

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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 Bojun Education Company 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.

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Bojun Education Company Limited

博駿教育有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1758)

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

A notice convening an annual general meeting of Bojun Education Company Limited (the “**Company**”) to be held at Meeting Room, 2/F., Bojun Education Company Limited, 209 Sanshe Road, Jinjiang District, Chengdu, Sichuan Province, the People’s Republic of China on Thursday, 16 February 2023 at 10:00 a.m. is set out on pages AGM-1 to AGM-4 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it 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 and in any event no less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meeting should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the Coronavirus pandemic, the following precautionary measures will be implemented at the AGM:

- (1) Compulsory temperature screening/checks
- (2) Submission of health declaration forms
- (3) Wearing of surgical face mask
- (4) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law. For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

7 December 2022

CONTENTS

	<i>page</i>
Precautionary Measures For the Annual General Meeting	1
Definitions	3
Letter from the Board	
1. Introduction	5
2. General mandate to issue shares	6
3. General mandate to repurchase shares	6
4. Re-election of directors	6
5. Annual General Meeting	7
6. Procedures by which a poll may be demanded	7
7. Closure of Register of Members	8
8. Recommendation	8
9. Responsibility statement	8
Appendix I — Explanatory Statement	9
Appendix II — Details of Directors Proposed for Re-election	12
Notice of Annual General Meeting	AGM-1

Accompanying: Form of proxy to the annual general meeting

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

With the outbreak and spreading of the Coronavirus pandemic and the heightened requirements for the prevention and control of its spreading, to safeguard the health and safety of the Shareholders who might be attending the AGM in person, the Company will implement the following precautionary measures at the AGM.

Voting by proxy in advance of the AGM: The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the Coronavirus pandemic. For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising Shareholder rights. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.

The deadline to submit completed proxy forms is Tuesday, 14 February 2023 at 10:00a.m.. Completed proxy forms must be returned to the Hong Kong Share Registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Shareholders are strongly encouraged to cast their votes by submitting a proxy form appointing the chairman of the AGM as their proxy.

To safeguard the health and safety of the Shareholders who might be attending the AGM in person, the Company will also implement the following measures at the AGM:

- (1) Compulsory temperature screening/checks will be carried out on every attendee at the main entrance of AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the AGM venue and be requested to leave the AGM venue.
- (2) Every attendee will have to submit a completed Health Declaration Form prior to entry into the AGM venue. The Form with a unique shareholder reference number (SRN) printed on the top right corner is sent to all registered shareholders together with this circular. The completed and signed form must be ready for collection at the main entrance of AGM venue to ensure prompt and smooth processing. The Form can also be downloaded from the website of the Company at the AGM Website.
- (3) Every attendee will be required to wear a surgical face mask throughout the AGM and to sit at a distance from other attendees. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
- (4) No refreshments or drinks will be provided to attendees at the AGM. Instead, a donation will be made by the Company for charitable purposes in relation to the Coronavirus pandemic.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Attendees are in addition requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

Due to the constantly evolving Coronavirus pandemic situation, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website or the AGM Website for future announcements and updates on the AGM arrangements.

Appointment of proxy by non-registered shareholders: Non-registered shareholders whose shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

If shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the Company's share registrar, as follows:

17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong
Telephone: (852) 2980 1333
Facsimile: (852) 2810 8185
Email: is-enquiries@hk.tricorglobal.com

DEFINITIONS

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

“Act Best”	Act Best Global Limited (萬福全球有限公司), a company incorporated in the BVI with limited liability on 28 November 2019 and is wholly-owned by Mr. Wang Jinglei
“Act Glory”	Act Glory Global Limited (鴻藝全球有限公司), a company incorporated in the BVI with limited liability on 29 November 2019 and is wholly-owned by Act Best
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Meeting Room, 2/F., Bojun Education Company Limited, 209 Sanshe Road, Jinjiang District, Chengdu, Sichuan Province, the People’s Republic of China on Thursday, 16 February 2023 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-4 of this circular
“Articles”	the articles of association of the Company, and an “Article” shall mean an article of the Articles
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“BVI”	British Virgin Islands
“Companies Law”	the Companies Law, Chapter 22, (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Bojun Education Company Limited (博駿教育有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“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”	Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general mandate to be granted to the Board at the AGM to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the aggregate nominal amount of the entire issued share capital of the Company, being the mandate referred to in resolution no. 5 in the AGM Notice
“Latest Practicable Date”	1 December 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 6 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 Code on Takeovers and Mergers and Share Repurchases
“%”	per cent

LETTER FROM THE BOARD



Bojun Education Company Limited

博駿教育有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1758)

Executive Director:

Mr. Wang Jinglei

(Chairman and Chief Executive Officer)

Non-executive Director:

