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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 your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Oriental University City Holdings (H.K.) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Oriental University City Holdings (H.K.) Limited
東方大學城控股(香港)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 8067)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES;
MANDATE TO GRANT OPTIONS AND ALLOT AND
ISSUE SHARES UPON EXERCISE OF OPTIONS; AND
RE-ELECTION OF RETIRING DIRECTORS; AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of the cover and the first page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the 2019 AGM to be held at Boardroom, 20/F., Central Tower, 28 Queen’s Road Central, Hong Kong on Friday, October 25, 2019 at 09:30 a.m. is set out on pages 17 to 22 of this circular. A form of proxy for use in connection with the 2019 AGM is enclosed with this circular. If you are not able to attend the 2019 AGM in person but wish to exercise your right as a Shareholder, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the 2019 AGM or its adjournment (as the case may be) (excluding any public holiday in Hong Kong). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2019 AGM or its adjournment should you so wish. If you attend and vote in person at the 2019 AGM, the authority of your proxy will be revoked.

This circular will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication. This circular is also published on the website of the Company at www.oriental-university-city.com.

September 20, 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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.

DEFINITIONS

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

“2018 AGM”	the AGM held on October 19, 2018
“2019 AGM”	the AGM to be held at Boardroom, 20/F., Central Tower, 28 Queen’s Road Central, Hong Kong on Friday, October 25, 2019 at 09:30 a.m.
“AGM”	the annual general meeting of the Company
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Buy-back Mandate”	the general and unconditional mandate proposed to be granted at the 2019 AGM to the Directors to buy back Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution for granting such mandate
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Companies Ordinance”	the Companies Ordinance, (Chapter 622 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Oriental University City Holdings (H.K.) Limited, a company incorporated in Hong Kong with limited liability, whose issued Shares are listed and traded on GEM (Stock Code: 8067)
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INEDs”	the independent non-executive Directors
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2019 AGM to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the relevant resolution for granting such mandate
“Latest Practicable Date”	September 12, 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“REC”	Raffles Education Corporation Limited, a company incorporated in Singapore with its issued shares listed on SGX-ST, and the immediate holding company of the Company
“REC Group”	REC and its subsidiaries
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“SGX-ST”	Singapore Exchange Securities Trading Limited
“Share(s)”	ordinary share(s) of the Company
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on December 17, 2014, and becoming effective on January 16, 2015, the date on which the issued Shares were initially listed on GEM, the principal terms of which are summarised in the section headed “Statutory and General Information – D. Share Option Scheme” in Appendix V to the prospectus of the Company dated December 31, 2014
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time and administered by the Securities and Futures Commission of Hong Kong
“UK”	the United Kingdom
“Year 2019”	the year ended June 30, 2019
“%”	per cent.

LETTER FROM THE BOARD



Oriental University City Holdings (H.K.) Limited **東方大學城控股(香港)有限公司**

(Incorporated in Hong Kong with limited liability)
(Stock Code: 8067)

Executive Directors:

Mr. Chew Hua Seng (*Chairman*)
Mr. Liu Ying Chun (*Chief Executive Officer*)

INEDs:

Mr. Lam Bing Lun, Philip
Mr. Tan Yeow Hiang, Kenneth
Mr. Wilson Teh Boon Piaw
Mr. Guo Shaozeng

Registered office:

31st Floor
148 Electric Road
North Point, Hong Kong

*Head Office and Principal Place of
Business in the PRC:*

Levels 1 and 2, 100 Zhangheng Road
Oriental University City
Langfang Economic and
Technological Development Zone
Hebei Province, 065001
The PRC

September 20, 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES;
MANDATE TO GRANT OPTIONS AND ALLOT AND
ISSUE SHARES UPON EXERCISE OF OPTIONS; AND
RE-ELECTION OF RETIRING DIRECTORS; AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Company will propose at the 2019 AGM resolutions for, among other matters, (i) the grant of the Issue Mandate and the Buy-back Mandate; (ii) the extension of the Issue Mandate to include the Shares bought back under the Buy-back Mandate; (iii) the grant of mandate to grant options and allot and issue Shares upon exercise of the options; and (iv) the re-election of the retiring Directors.

