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Travel Expert (Asia) Enterprises Limited

專業旅運（亞洲）企業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1235)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Travel Expert (Asia) Enterprises Limited (the “**Company**”) will be held at Units A-C, 9/F., D2 Place TWO, 15 Cheung Shun Street, Lai Chi Kok, Kowloon, Hong Kong on Friday, 16 August 2019 at 9:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements of the Company and the Reports of the Directors and Auditor for the year ended 31 March 2019.
2. To declare a final dividend of HK2.0 cents per share for the year ended 31 March 2019.
3.
 - (a) To re-elect Ms. Cheng Hang Fan as an Executive Director.
 - (b) To re-elect Mr. Mak King Sau as an Independent Non-executive Director.
 - (c) To authorise the Board of Directors to fix the remuneration of the Directors.
4. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board of Directors to fix their remuneration.

Resolutions 5 to 7 will be proposed as ordinary resolutions of the Company:

5. **“THAT:**
 - (a) subject to the provisions of paragraphs (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase ordinary shares of HK\$0.01 each in the capital of the Company (“**Shares**”), subject to and in accordance with all applicable laws and the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the Shares in issue at the date of this Resolution, and the said approval 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 earlier 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 the applicable law of the Cayman Islands to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of shareholders of the Company in general meeting.”
6. “**THAT** the exercise by the Directors during the Relevant Period (as defined in Resolution 5(c) above) of all the powers of the Company to issue, allot and dispose of additional Shares (including making and granting offers, agreements and options which would or might require Shares to be issued, allotted or disposed of, whether or after the end of the Relevant Period) be and is hereby generally and unconditionally approved provided that, otherwise than pursuant to a rights issue where Shares are offered to shareholders on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions 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 any recognised regulatory body or stock exchange in, any territory outside Hong Kong), the additional Shares issued, allotted or disposed of (including Shares agreed conditionally or unconditionally to be issued, allotted or disposed of, whether pursuant to an option or otherwise) shall not in aggregate exceed 20% of the aggregate nominal amount of the Shares in issue at the date of this Resolution, and the said approval shall be limited accordingly.”
7. “**THAT** the general mandate granted to the Directors under Resolution 6 above be and is hereby extended by the addition of an amount representing the aggregate nominal amount of Shares purchased by the Company pursuant to the general mandate approved in Resolution 5 above.”

By order of the Board
Travel Expert (Asia) Enterprises Limited
Ko Wai Ming, Daniel
Chairman

Hong Kong, 17 July 2019

As at the date of this notice, the Executive Directors of the Company are Mr. Ko Wai Ming, Daniel, Ms. Cheng Hang Fan and Mr. Chan Wan Fung; and the Independent Non-executive Directors of the Company are Mr. Mak King Sau, Mr. Szeto Chi Man and Mr. Yung Ha Kuk, Victor.

Notes:

1. Voting on all resolutions at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong Branch Share Registrar, Tricor Investor Services Limited (“**Tricor**”) at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The Register of Members of the Company will be closed from Tuesday, 13 August 2019 to Friday, 16 August 2019 (both days inclusive), during which period no transfer of shares in the Company will be registered, for the purpose of determining shareholders who are entitled to attend and vote at the Meeting. In order to qualify for attending and voting at the Meeting, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company’s Hong Kong Branch Share Registrar, Tricor, at the aforementioned address not later than 4:30 p.m. on Monday 12 August 2019.
5. The Register of Members of the Company will be closed from Monday, 26 August 2019 to Wednesday, 28 August 2019 (both days inclusive), during which period no transfer of shares will be registered, for the purpose of determining shareholders who are entitled to the proposed final dividend. In order to qualify for the proposed final dividend, all transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company’s Hong Kong Branch Share Registrar, Tricor, at the aforementioned address not later than 4:30 p.m. on Friday, 23 August 2019.