

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 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 Chen Lin Education Group Holdings Limited, you should at once hand this circular and the accompanying 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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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)

- (1) PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES;**
- (2) RE-APPOINTMENT OF AUDITORS;**
- (3) RE-ELECTION OF RETIRING DIRECTORS;**
- AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Chen Lin Education Group Holdings Limited to be held at Unit 2503, 25th Floor, Office Tower 1, The Harbourfront, Hung Hom, Kowloon, Hong Kong on Monday, 19 February 2024 at 3:00 p.m., at which, among other things, the above proposals will be considered and approved, is set out on pages 16 to 19 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

29 December 2023

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RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), 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.

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Unit 2503, 25th Floor, Office Tower 1, The Harbourfront, Hung Hom, Kowloon, Hong Kong on Monday, 19 February 2024 at 3:00 p.m.
“Articles” or “Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Chen Lin Elite Holdings”	Chen Lin Elite Holdings Limited, a company incorporated under the laws of the British Virgin Islands on 5 July 2018 and wholly-owned by Huangyulin Holdings
“China” or “the PRC”	the People’s Republic of China and for the purposes of this circular only, except where the context requires otherwise, references to China or the PRC exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“close associate(s)”	has the meaning as defined under the Listing Rules
“Companies Act”	the Companies Act (2023 Revision) of the Cayman Islands, as amended, supplemental or otherwise modified from time to time
“Company” or “our Company”	Chen Lin Education Group Holdings Limited (辰林教育集團控股有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 25 May 2018 and whose shares were listed on the main board of the Stock Exchange on 13 December 2019 (stock code: 1593)
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, unless the context otherwise requires, refers to Mr. Huang, Huangyulin Holdings and Chen Lin Elite Holdings
“Director(s)”	the director(s) of the Company
“Group” or “our Group”	the Company and all of its subsidiaries and consolidated affiliated entities
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Huangyulin Holdings”	Huangyulin Holdings Limited, a company incorporated under the laws of the British Virgin Islands on 22 May 2018 and wholly-owned by Mr. Huang

DEFINITIONS

“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“JUAS”	Jiangxi University of Applied Science* (江西應用科技學院), a private institution which offers both undergraduate and junior college programs, established on 11 April 2002, and the sponsor of which is Nanchang Di Guan, one of its consolidated affiliated entities
“Latest Practicable Date”	21 December 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	13 December 2019, being the date of listing of Shares on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Huang”	Mr. HUANG Yulin (黃玉林), one of the Controlling Shareholders, the chairman of the Board, the chief executive officer of the Company and an executive Director
“Nanchang Di Guan”	Nanchang Di Guan Education Consultancy Co., Ltd. (南昌迪冠教育諮詢有限公司)*, a company established under the laws of the PRC with limited liability on 17 September 2009, the sponsor of JUAS, and by virtue of the certain contractual arrangements entered by us on 15 September 2018, accounted for as our subsidiary
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“RSU(s)”	restricted share unit(s) granted pursuant to the RSU Scheme
“RSU Scheme”	the restricted share unit scheme adopted by our Company on 20 August 2019
“SFC”	the Securities and Futures Commission of Hong Kong

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.0001 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 Codes on Takeovers and Mergers and Share Buybacks issued by the SFC, as amended, supplemented or otherwise modified from time to time
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. HUANG Yulin

(chairman and chief executive officer)

Mr. YANG Ruichen *(chief financial officer)*

Mr. LIU Chunbin *(vice president)*

Mr. WANG Li *(co-president)*

Ms. GAN Tian *(co-president)*

Mr. WANG Shenghua *(vice president)*

Non-executive Director:

Mr. LI Cunyi

Independent Non-executive Directors:

Mr. SY Lai Yin, Sunny

Mr. CHEN Wanlong

Mr. HUANG Juyun

Mr. WANG Donglin

Registered office:

Walkers Corporate Limited

190 Elgin Avenue

George Town

Grand Cayman KY1-9008

Cayman Islands

*Principal Place of Business
in Hong Kong:*

40th Floor

Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

29 December 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES;
(2) RE-APPOINTMENT OF AUDITORS;
(3) RE-ELECTION OF RETIRING DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors of the Issue Mandate and the Repurchase Mandate; (ii) the re-appointment of auditors; and (iii) the re-election of retiring Directors; and to give you the notice of the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL MANDATES

Pursuant to the resolutions of the then Shareholders passed on 30 January 2023, being the date of the last annual general meeting of the Company, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares of the Company in issue immediately following the conclusion of the last annual general meeting of the Company; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue immediately following the conclusion of the last annual general meeting of the Company; and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages 16 to 19 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 1,000,000,000 Shares, assuming that no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 200,000,000 Shares.

