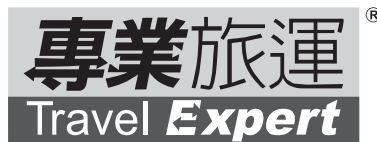

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 Travel Expert (Asia) Enterprises Limited, you should at once hand this circular, together with the enclosed form of proxy, 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.



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)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of Travel Expert (Asia) Enterprises Limited (the “Company”) to be held at Suite 601-2, 6/F., Hang Lung Centre, 2-20 Paterson Street, Causeway Bay, Hong Kong at 10:00 a.m. on 17 August 2023 is set out on pages 13 to 15 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjourned meeting should you so desire and in such event, the form of proxy shall be deemed to be revoked.

There will be no distribution of corporate gifts or serving of refreshments at the AGM.

21 July 2023

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DEFINITIONS

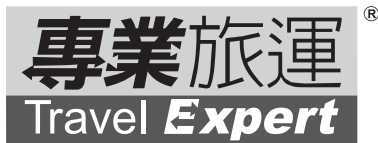
In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held on 17 August 2023 at 10:00 a.m.
“AGM Notice”	notice of the AGM, which is set out on pages 13 to 15 of this circular
“Articles”	the Articles of Association of the Company
“Board”	the board of Directors
“close associate(s)”	having the meaning ascribed to it under the Listing Rules
“Company”	Travel Expert (Asia) Enterprises Limited, an exempted company incorporated in the Cayman Islands, the Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	having the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“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 People’s Republic of China
“Hong Kong Branch Register”	the register of members held in Hong Kong by Tricor Investor Services Limited of 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Issuance Mandate”	as defined in paragraph 3(b) of the Letter from the Board
“Latest Practicable Date”	14 July 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information included herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Memorandum”	the Memorandum of Association of the Company
“Repurchase Mandate”	as defined in paragraph 3(a) of the Letter from the Board
“Resolutions”	the resolutions as set out in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Ko Wai Ming, Daniel (*Chairman*)

Ms. Cheng Hang Fan (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Chau Kwok Wing, Kelvin

Mr. Mak King Sau

Mr. Tse Kam Tim

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head office and principal place

of business in Hong Kong:

8/F., Guangdong Finance Building

88 Connaught Road West

Hong Kong

21 July 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the information regarding the resolutions to be proposed at the AGM for (i) re-election of Directors retiring at the AGM; (ii) granting of the Repurchase Mandate to the Directors; (iii) granting of the Issuance Mandate to the Directors; and (iv) extension of the Issuance Mandate by the addition of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

Pursuant to Articles 84(1) and 84(2), Ms. Cheng Hang Fan (“**Ms. Cheng**”) and Mr. Chau Kwok Wing, Kelvin (“**Mr. Chau**”) will retire by rotation at the AGM and, being eligible, will offer themselves for re-election.

Pursuant to Article 83(3), during the year, Mr. Tse Kam Tim (“**Mr. Tse**”) was appointed to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and, being eligible, will offer himself for re-election.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

The Nomination Committee of the Company (the “**Nomination Committee**”) has considered the biographical details and other related particulars of Ms. Cheng, Mr. Chau and Mr. Tse, with reference to the board diversity policy of the Company and their contributions to the Board and the Group during their tenure. Ms. Cheng, Mr. Chau and Mr. Tse have extensive experience and knowledge in their respective professional and commercial fields, who can contribute valuable advice on the business and development of the Group and can also conform with the Company’s board diversity policy. The Nomination Committee is satisfied that each of Ms. Cheng, Mr. Chau and Mr. Tse has the required character, integrity and experience to continuously fulfil the role as Director effectively.

The Nomination Committee has also assessed the independence of each of Mr. Chau and Mr. Tse, being the independent non-executive Directors of the Company, based on reviewing his written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that they remain independent.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that Ms. Cheng, Mr. Chau and Mr. Tse stand for re-election as Directors at the AGM.