LETTER FROM THE BOARD

The purpose of this circular is to give you notice of the 2019 AGM and to provide you with the information regarding the above resolutions to be proposed at the 2019 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to an ordinary resolution passed by the Shareholders at the 2018 AGM will lapse at the conclusion of the 2019 AGM, an ordinary resolution will be proposed at the 2019 AGM to grant the Issue Mandate to the Directors. Based on 180,000,000 Shares in issue as at the Latest Practicable Date and assuming that there will be no change in the number of issued Shares after the Latest Practicable Date and up to the date of the 2019 AGM, the Directors will be authorized to allot, issue and deal with a maximum of 36,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2019 AGM. The Issue Mandate will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of Hong Kong; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

BUY-BACK MANDATE

Given that the general mandate granted to the Directors to buy back Shares pursuant to an ordinary resolution passed by the Shareholders at the 2018 AGM will lapse at the conclusion of the 2019 AGM, an ordinary resolution will be proposed at the 2019 AGM to grant the Buy-back Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Buy-back Mandate and based on 180,000,000 Shares in issue as at the Latest Practicable Date and assuming that there will be no change in the number of issued Shares after the Latest Practicable Date and up to the date of the 2019 AGM, the Directors will be authorized to buy back a maximum of 18,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Buy-back Mandate is granted at the 2019 AGM. The Buy-back Mandate, if granted, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of Hong Kong; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

An explanatory statement in connection with the Buy-back Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Buy-back Mandate.

LETTER FROM THE BOARD

EXTENSION OF THE ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Buy-back Mandate, an ordinary resolution will be proposed at the 2019 AGM to extend the Issue Mandate by including the number of Shares bought back under the Buy-back Mandate.

MANDATE TO GRANT OPTIONS AND ALLOT AND ISSUE SHARES UPON EXERCISE OF OPTIONS

Under section 141 of the Companies Ordinance, directors of a company shall not, without shareholders' prior approval in general meeting, allot new shares or grant rights to subscribe for, or to convert any security into, shares in the company.

The Company adopted the Share Option Scheme, under which the Directors may grant to the selected eligible participants of the Share Option Scheme options to subscribe for Shares, subject to the terms and conditions as stipulated therein. Therefore, the Directors propose to seek the approval of the Shareholders at the 2019 AGM to grant to the Directors an unconditional mandate to grant options under the Share Option Scheme and, if granted, such mandate will commence on the date of passing such resolution and will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of Hong Kong; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

The Board wishes to state that it has no immediate plans to buy back any Shares or to issue any new Shares (save for the issue of Shares upon exercise of the options to be granted, if any), whether for cash or otherwise, pursuant to the relevant mandates.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprised Mr. Chew Hua Seng (“**Mr. Chew**”) and Mr. Liu Ying Chun as the executive Directors; and Mr. Lam Bing Lun, Philip (“**Mr. Lam**”), Mr. Tan Yeow Hiang, Kenneth, Mr. Wilson Teh Boon Piaw and Mr. Guo Shaozeng (“**Mr. Guo**”) as the INEDs.

Article 113 of the Articles of Association provides that the Board may appoint any person as an additional Director or to fill a casual vacancy, provided that any person so appointed as Director shall hold office only until the conclusion of the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following AGM (in the case of an addition to the Board), and shall then be eligible for re-election. Accordingly, Mr. Guo who was appointed as a Director with effect from December 20, 2018 shall retire from office and being eligible, has offered himself for re-election at the 2019 AGM.