EXPLANATORY STATEMENT

An explanatory statement as required under Rule 10.06(1)(b) of the Listing Rules containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I of this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-APPOINTMENT OF AUDITORS

BDO Limited was appointed as the auditors of the Company in place of PricewaterhouseCoopers on 26 July 2023 and shall retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board hereby proposed the Shareholders to approve the re-appointment of BDO Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

According to Article 108(a) of the Articles of Association, not less than one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company and the retiring Directors shall be eligible for re-election. In accordance with Article 108(a) of the Articles of Association, Mr. Liu Chunbin, Mr. Sy Lai Yin Sunny, Mr. Chen Wanlong and Mr. Huang Juyun shall retire by rotation at the AGM and, being eligible, have offered themselves for re-election as Directors thereat.

Details of the above named Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

At the AGM, the re-election of the retiring Directors will be voted on individually by separate resolutions as set out in the notice convening the AGM.

PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

The nomination committee will recommend to the Board for the appointment of a Director including an independent non-executive Director in accordance with the following selection criteria and nomination procedures:

- (a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company's board diversity policy, the requirements in the Company's constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;
- (b) assess the independence of independent non-executive Director to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the nomination committee or the Board. If a proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and
- (c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment.

LETTER FROM THE BOARD

RECOMMENDATION OF THE NOMINATION COMMITTEE

The nomination committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The nomination committee has recommended to the Board on re-election of Mr. Liu Chunbin, Mr. Sy Lai Yin Sunny, Mr. Chen Wanlong and Mr. Huang Juyun who are due to retire at the Annual General Meeting. The Company considers that Mr. Liu Chunbin, Mr. Sy Lai Yin Sunny, Mr. Chen Wanlong and Mr. Huang Juyun will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board believed that their re-election as the Directors would be in the best interests of the Company and the Shareholders as a whole.

ANNUAL GENERAL MEETING

Set out on pages 16 to 19 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate, the re-appointment of auditors, and the re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

CLOSURE OF REGISTER OF MEMBERS

In order to ascertain Shareholder's entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 14 February 2024 to Monday, 19 February 2024, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to qualify for attending and voting at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 9 February 2024.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to (i) the granting to the Directors of the Issue Mandate and the Repurchase Mandate, (ii) the re-appointment of auditors, and (iii) the re-election of retiring Directors; to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
Chen Lin Education Group Holdings Limited
HUANG Yulin
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 100,000,000 Shares, representing 10% of the existing issued Shares as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

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

4. FUNDING OF REPURCHASES OF SHARES

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Act, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Act, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 August 2023 in the event that the Repurchase Mandate were 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.

6. SHARE PRICES

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

	Shares Prices	
	Highest HK\$	Lowest HK\$
December 2022	2.220	1.960
January 2023	2.410	1.980
February 2023	2.270	1.980
March 2023	2.100	1.980
April 2023	2.180	2.000
May 2023	2.110	1.970
June 2023	2.080	1.970
July 2023	2.080	1.980
August 2023	2.090	1.860
September 2023	1.990	1.800
October 2023	1.980	1.790
November 2023	1.950	1.760
1 December 2023 to the Latest Practicable Date	1.860	1.770

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase 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 a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become 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 Director, Mr. Huang is interested in 559,794,000 Shares held through his wholly-owned holding company, Huangyulin Holdings and Chen Lin Elite Holdings, which represents approximately 55.98% of the issued share capital of the Company. In the event that the Directors exercise in full power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Mr. Huang would be increased from 55.98% to approximately 62.20% of the total number of Shares in issue, such increase would not give rise to a general offer obligation under the Takeovers Code. The Directors have no present intention to effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

9. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date and up to the Latest Practicable Date.