3. REPURCHASE AND ISSUANCE MANDATES

Ordinary resolutions will be proposed at the AGM to approve the granting of general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of up to 50,985,900 Shares, being 10% of the aggregate amount of the issued Shares of the Company on the date of passing of such resolution on the basis that 509,859,000 Shares were in issue as at the Latest Practicable Date and no further Shares are issued or repurchased before the AGM (the “**Repurchase Mandate**”);

LETTER FROM THE BOARD

- (b) to allot, issue and deal with additional Shares of up to 101,971,800 Shares, being 20% of the Shares in issue as at the date of passing of such resolution on the basis that 509,859,000 Shares were in issue as at the Latest Practicable Date and no further Shares are issued or repurchased before the AGM (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by the addition of the Shares repurchased by the Company pursuant to the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force until the earlier of the Relevant Period as defined in Resolution 4 as set out in the AGM Notice.

With reference to the Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase or issue any Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide Shareholders with requisite information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

4. NOTICE OF AGM

The AGM Notice is set out in Appendix III to this circular.

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, 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, at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjourned meeting should you so desire and in such event, the form of proxy shall be deemed to be revoked.

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at an annual 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. Accordingly, the chairman of the AGM will demand a poll on each of the resolutions to be proposed at the AGM unless the abovementioned reason arises.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the proposed re-election of Directors, the granting of Repurchase Mandate and Issuance Mandate and the extension of the Issuance Mandate are each in the best interests of the Company and Shareholders. The Directors recommend Shareholders to vote in favour of the Resolutions to be proposed at the AGM.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

Yours faithfully,
For and on behalf of the Board
Travel Expert (Asia) Enterprises Limited
Ko Wai Ming, Daniel
Chairman

The details of the Directors proposed to be re-elected at the AGM are set out below:

Ms. Cheng Hang Fan, aged 64, is one of the co-founders of the Group and became the Chief Executive Officer and an Executive Director of the Company on 6 September 2011 and 30 September 2010 respectively. Ms. Cheng has over 37 years of experience in the travel industry. She is primarily responsible for the Group's overall management and operation, business development and strategic planning. Ms. Cheng is the spouse of Mr. Ko Wai Ming, Daniel, the Chairman and an Executive Director of the Company, and the mother of Mr. Ko Chun Wang, Kelvin, the managing director of a Group's subsidiary and director of various subsidiaries.

Ms. Cheng has entered into a Director's Service Agreement with the Company for an initial term of three years commencing on the date of listing of the Company's Shares on the Stock Exchange, i.e. 30 September 2011, and shall continue thereafter until terminated. She is subject to retirement by rotation at least once every three years pursuant to the relevant provisions under the Articles. She is presently entitled to a fixed salary of HK\$480,000 per annum and a discretionary bonus, which were determined by the Board with reference to the prevailing market practice and her duties and responsibilities with the Group.

As at the Latest Practicable Date and pursuant to Part XV of SFO, Ms. Cheng has a personal interest in 8,370,000 Shares, a family interest in 4,240,000 Shares and corporate interest in 356,715,000 Shares, representing approximately in aggregate 72.4% of the issued share capital of the Company.

Save as disclosed herein, Ms. Cheng does not have any other relationships with any other Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Cheng has not held any directorship in any other public companies whose securities are listed on any securities market in Hong Kong or overseas during the past three years and did not have any other major appointments and professional qualifications.

There is no information that is required to be disclosed by Ms. Cheng pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders relating to the re-election of Ms. Cheng.

Mr. Chau Kwok Wing, Kelvin, aged 61, was appointed an Independent Non-executive Director of the Company on 18 August 2021. He was a senior adviser to Rothschild & Co Hong Kong Limited, a global financial advisory firm, from 2020 to 2021 and the chairman of its Hong Kong operations from 2018 to 2020. Mr. Chau joined N. M. Rothschild & Sons (Hong Kong) Limited in 1987 and has been a banker with the group throughout his career. He has extensive experience in corporate mergers and acquisitions, capital markets and wealth management. Mr. Chau graduated from University of Buckingham, United Kingdom, with a Bachelor of Laws degree and is a fellow of The Hong Kong Institute of Directors. Mr. Chau is also an independent non-executive director of Allied Group Limited (stock code: 373) since June 2020, the securities of which are listed on The Stock Exchange of Hong Kong Limited.

