



Hong Kong Education (Int'l) Investments Limited

香港教育(國際)投資集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code : 1082)

**Procedures for shareholders to propose a person for election as
a director of the Company (“Director”)**

Subject to applicable laws and regulations, including the Companies Act 1981 of Bermuda, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the memorandum of continuance and bye-laws (“**Bye-laws**”) of the Company as amended from time to time, shareholder(s) of the Company (“**Shareholder(s)**”) may put forward proposal on election of Directors in accordance with the following provision:

Bye-law 85 of the Bye-laws:

“No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

Accordingly, if a Shareholder wishes to nominate a person (“**Candidate**”) to stand for election as a Director at the general meeting, the following documents must be validly lodged at the Company’s head office at Block C, 17/F, 381 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong or at Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong within the period specified in Bye-law 85 of the Bye-laws of the Company, namely:

- (1) a written notice signed by the concerned Shareholder expressing his/her intention to propose the Candidate for election as a Director at the general meeting;
- (2) a written notice signed by the Candidate indicating his/her willingness to be elected, together with the Candidate's biographical details as required to be disclosed under Rule 13.51(2) of the Listing Rules; and
- (3) the Candidate's written consent to the publication of his/her personal data.

8 May 2015

Note: In the event of any inconsistency, the English language text of these procedures shall prevail over the Chinese language text.