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Articles.

Executive Director

Mr. Liu Chunbin (劉春斌), aged 47, is our vice president. Mr. Liu is primarily responsible for overseeing our overall educational services as the principal's assistant since March 2015 and the head of academic affairs office of JUAS from March 2015 to April 2019. Mr. Liu joined our Group in April 2002. Mr. Liu received his college's diploma in the public relations and secretarial major from Jiangxi Normal University (江西師範大學) in December 1998, a graduation certificate for self-taught higher education examinations (高等教育自學考試) in the secretarial major in June 2005 and his Master's Degree in engineering from Nanchang University (南昌大學) in January 2018.

Mr. Liu and the Company have entered into a service agreement where he has been appointed as an executive Director for a term of three years commencing from 7 July 2021. According to the Articles of Association, Mr. Liu shall retire from office and be eligible for re-election at the next annual general meeting of the Company. Pursuant to the service agreement entered into between Mr. Liu and the Company, Mr. Liu will not receive any director's fee or other emoluments from the Company for his service as an executive Director.

Mr. Liu is interested in RSUs in respect of 1,395,000 underlying shares. Save as disclosed above, Mr. Liu did not (i) held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; (ii) holds any other positions in the Company and other members of the Group; and (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Liu has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Independent Non-Executive Directors

Mr. Sy Lai Yin, Sunny (施禮賢), aged 43, is our independent non-executive Director. Mr. Sy possesses over 16 years of experience in the financial industry and has experience in overseeing business development, finance services and merger and acquisition projects. He has over six years of experience in accounting and auditing with an international accountancy and professional services firm Ernst & Young. Mr. Sy has also been a director of Bradbury Securities Limited, a corporation licensed to carry on Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO since 2008. Mr. Sy is also currently an independent non-executive director of a company namely New Ray Medicine International Holding Limited listed on the Stock Exchange (stock code: 6108).

Mr. Sy graduated from Washington University with a bachelor's degree of Science in Business Administration. He was awarded a degree of Master of Science in Business Administration by Washington University in December 2001.

Mr. Sy has entered into a letter of appointment with the Company with an initial term of one year commencing from 7 July 2021, which is renewable automatically for successive terms of one year until terminated by not less than three months' notice in writing served by either the Director or the Company, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. During the year ended 31 August 2023, Mr. Sy received a Director's fee of RMB118,000 per annum. The emoluments of Mr. Sy were determined by the Board with reference to his level of experience and responsibilities of the Group.

Save as disclosed above, Mr. Sy did not (i) held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; (ii) holds any other positions in the Company and other members of the Group; (iii) does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company; and (iv) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Sy was not aware of any other matters that need to be brought to the attention of the Shareholders or any information that should be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Chen Wanlong (陳萬龍), aged 60, is our independent non-executive Director.

Mr. Chen has extensive experience in the education industry. From July 1986 to December 2000, Mr. Chen held various positions within Jiangxi University of Finance and Economics (江西財經大學) including the deputy head of taxation teaching and research office, head of taxation teaching and research office, deputy head of finance and economic faculty, deputy head of teaching office and head of teaching office. From December 2000 to August 2003, Mr. Chen worked as the deputy dean at Jiangxi Science and Technology Normal University (江西科技師範大學). From August 2003 to August 2006, Mr. Chen worked as the dean of Jiangxi Ganjiang Vocational Institution (江西贛江職業技術學院). Mr. Chen has been working as the dean of Jiangxi Institute of Fashion Technology (江西服裝學院) since August 2006.

Mr. Chen received his Bachelor's Degree in finance from Jiangxi University of Finance and Economics in July 1986, and his Doctorate Degree in industrial economics from the same university in January 2009.