Mr. Chau has entered into an appointment letter with the Company for term of two years with effect from 18 August 2021, which shall be automatically renewed thereafter unless terminated by either the Company or Mr. Chau by giving at least one month's prior notice in writing to the other. He is subject to retirement by rotation and re-election at least once every three years in accordance with the Articles. He is presently entitled to a Director's fee of HK\$156,000 per annum, which was determined by the Board with reference to the recommendation from the Remuneration Committee based on the duties and responsibilities of Mr. Chau and the prevailing market conditions.

Mr. Chau does not have any interest or deemed interest in any Shares of the Company pursuant to Part XV of the SFO.

Mr. Chau does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company. The Company has received from Mr. Chau his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers that he is independent.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chau has not held any directorships in other public companies whose securities are listed on any securities market in Hong Kong or overseas during the past three years, does not hold any other positions with the Company or other members of the Group and did not have any other major appointments and professional qualifications.

There is no information that is required to be disclosed by Mr. Chau pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders relating to the re-election of Mr. Chau.

Mr. Tse Kam Tim, aged 72, was appointed as an Independent Non-executive Director of the Company on 30 November 2022. Mr. Tse holds a Bachelor of Social Sciences (Honours) and a Master of Business Administration from the University of Hong Kong, a Master of Arts in Management Research from Macquarie University, Australia and a Doctor of Philosophy from University of Birmingham, United Kingdom. Mr. Tse has extensive experience in business development, change management, human resources development, management training and consultancy services. He worked in various multinational groups, including John Swire and Sons (HK) Limited, Citibank N.A., Wilson Learning Corporation (Australia, New Zealand and Asia), Hong Kong International Container with senior management positions. He is a former managing director of Yantian International Container Terminals Limited (“YICT”), a joint venture between the Hutchison Group and Yantian Port Group, one of the China major state owned enterprises. During his tenure with YICT from 1993 to 2009, YICT achieved phenomenal results in productivity and profitability. After retirement from business in 2009, Mr. Tse pursued his academic and consulting and research interest in management. Mr. Tse is active in community and academic services. Currently, he is a member of the Board of Director of the Chinese University of CUHK Medical Centre and the chairman of Education Foundation of Hong Kong University Graduates Association.

Mr. Tse has entered into an appointment letter with the Company for term of two years with effect from 30 November 2022, which shall be automatically renewed thereafter unless terminated by either the Company or Mr. Tse by giving at least one month’s prior notice in writing to the other. He is subject to retirement by rotation and re-election at least once every three years in accordance with the Articles. He is presently entitled to a Director’s fee of HK\$156,000 per annum, which was determined by the Board with reference to the recommendation from the Remuneration Committee based on the duties and responsibilities of Mr. Tse and the prevailing market conditions.

Mr. Tse does not have any interest or deemed interest in any Shares of the Company pursuant to Part XV of the SFO.

Mr. Tse does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company. The Company has received from Mr. Tse his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers that he is independent.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tse has not held any directorships in other public companies whose securities are listed on any securities market in Hong Kong or overseas during the past three years, does not hold any other positions with the Company or other members of the Group and did not have any other major appointments and professional qualifications.

There is no information that is required to be disclosed by Mr. Tse pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders relating to the re-election of Mr. Tse.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were 509,859,000 Shares in issue. Subject to the passing of the Resolution 4 as set out in the AGM Notice in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a maximum of 50,985,900 Shares, representing 10% of the aggregate number of Shares in issue as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Directors to repurchase the Shares on the market.

Repurchases of Shares 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 or may otherwise be in the interest of the Company, and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles, the laws of the Cayman Islands and other applicable laws, as the case may be, and will be financed by the Group's internal resources.

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 accounts contained in the annual report of the Company for the year ended 31 March 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules and all applicable Cayman Islands laws and in accordance with the regulations set out in the Memorandum and Articles.

