is enclosed with this supplemental 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.

Yours faithfully,
By order of the Board
HUI Hin Sing
Company Secretary

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)

THIS NOTICE SUPERSEDED THE NOTICE OF ANNUAL GENERAL MEETING DATED 23 MARCH 2007

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, Worldwide House, 19 Des Voeux Road Central, Hong Kong on 8 May 2007 at 3:00 p.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 year ended 31 December 2006;
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;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

(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 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;

NOTICE OF ANNUAL GENERAL MEETING

“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 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
HUI Hin Sing
Company Secretary

Hong Kong, 19 April 2007

*Head office and
principal place of business:*
9th Floor
Tai Sang Commercial Building
24-34 Hennessy Road
Hong Kong

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
Grand Cayman KY1-1111
Cayman Islands

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 proposed resolution no. 2 above, Ms. IP Kit Yee, Kitty, Mr. LAU Wai Shu and Mr. TSANG Link Carl, Brian shall retire from their offices of Director at the above meeting pursuant to the Company's Articles of Associations but, being eligible, offer themselves for re-election.
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 as set out in the Circular.