Mr. Wu Jiwei

Independent Non-Executive Directors:

Mr. Cheng Tai Kwan Sunny

Mr. Mao Daowei

Ms. Luo Yunping

Mr. Yang Yuan

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

2206-19, Jardine House

1 Connaught Place

Central

Hong Kong

7 December 2022

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to (i) the proposed general mandates to issue and repurchase Shares up to 20% and 10% respectively of the Company's total number of issued Shares as at the date of the passing of the resolutions; and (ii) the proposed re-election of Directors in order to enable you to make an informed decision on whether to vote for or against the resolutions nos. 2, 5 to 7 to be proposed at the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

At the AGM, ordinary resolutions nos. 5 and 7 of the AGM Notice will be proposed which, if passed, will give the Directors a general mandate to issue new Shares representing up to (i) 20% of the aggregate nominal amount of the entire issued share capital of the Company at the date of passing the resolution plus (ii) the nominal amount of the share capital of the Company repurchased by the Company (under the authority granted pursuant to the Repurchase Resolution) subsequent to the passing of such resolution.

On the basis of a total of 821,856,000 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the AGM, the Issue Mandate (if granted by the Shareholders at the AGM) will empower the Directors to allot, issue or otherwise deal in up to a maximum of 164,371,200 new Shares, being 20% of the entire issued share capital of the Company as at the Latest Practicable Date.

3. GENERAL MANDATE TO REPURCHASE SHARES

The ordinary resolution no.6 of the AGM Notice, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution at any time until the next annual general meeting of the Company following the passing of the said ordinary resolution or such earlier period as stated in the said ordinary resolution (the “**Repurchase Mandate**”).

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

4. RE-ELECTION OF DIRECTORS

The Company has formulated a director nomination policy. The Nomination Committee is responsible for identifying candidates suitably qualified to become members of the Board and it may select candidates nominated for directorship. When formulating a recommendation to the Board for appointment of a Director (including an independent non-executive Director), the Nomination Committee shall consider various criteria in evaluating and selecting candidates for directorships, including, among others, (i) integrity and reputation, (ii) qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Group’s business and corporate strategy, (iii) willingness to devote adequate time to discharge duties as a member of the Board and other directorships and significant commitments, (iv) the number of existing directorships and other commitments that may demand the attention of the candidate, (v) the requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the requirements under the Listing Rules, (vi) the board diversity policy of the Company and any measurable objectives adopted by the Board for achieving diversity on the Board, which including but not limited to sex, age, culture and education background, ethnicity, professional experience, skills, knowledge and terms of service, and (vii) such other perspective appropriate to the Group’s business.

LETTER FROM THE BOARD

In accordance with the Article Mr. Wu Jiwei and Mr. Cheng Tai Kwan Sunny will retire from office of directors by rotation and, being eligible, offer themselves for re-election as Directors at the AGM.

The Nomination Committee has assessed the independence of Mr. Cheng Tai Kwan Sunny, an independent non-executive Director based on reviewing his written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that he remains independent. The Nomination Committee has also considered the profiles, qualifications and experience, diversity perspectives as set out in the board diversity policy of the Company and other factors of Mr. Wu Jiwei and Mr. Cheng Tai Kwan Sunny as set out in Appendix II to this circular. The Nomination Committee is satisfied that each of them possesses the required character, integrity and experience to continuously fulfil their respective roles as non-executive Director and independent non-executive Director effectively. The Board believe that their respective re-election non-executive Director and independent non-executive Director would be in the best interest of the Company and the Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Mr. Wu Jiwei and Mr. Cheng Tai Kwan Sunny stand for re-election as Directors at the AGM.

Brief biographical details of the newly appointed and retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING

The AGM Notice which contains, inter alia, resolutions to approve the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of the Directors is set out on pages AGM-1 to AGM-4 of this circular.

A form of proxy is herewith enclosed for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it 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 in accordance with the instructions printed thereon no later than 48 hours before the time of holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not prevent Shareholders from attending and voting at the AGM or any adjourned meeting if they so wish.

6. PROCEDURES BY WHICH A POLL MAY BE DEMANDED

Pursuant to the Article 66 and Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meetings 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, all the proposed resolutions will be put to vote by way of poll at the AGM.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM to be held on Thursday, 16 February 2023, the register of members of the Company will be closed from Friday, 10 February 2023 to Thursday, 16 February 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be qualified for attending and voting at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Thursday, 9 February 2023.

8. RECOMMENDATION

The Board believes that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of Directors as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice on page AGM-1 to AGM-4 of this circular.

9. 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,

By order of the Board

Bojun Education Company Limited

Wang Jinglei

Chairman of the Board and chief executive officer

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) and other relevant rules of the Listing Rules to provide requisite information for the Shareholders to consider the Repurchase Mandate to be proposed at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the entire issued share capital of the Company comprised 821,856,000 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 82,185,600 Shares (representing no more than 10% of the aggregate nominal amount of the entire issued share capital of the Company as at the date of passing the Repurchase Resolution).