Article 141 of the Articles of Association provides that one-third of the Directors for the time being, or, if their number is not three or a number divisible by three, the number nearest to but not less than one-third of the Directors shall retire from office by rotation at each AGM and the retiring Directors shall be eligible for re-election. The Directors to retire by rotation shall be those Directors who have been the longest in office since they were last elected, or

LETTER FROM THE BOARD

appointed by the Shareholders (as the case may be) and if there are Directors who were last elected Directors, or appointed by the Shareholders (as the case may be) on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. However, the Articles of Association does not provide whether those Directors appointed during a year shall be taken into account in determining the number of Directors who are to retire by rotation at the general meeting. For good corporate governance, the Company shall not take Mr. Guo (who was appointed during Year 2019) into account when determining the number of Directors who are to retire by rotation at the 2019 AGM. In addition, pursuant to the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules, every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Chew and Mr. Lam shall retire from office by rotation and being eligible, have offered themselves for re-election at the 2019 AGM.

The biographical details of each of the above retiring Directors to be re-elected at the 2019 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the GEM Listing Rules.

The Nomination Committee has assessed and reviewed each of the INED's annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all the INEDs, including Mr. Lam and Mr. Guo remain independent. The Nomination Committee also evaluated the performance of each of Mr. Lam and Mr. Guo during the Year 2019 or since the date of appointment (as the case may be) based on the nomination policy of the Company disclosed in the annual report of the Company for Year 2019 and considered that their respective experiences, skills, working profiles and other perspectives as set out in Appendix I to this circular can bring further contributions to the Board and its diversity. Upon the nomination by the Nomination Committee, the Board has recommended Mr. Chew, Mr. Lam and Mr. Guo to stand for re-election as Directors at the 2019 AGM. For good corporate governance, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders. The Board believes that the continuous appointment of the retiring Directors contributes to the stability and diversity of the Board.

2019 AGM

The Company will convene the 2019 AGM at Boardroom, 20/F., Central Tower, 28 Queen's Road Central, Hong Kong on Friday, October 25, 2019 at 09:30 a.m. for the purpose of considering and, if thought fit, approving, among others, the resolutions relating to (i) the grant of the Issue Mandate and the Buy-back Mandate; (ii) the extension of the Issue Mandate to include Shares bought back under the Buy-back Mandate; (iii) the grant of mandate to grant options and allot and issue Shares upon exercise of the options; and (iv) the re-election of the retiring Directors. The notice convening the 2019 AGM is set out on pages 17 to 22 of this circular.

A form of proxy for use in connection with the 2019 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.oriental-university-city.com). If you are not able to attend in person but wish to exercise your right as a Shareholder, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and

LETTER FROM THE BOARD

return the completed form of proxy to the Company's share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the 2019 AGM or its adjournment (as the case may be) (excluding any public holiday in Hong Kong). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2019 AGM or its adjournment should he/she/it so wish. If the Shareholder attends and votes in person at the 2019 AGM, the authority of your proxy will be revoked.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the 2019 AGM will be voted on by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes the 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 enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that (i) the grant of the Issue Mandate and the Buy-back Mandate; (ii) the extension of the Issue Mandate to include the Shares bought back pursuant to the Buy-back Mandate; (iii) the grant of mandate to grant options and allot and issue Shares upon exercise of the options; and (iv) the re-election of the retiring Directors as set out in the notice of AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2019 AGM as set out in the notice of 2019 AGM on pages 17 to 22 of this circular.

Yours faithfully,

For and on behalf of the Board

Oriental University City Holdings (H.K.) Limited

Chew Hua Seng

Chairman and Executive Director

The following are the biographical details of the Directors who will retire as required by the Articles of Association and the GEM Listing Rules and are proposed to be re-elected at the 2019 AGM.

Mr. Chew Hua Seng

Mr. Chew Hua Seng (周華盛), aged 65, is the founding Director appointed on June 11, 2012 and re-designated as an executive Director and the chairman of the Board in January 2014. He is also a member of each of the Remuneration Committee and Nomination Committee. Mr. Chew joined the Group in December 2007. He is primarily responsible for the overall strategic planning and management of our Group. He has served as director and chief executive director of 廊坊開發區東方大學城教育諮詢有限公司 (Langfang Development Zone Oriental University City Education Consultancy Co., Ltd.*) (“**Langfang Education Consultancy**”), a subsidiary of the Company, since October 2011. Mr. Chew is also the founder, director, chairman and chief executive officer of REC, a controlling shareholder of the Company. Under his astute leadership, REC has grown to become a premier private education provider. Mr. Chew has led REC to achieve an excellent track record of growth since the REC Group was founded in 1990. REC was listed on the SGX-ST in 2002 and was ranked amongst the Top 200 Asia-Pacific companies on Forbes Asia’s “Best Under a Billion (US\$)” list for four consecutive years, from 2006 to 2009.