5. DIRECTORS AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their close associates have any present intention, in the event that the grant to the Directors of the Repurchase Mandate is approved by the Shareholders, of selling Shares to the Company. No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so in the event that the Company is authorised to make repurchases of Shares.

6. TAKEOVERS CODE

If, as a result of a share repurchase, a shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer for the securities of the Company under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Colvin & Horne Holdings Limited, which is owned as to 60% by Mr. Ko Wai Ming, Daniel ("**Mr. Ko**"), the Chairman and an Executive Director of the Company, and as to 40% by Ms. Cheng Hang Fan ("**Ms. Cheng**"), the spouse of Mr. Ko and the Chief Executive Officer and an Executive Director of the Company, together with Mr. Ko and Ms. Cheng (all together, "**Mr. Ko and Associates**") held approximately 72.4% of the Company's issued Shares. If the power under the Repurchase Mandate is exercised in full, the interest of Mr. Ko and Associates would be increased to 80.5% of the issued Shares. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of the exercise of the power in full under the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate to an extent that may result in a public shareholding of less than the minimum public float requirement.

APPENDIX II EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

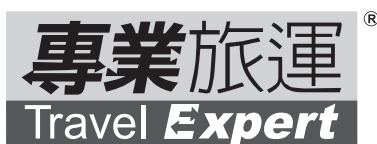
7. MARKET PRICES OF SHARES

The highest and lowest prices per Share have traded on the Stock Exchange in each of the previous twelve months and in July 2023 (up to the Latest Practicable Date) were as follows:

Month	Share Price	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2022		
July	0.190	0.190
August	0.190	0.190
September	0.355	0.220
October	0.270	0.153
November	0.177	0.165
December	0.285	0.160
2023		
January	0.260	0.227
February	0.239	0.160
March	0.188	0.151
April	0.190	0.162
May	0.163	0.163
June	0.181	0.160
July (up to the Latest Practicable Date)	0.170	0.153

8. REPURCHASE OF SHARES MADE BY THE COMPANY

No purchases of Shares have been made by the Company in the previous six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

**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 IS HEREBY GIVEN that the annual general meeting of Travel Expert (Asia) Enterprises Limited (the “**Company**”) will be held at Suite 601-2, 6/F., Hang Lung Centre, 2-20 Paterson Street, Causeway Bay, Hong Kong on Thursday, 17 August 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions of the Company:

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 2023.
2.
 - (a) To re-elect Ms. Cheng Hang Fan as an Executive Director.
 - (b) To re-elect Mr. Chau Kwok Wing, Kelvin as an Independent Non-executive Director.
 - (c) To re-elect Mr. Tse Kam Tim as an Independent Non-executive Director.
 - (d) To authorise the Board of Directors to fix the remuneration of the Directors.
3. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board of Directors to fix their remuneration.
4. **“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.”
5. “**THAT** the exercise by the Directors during the Relevant Period (as defined in Resolution 4(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 during 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.”

6. “**THAT** the general mandate granted to the Directors under Resolution 5 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 4 above.”

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

Hong Kong, 21 July 2023

As at the date of this notice, the Executive Directors of the Company are Mr. Ko Wai Ming, Daniel and Ms. Cheng Hang Fan; and the Independent Non-executive Directors of the Company are Mr. Chau Kwok Wing, Kelvin, Mr. Mak King Sau and Mr. Tse Kam Tim.

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 17/F., Far East Finance Centre, 16 Harcourt Road, 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 Monday, 14 August 2023 to Thursday, 17 August 2023 (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 Friday, 11 August 2023.
5. A circular of the Company containing further details regarding Resolutions 2, 4, 5 and 6 will be despatched to the Company’s shareholders together with the 2023 Annual Report of the Company.
6. If a typhoon signal no. 8 or above, “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at or after 7:30 a.m. on the date of the Annual General Meeting, the meeting will be postponed. The Company will publish an announcement on the website of Company at www.tegroup.com.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting.