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Chen Lin Education Group Holdings Limited

辰林教育集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1593)

PROPOSED ADOPTION OF AMENDED ARTICLES OF ASSOCIATION

This announcement is made by Chen Lin Education Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend and restate the articles of association of the Company (the “**Amended Articles of Association**”), in order to conform the Amended Articles of Association with core shareholder protection standards set out in Appendix 3 (the “**Core Protection Standards**”) of the Listing Rules which took effect on 1 January 2022, and to make some house-keeping amendments. The proposed adoption of the Amended Articles of Association is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 30 January 2023 (the “**AGM**”).

The major proposed amendments to the Amended Articles of Association relates to:

- (1) the provisions to conform the Amended Articles of Association with the Core Protection Standards; and
- (2) other amendments for house-keeping purposes to better align the Amended Articles of Association with the provisions of the Listing Rules and the applicable laws of the Cayman Islands.

A summary of the major changes brought about by the proposed adoption of the Amended Articles of Association are set out below:

1. to provide more flexibility in relation to the conduct of general meetings of the Company by allowing general meetings to be held at different physical locations simultaneously, or to be held as hybrid meetings or electronic meetings which may be attended by the Shareholders of the Company by means of electronic facilities;
2. to insert and/or revise the definitions of “electronic communication”, “electronic meeting”, “hybrid meeting”, “meeting Location”, “physical meeting” and “principal meeting place”, and making corresponding changes to the relevant articles;
3. to provide for the proceedings of general meetings which are held at one or more locations, or as hybrid meetings or electronic meetings, and the powers of the Board and the chairman of the meeting in relation thereto;
4. to expressly provide that any Shareholders or Directors attending and participating at a meeting convened and held in any manner permitted by the Amended Articles of Association by means of electronic facilities shall be deemed to be present at that meeting;
5. to provide that all Shareholders have the right to speak and vote at a general meeting of the Company, except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
6. to specify that a Shareholder who is a clearing house may appoint representative(s) to attend any general meeting of the Company or any meeting of any class of Shareholders, and such representative(s) so appointed shall be deemed to be duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house;
7. to allow the delivery of a notice or document by and to the Company through electronic communications;
8. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;
9. to provide that the appointment, removal and remuneration of the auditor of the Company shall be approved by Shareholders by ordinary resolution;

10. to make appropriate updates to reflect the Core Protection Standards; and
11. to make other house-keeping amendments, and make consequential amendments in line with the above amendments to the Amended Articles of Association.

Effective date of the Amended Articles of Association

The proposed adoption of the Amended Articles of Association is subject to the approval by the Shareholders by way of a special resolution to be considered and, if thought fit, passed at the AGM. The Amended Articles of Association, if approved by the Shareholders, will become effective upon the approval by the Shareholders at the AGM.

Circular

A circular containing, among other things, details of the proposed adoption of the Amended Articles of Association, together with the notice of the AGM, will be despatched to the Shareholders in due course.

By order of the Board
Chen Lin Education Group Holdings Limited
Huang Yulin
Chairman

Hong Kong, 14 December 2022

As at the date of this announcement, the executive Directors are Mr. Huang Yulin, Mr. Yang Ruichen, Mr. Liu Chunbin, Mr. Wang Li, Ms. Gan Tian and Mr. Wang Shenghua; the non-executive Director is Mr. Li Cunyi and the independent non-executive Directors are Mr. Sy Lai Yin, Sunny, Mr. Chen Wanlong, Mr. Huang Juyun and Mr. Wang Donglin.