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules, the Companies Law and any other applicable laws. Such funds legally available for repurchasing Shares include:

- (i) such funds made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital; and
- (ii) in the case of any premium payable on the repurchase, such funds made out of the profits of the Company or from sums standing the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

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 for the year ended 31 August 2022 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose 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. SHARE PRICES

Trading in shares of the Company on the Stock Exchange was suspended from 9:00 a.m. on 30 November 2021 and remained suspended until 30 November 2022. Trading of the Shares on the Stock Exchange resumed on 1 December 2022, being the Latest Practicable Date, and no trading of the Shares had been recorded on that day.

5. UNDERTAKING

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 make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules, the Articles and the applicable laws of Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

As at the Latest Practicable Date, no connected persons (as defined in the Listing Rules) 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 Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Wang Jinglei, being an executive Director, is deemed, or taken to be interested in an aggregate of 233,920,000 Shares held by controlled corporation, Act Glory, representing approximately 28.46% of the total issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the aggregate number of Shares controlled by Mr. Wang Jinglei and there is no other change to the issued share capital of the Company, the shareholding controlled by Mr. Wang Jinglei, in aggregate, will be increased to approximately 31.60%. Based on the information known to date, the Directors consider that such increase in the said shareholding would give rise to an obligation to make a mandatory general offer under the Takeovers Code as a result of repurchase to be made in full under the Repurchase Mandate. Nevertheless, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, trigger any potential consequences under the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25% of the entire issued share capital of the Company.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months up to the Latest Practicable Date.

The followings are the particulars of newly appointed and retiring Directors who are proposed to be re-elected at the AGM:

Mr. Wu Jiwei, aged 51, was appointed as a non-executive Director with effect from 1 September 2019. Mr. Wu Jiwei has approximately 8 years of experience in the financial industry. He obtained a bachelor degree in finance in June 1994 and a master degree in investments and economics in June 1999 from the Central University of Finance and Economics (formerly known as Central Finance and Economics College* (中央財政金融學院)) in the PRC. He also obtained the securities practicing qualification certificate* (證券從業資格證書) from the Securities Association of China in December 2001. He worked in Bank of China Group Investment Limited from February 2010 to July 2014, holding his last position as a deputy general manager of the non-performing assets investment division.

He then served as an executive director and chief executive officer of Huajun International Group Limited (stock code: 377), the shares of which are listed on the Main Board of the Stock Exchange, from September 2014 to March 2018.

As at the Latest Practicable Date, Mr. Wu Jiwei held 46,000 Shares. Mr. Wu Jiwei entered into a service agreement with the Company for an initial term of three years commencing from 1 September 2019. The service agreement shall renew after expiry and continue thereafter, until it is terminated by either party giving to the other not less than one month's prior notice in writing. He is entitled to an annual remuneration of HK\$180,000, which is determined and adjustable by the Board with reference to his duties and responsibilities and subject to review from time to time. Mr. Wu Jiwei shall hold office only until the AGM and will offer himself for re-election and is also subject to retirement by rotation at least once every three years at annual general meetings in accordance with the articles of association of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wu Jiwei (i) does not have any relationship with other Directors, senior management or substantial or controlling shareholders of the Company; and (ii) does not hold any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, Mr. Wu Jiwei is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Cheng Tai Kwan Sunny, aged 49, was appointed as our independent non-executive Director and chairman of the audit committee of the Company on 11 July 2018. Mr. Cheng Tai Kwan Sunny is responsible for providing independent judgment to the Board and advising on corporate governance, connected transactions and other corporate and compliance matters. Mr. Cheng Tai Kwan Sunny has over 9 years of experience in management, financial reporting and management accounting. Mr. Cheng Tai Kwan Sunny obtained a Juris Doctor degree from the Chinese University of Hong Kong in November 2017. Mr. Cheng Tai Kwan Sunny was admitted as an associate and a fellow of The Association of Chartered Certified Accountants in July 1999 and July 2004, respectively. Mr. Cheng Tai Kwan Sunny was also admitted as a member of the Hong Kong Institute of Certified Public Accountants (previously known as Hong Kong Society of Accountants) in September 2001. Mr. Cheng Tai Kwan Sunny was a member of the Chinese People's Consultative Conference of Enping City, Guangdong Province* (中國人民政治協商會議廣東省恩平市委員會) from November 2011 to November 2016.

Mr. Cheng Tai Kwan Sunny was appointed as an independent non-executive director of China Sinostar Group Company Limited (formerly known as Shihua Development Company Limited) (stock code: 0485), which is listed on the Main Board, since 21 July 2014 and was resigned with effect from 30 April 2019. He was also appointed as an independent non-executive director of Champion Alliance International Corporation (formerly known as Mengke Holdings Limited) (stock code: 1629), which is listed on Main Board, since 3 November 2016 and was resigned with effect from 10 December 2018. He has been appointed as an independent non-executive director of Hua Lien International (Holding) Company Limited (stock code: 969), the shares of which are listed on the Main Board of the Stock Exchange, since 12 December 2017. Since January 2014, Mr. Cheng has also been a director of Jolly Kingdom Franchise International Limited.

Save as disclosed herein, Mr. Cheng Tai Kwan Sunny did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Group or other members of the Group. Save as disclosed herein, Mr. Cheng Tai Kwan Sunny is not deemed to have and does not have any interest in the Shares, underlying shares or debenture of the Company and/or its associated corporations (within the meaning of Part XV of the SFO). Mr. Cheng Tai Kwan Sunny does not have any relationship with any of the Directors, senior management, substantial or Controlling Shareholders of the Company.

As at the Latest Practicable Date, Mr. Cheng Tai Kwan Sunny entered into a service agreement with the Company for an initial term of two years commencing from 31 July 2018. The service agreement shall renew after expiry and continue thereafter, subject to the rotation, removal, vacation or termination of such office as set out in the Articles or the disqualification to act as a director of the Company under the Articles, the Companies Law and the Listing Rules. He is entitled to an annual remuneration of HK\$180,000, which is determined and adjustable by the Board with reference to his duties and responsibilities and subject to review from time to time. Mr. Cheng Tai Kwan Sunny will hold office only until the AGM and will offer himself for re-election and is also subject to retirement by rotation at least once every three years at annual general meetings in accordance with the Articles of Association.

Save as disclosed above, Mr. Cheng Tai Kwan Sunny is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Bojun Education Company Limited

博駿教育有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1758)

NOTICE IS HEREBY GIVEN that an annual general meeting of Bojun Education Company Limited (the “**Company**”) will be held at Meeting Room, 2/F., Bojun Education Company Limited, 209 Sanshe Road, Jinjiang District, Chengdu, Sichuan Province, the People’s Republic of China on Thursday, 16 February 2023 at 10:00 a.m. for the following purposes:

As ordinary businesses:

1. To receive and consider the audited financial statements and the reports of the directors and of the auditors of the Company for the years ended 31 August 2021 and 2022;
2. Retirement and re-election of directors of the Company (the “**Directors**”, each a “**Director**”):
 - (a) To re-elect Mr. Wu Jiwei as a non-executive Director; and
 - (b) To re-elect Mr. Cheng Tai Kwan Sunny as an independent non-executive Director;
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
4. To re-appoint ZHONGHUI ANDA CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration;

As special businesses:

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

“**THAT:**

- 5.1. subject to paragraph 5.3 below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal

NOTICE OF ANNUAL GENERAL MEETING

with additional shares of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- 5.2. the approval in paragraph 5.1 above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- 5.3. the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph 5.1 above, other than (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company, or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of shares or rights to acquire shares of the Company, or (iv) an issue of shares as scrip dividends pursuant to the articles of association of the Company, from time to time shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- 5.4. for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
 - (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the directors of the Company to the holders of shares of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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

“THAT:

- 6.1. subject to paragraph 6.2 below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- 6.2. the aggregate nominal amount of shares of the Company which the directors of the Company is authorised to repurchase pursuant to the approval in paragraph 6.1 above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly;
- 6.3. for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; or
 - (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** subject to the passing of resolutions no. 5 and 6 set out in this notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to the resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 6 as set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said resolution.”

By order of the Board
Bojun Education Company Limited
Wang Jinglei

Chairman of the Board and chief executive officer

Hong Kong, 7 December 2022

Notes:

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice (or any adjournment thereof) (the “**Meeting**”) is entitled to appoint a proxy to attend and vote on behalf of him, and one holding more than two Shares is entitled to appoint one or more than one proxy(ies) to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with 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 not less than 48 hours before the time appointed for holding the Meeting should they so wish.
4. For the purpose of ascertaining shareholders who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 10 February 2023 to Thursday, 16 February 2023 (both days inclusive). In order to qualify for the right to attend and vote at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates should be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 9 February 2023.
5. If a typhoon signal no. 8 or above is hoisted, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company at <http://bojuneducation.com> and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled Meeting.
6. As at the date hereof, the executive director of the Company is Mr. Wang Jinglei (chairman of the Board and chief executive officer); the non-executive director of the Company is Mr. Wu Jiwei; and the independent non-executive directors of the Company are Mr. Cheng Tai Kwan Sunny, Mr. Mao Daowei, Ms. Luo Yunping and Mr. Yang Yuan.