Mr. Chew holds a Bachelor’s Degree in Business Administration from the University of Singapore (now known as the National University of Singapore) in May 1979 and was awarded the National University of Singapore Business School Eminent Business Alumni Awards in November 2010 for his outstanding achievements. Mr. Chew was also conferred the Public Service Medal in 2010 by the President of Singapore for his contribution to community service.

In 2007, Mr. Chew established the Chew Hua Seng Foundation (the “**Foundation**”) to further charitable causes, predominantly in education. Commissioned with the motto “Compassion through the Generations”, the Foundation’s mission is aligned with REC’s overarching principle to provide the invaluable gift of education to needy youths, with a special focus to support poor students in the Asia-Pacific region.

Save as disclosed above, Mr. Chew has not held any directorship in any other listed public company in the past three years.

Mr. Chew has entered into a service contract as the Chairman and an executive Director with the Company for an initial term of three years commencing on December 24, 2014, which will continue thereafter until terminated by either party giving not less than three months’ notice in writing to the other and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. He is not entitled to receive any salary as an executive Director but is entitled to bonus at the absolute discretion of the Board and the total

* For identification purpose only

amount of bonus payable shall not exceed 5% of the combined or, as the case may be, consolidated audited net profit of the Company (after payment of all bonuses) after taxation and minority interests but before extraordinary items of the Group for that financial year. He did not receive any bonus for the Year 2019.

Save as disclosed above, Mr. Chew does not (i) hold any other positions in the Company or any of its subsidiaries; and (ii) have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Chew was deemed to be interested in 135,000,000 Shares within the meaning of Part XV of the SFO. Such Shares were beneficially owned by REC which was 33.58% owned by Mr. Chew, including 2.47% interest of his wife and 9.93% joint interest of Mr. Chew and his wife.

Save as disclosed, Mr. Chew has confirmed that there are no other matters that need to be brought to the attention to the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Lam Bing Lun, Philip

Mr. Lam Bing Lun, Philip (林炳麟), aged 76, was appointed as an INED on December 23, 2014. He is also the chairman of the Audit Committee and a member of the Nomination Committee. Mr. Lam began his career in 1963 with Hang Seng Bank Limited in the Accounts Department of its Head Office. He joined the University of Hong Kong (“HKU”) in 1975 and served as the director of finance from 1990 to 2012 where he was responsible for overseeing and managing the university’s overall financial affairs. He also spent 3 years in Canada from 1982 to 1985, where he served as the chief accountant and comptroller in the Overseas Bank (Canada), responsible for the creation, development and control of its accounting and reporting systems. Mr. Lam was appointed as senior advisor to the vice-chancellor of the HKU from July 1, 2012 to June 30, 2014 for financial and investment management and fund-raising matters. He is currently an honorary advisor to the chairman of the HKU Foundation. Mr. Lam is active in community affairs and has served as a member on the Board of Review of the Hong Kong Inland Revenue Department and a member of the Establishment and Finance Committee of the Prince Philip Dental Hospital in Hong Kong. He is currently a board governor of the Canadian International School in Hong Kong and also a board governor of the Centennial College which is wholly owned by the HKU. Mr. Lam is also currently an executive director of each of Chinney Alliance Group Limited (stock code: 385) and its subsidiary, Chinney Kin Wing Holdings Limited (stock code: 1556), and Hon Kwok Land Investment Company, Limited (stock code: 160), all listed on the Main Board of the Stock Exchange.

Mr. Lam obtained a diploma in management studies from the Hong Kong Polytechnic (now known as the Hong Kong Polytechnic University) in July 1974. He has been a fellow of The Chartered Institute of Management Accountants in the UK since April 1993, and a certified management accountant of the Society of Management Accountants of British Columbia, Canada since October 1991, and an associate of each of the Institute of Chartered Secretaries and Administrators in the UK since September 1974, the Chartered Institute of Bankers in the UK since December 1971 and the Hong Kong Society of Accountants (now known as the Hong Kong Institute of Certified Public Accountants) since October 1981.

Save as disclosed above, Mr. Lam has not held (i) any directorship in any other listed public company in the past three years; and (ii) any other positions in the Company or any of its subsidiaries.

Mr. Lam has been appointed as an INED for a term of three years commencing on December 23, 2014 pursuant to a letter of appointment entered into between Mr. Lam and the Company, which automatically continues thereafter until terminated by either party giving not less than three months' notice in writing to the other and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. His emoluments comprise a director's fee of HK\$175,000 per annum. The emoluments for Mr. Lam were determined by the Board by reference to his experience, responsibilities and duties within the Company as well as the prevailing market conditions and shall be adjusted by the recommendation of the Remuneration Committee. His emolument for the Year 2019 was HK\$175,000.

Mr. Lam does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Lam did not have any interest or short position in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Lam has confirmed that there are no other matters that need to be brought to the attention to the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Guo Shaozeng

Mr. Guo Shaozeng (郭紹增), aged 56, was appointed as an INED on December 20, 2018. He is also the chairman of the Nomination Committee and a member of the Audit Committee. He has extensive experience in strategy development, investment and acquisition in real estate, industrial new town, ecological environment and health areas in the PRC. He is one of the founders and deputy chairman of China Fortune Land Development Holdings Limited (“**CFLDH**”). From July 17, 2009 to February 20, 2019, Mr. Guo served as a non-executive director of China Fortune Land Development Co., Ltd (“**CFLD**”), a subsidiary of CFLDH. A-Shares of CFLD are listed and traded on the Main Board of the Shanghai Stock Exchange (Stock Code: 600340). He was the deputy chairman of Bank of Langfang Co., Ltd. from January 6, 2014 to November 29, 2017 and has been its director since November 30, 2017. He is the founder of Poplar Capital which mainly focuses on the investment and acquisition of companies in eco-environment space, healthcare and internet of things areas. He is currently the president of North American Alumni Association of School of Economics and Management of Tsinghua University in the PRC.

Mr. Guo obtained an executive master of business administration degree (the “**EMBA**”) in PBC School of Finance and an EMBA in School of Economics and Management from Tsinghua University. Mr. Guo is currently pursuing a doctoral degree in business and administration jointly offered by PBC School of Finance, Tsinghua University and Temple University in the United States.

Save as disclosed above, Mr. Guo has not held (i) any directorship in any other listed public company in the past three years; and (ii) any other positions in the Company or any of its subsidiaries.

Mr. Guo has entered into a letter of appointment with the Company for a term of three years commencing on December 20, 2018 and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Guo is entitled to an annual remuneration of HK\$175,000. His remuneration package was determined by the Board on the recommendation of the Remuneration Committee by reference to his qualifications, experience and duties and responsibilities as well as the prevailing market conditions. His emolument for the Year 2019 was HK\$93,145.

Mr. Guo does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Guo did not have any interest or short position in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed, Mr. Guo has confirmed that there are no other matters that need to be brought to the attention to the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to paragraphs 17.50(2)(h) to (v) of the GEM Listing Rules.

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the 2019 AGM for approving the Buy-back Mandate. This also constitutes the memorandum as required under Section 239(2) of the Companies Ordinance.

The GEM Listing Rules permit companies whose primary listing is on GEM to buy back their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed share buy-backs on the Stock Exchange by a company with its primary listing on the GEM must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by a specific approval.

2. BUY-BACK OF SECURITIES FROM CORE CONNECTED PERSONS

Under the GEM Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Buy-back Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 180,000,000 issued Shares and there were no outstanding options granted under the Share Option Scheme to subscribe for Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Buy-back Mandate and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date and up to the date of the 2019 AGM of passing such resolution, the Directors will be authorized to buy back up to a maximum of 18,000,000 Shares, representing 10% of the total number of issued Shares as at the date of passing the relevant resolution. The Buy-back Mandate will end on the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of Hong Kong; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

4. REASONS FOR BUY-BACKS

The Directors presently have no intention to buy back any Shares but consider the Buy-back Mandate to be in the interests of the Company and the Shareholders as a whole. An exercise of the Buy-back Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share and will only be made when the Directors believe that a buy-back will benefit the Company and the Shareholders as a whole.

5. FUNDING OF BUY-BACKS

Pursuant to the Buy-back Mandate, buy-backs would be funded entirely from the Company's funds legally available in accordance with the laws of Hong Kong and the Articles of Association for such purpose.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Buy-back Mandate in full would have a material adverse impact on the working capital or gearing position of the Company when compared with that as at June 30, 2019, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Traded Price (HK\$)	
	Highest	Lowest
2018		
September	2.25	1.81
October	2.20	1.84
November	2.11	1.82
December	2.10	2.00

Month	Traded Price (HK\$)	
	Highest	Lowest
2019		
January	2.12	1.99
February	2.34	2.26
March	2.60	1.90
April	2.65	2.01
May	2.44	2.00
June	2.05	1.76
July	2.00	1.80
August	1.70	1.20
September (up to and including the Latest Practicable Date)	1.45	1.21

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Buy-back Mandate is approved at the 2019 AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to buy back Shares pursuant to the Buy-back Mandate in accordance with the GEM Listing Rules and the applicable laws and regulations of Hong Kong.

10. EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to buy back Shares pursuant to the Buy-back Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Chew Hua Seng, the chairman of the Board and an executive Director, was the controlling shareholder of the Company, holding 135,000,000 Shares or 75% of the issued Shares, through REC. Based on such shareholdings and assuming that there is no change in the number of the issued Shares after the Latest Practicable Date, in the event that the Directors will exercise in full the Buy-back Mandate if so approved at the 2019 AGM, the interests in the Company of each of Mr. Chew Hua Seng and REC would be increased to approximately 83.33% of the issued Shares and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

However, the Directors would not exercise the Buy-back Mandate in whole or in part to the extent as may result in the number of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the Stock Exchange.

11. SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



Oriental University City Holdings (H.K.) Limited **東方大學城控股(香港)有限公司**

(Incorporated in Hong Kong with limited liability)
(Stock Code: 8067)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders of Oriental University City Holdings (H.K.) Limited (the “**Company**” and the “**2019 AGM**”, respectively) will be held at Boardroom, 20/F., Central Tower, 28 Queen’s Road Central, Hong Kong on Friday, October 25, 2019 at 09:30 a.m. following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended June 30, 2019 (the “**Year**”) and the respective reports of the Company’s directors (the “**Directors**”) and independent auditor (the “**Independent Auditor**”) thereon.
2. To re-elect Mr. Chew Hua Seng as an executive Director.
3. To re-elect Mr. Lam Bing Lun, Philip as an independent non-executive Director (the “**INED**”).
4. To re-elect Mr. Guo Shaozeng as an INED.
5. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration for the year ending June 30, 2020 (the “**Year 2020**”).
6. To re-appoint BDO Limited as the Independent Auditor in respect of the Company’s financial statements for the Year 2020 and to authorize the Board to fix its remuneration.
7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below of this Resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares, or options or securities for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above of this Resolution shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as defined below) 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 total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the 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 (the “**Articles of Association**”) in force from time to time, shall not exceed the aggregate of 20% of the total number of the Shares in issue as at the date of the passing of this Resolution and such approval 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 (the “**AGM**”);

- (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any other applicable laws or regulations; and

- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors 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 or the requirements of any recognized regulatory body or any stock exchange in any territory, outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back the shares of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong (the **“Commission”**) and the Stock Exchange under the Hong Kong Code of Share Buy-backs administered by the Commission be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) above of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the **“AGM”**);
- (ii) the expiration of the period within which the next AGM is required to be held by the articles of association of the Company or any other applicable laws or regulations; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”

9. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT conditional upon the passing of Resolutions numbered 7 and 8 set out in the notice convening the annual general meeting of the Company (the **“Notice”**), the authority granted to the directors of the Company pursuant to Resolution numbered 7 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the shares of the Company (the **“Shares”**) bought back pursuant to the authority granted pursuant to Resolution numbered 8 set out in the Notice, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

10. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to the Companies Ordinance (Chapter 622 of the laws of Hong Kong), the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM**”) and the terms and conditions of the share option scheme (the “**Share Option Scheme**”) adopted by the shareholders of the Company (the “**Shareholders**”) on December 17, 2014 and becoming effective on January 16, 2015, the date on which the shares of the Company (the “**Shares**”) were initially listed on GEM, a mandate be and is hereby unconditionally given to the directors of the Company (the “**Directors**”) to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to grant options to subscribe for the Shares and/or to make or grant offers of options under the Share Option Scheme that would or might require Shares to be allotted and/or options to be granted under the Share Option Scheme;
- (b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period (as defined below) to grant options and/or make offers of options under the Share Option Scheme, which would or might require the exercise of such power after the end of the Relevant Period;
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “**AGM**”);
- (ii) the expiration of the period within which the next AGM is required to be held by the articles of association of the Company or any other applicable laws or regulations; and
- (iii) the date on which the authority set out in this Resolution is revoked and varies by way of an ordinary resolution by the Shareholders in general meeting.”

By order of the Board
Oriental University City Holdings (H.K.) Limited
Chew Hua Seng
Chairman and Executive Director

Hong Kong, September 20, 2019

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

31st Floor
148 Electric Road
North Point
Hong Kong

Head Office and Principal Place of Business

in the People's Republic of China (the "PRC"):

Levels 1 and 2, 100 Zhangheng Road
Oriental University City
Langfang Economic and Technological Development Zone
Hebei Province, 065001
The PRC

Notes:

1. Any member of the Company (the "**Member**" or "**Shareholder**") entitled to attend and vote at the 2019 AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provision of the Articles of Association. A proxy need not be a Member but must be present in person at the 2019 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company's share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event, not later than 48 hours before the time appointed for holding the 2019 AGM or its adjourned meeting (as the case may be) (excluding any public holiday in Hong Kong). Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the 2019 AGM or its adjourned meeting should he/she so wish. In such event, the form of proxy shall be deemed to be revoked.
3. For determining the entitlement of the Shareholders to attend and vote at the 2019 AGM, the register of Members will be closed from Tuesday, October 22, 2019 to Friday, October 25, 2019 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for attending the 2019 AGM, the non-registered Shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company's share registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, October 21, 2019.
4. In relation to the proposed Resolution numbered 6 above, the Board concurs with the views of the audit committee of the Board and has recommended that BDO Limited be re-appointed as the Independent Auditor.
5. In relation to the proposed Resolution numbered 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorize the allotment and issue of Shares under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**"). The Directors have no immediate plans to issue any new Shares.
6. In relation to the proposed Resolution numbered 8 above, the Directors wish to state that currently, they have no intention to buy back any Shares and will exercise the powers conferred thereby to buy back Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote for or against the proposed resolution as required by the GEM Listing Rules is set out in Appendix II to the Company's circular dated September 20, 2019.

NOTICE OF ANNUAL GENERAL MEETING

7. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll except where the chairman of the 2019 AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

8.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the 2019 AGM, the 2019 AGM will be postponed and Members will be informed of the date, time and venue of the postponed 2019 AGM by a supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time appointed for holding the 2019 AGM and where conditions permit, the 2019 AGM will be held as scheduled.

 - (c) The 2019 AGM will be held as scheduled when a tropical cyclone warning signal No. 3 or below or an amber or red rainstorm warning signal is in force.

 - (d) After considering their own situations, Members should decide on their own whether or not they would attend the 2019 AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.