Mr. Chen has entered into a letter of appointment with the Company with an initial term of three years commencing from 13 December 2019, which is renewable automatically for successive terms of three years, until terminated by not less than three months' notice in writing served by either the Director or the Company, subject to retirement by rotation and re-election at the annual general meetings of the Company. During the year ended 31 August 2023, Mr. Chen received a Director's fee of RMB222,000 which was determined by the Board on the basis of Mr. Chen's performance, responsibility, workload and the time devoted to our Group, as well as the current market condition.

Save as disclosed above, Mr. Chen did not (i) held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; (ii) holds any other positions in the Company and other members of the Group; (iii) does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company; and (iv) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Chen has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Huang Juyun (黃居鑿), aged 60, is our independent non-executive Director.

Mr. Huang served as the deputy general manager of the Sunshine Life Insurance Co., Ltd. Jiangxi Branch (陽光人壽保險股份有限公司江西分公司) from July 2009 to November 2012 and served as its general manager since November 2012, where Mr. Huang has been in charge of formulating and monitoring sales targets, improving the internal control mechanisms and managing day-to-day business operations. Prior to that, Mr. Huang held various managerial positions within different branches of Taiping Life Insurance Co., Ltd. (太平人壽保險有限公司).

Mr. Huang received his Bachelor's Degree in Agricultural Management from Jiangxi Agricultural University (江西農業大學) in July 1991 and further received his Doctorate Degree in management studies from China University of Political Science and Law (中國政法大學) in June 2010.

Mr. Huang has entered into a letter of appointment with the Company with an initial term of three years commencing from 13 December 2019, which is renewable automatically for successive terms of three years, until terminated by not less than three months' notice in writing served by either the Director or the Company, subject to retirement by rotation and re-election at the annual general meetings of the Company. During the year ended 31 August 2023, Mr. Huang received a Director's fee of RMB125,000 which was determined by the Board on the basis of Mr. Huang's performance, responsibility, workload and the time devoted to our Group, as well as the current market condition.

Save as disclosed above, Mr. Huang did not (i) hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; (ii) holds any other positions in the Company and other members of the Group; (iii) does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company; and (iv) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Huang has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Each of Mr. Sy Lai Yin, Sunny, Mr. Chen Wanlong and Mr. Huang Juyun has given confirmations of independence to the Company. Based on such confirmations and the information available to the Board, the Board considers that each of Mr. Sy Lai Yin, Sunny, Mr. Chen Wanlong and Mr. Huang Juyun is independent. In view of the extensive knowledge and invaluable experience of each of Mr. Sy Lai Yin, Sunny, Mr. Chen Wanlong and Mr. Huang Juyun and after taking into consideration, the Board believes that the re-election of each of Mr. Sy Lai Yin, Sunny, Mr. Chen Wanlong and Mr. Huang Juyun as an independent non-executive Director is in the best interests of the Company and its Shareholders as a whole.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting of Chen Lin Education Group Holdings Limited (the “**Company**”) will be held at Unit 2503, 25th Floor, Office Tower 1, The Harbourfront, Hung Hom, Kowloon, Hong Kong on Monday, 19 February 2024 at 3:00 p.m. (the “**Annual General Meeting**”) to transact the following businesses:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the independent auditors of the Company for the year ended 31 August 2023.
2. (a) To re-elect the following retiring Directors (as separate resolutions):
 - (i) To re-elect Mr. Liu Chunbin as an executive Director.
 - (ii) To re-elect Mr. Sy Lai Yin Sunny as an independent non-executive Director.
 - (iii) To re-elect Mr. Chen Wanlong as an independent non-executive Director.
 - (iv) To re-elect Mr. Huang Juyun as an independent non-executive Director.
- (b) To authorize the board of directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint BDO Limited, Certified Public Accountants, as the auditors of the Company and to authorize the Board to fix their remuneration.
4. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:

“**THAT:**

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.0001 each in the share capital of the Company (the “**Shares**”), and to make or grant

NOTICE OF ANNUAL GENERAL MEETING

offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an 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; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) 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;
 - (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 any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares 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).”

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5. “**THAT**:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares 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 Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing 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 earliest 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 any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

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

Hong Kong, 29 December 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 14 February 2024 to Monday, 19 February 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 9 February 2024.
2. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Annual General Meeting.
4. With respect to resolution no. 2 of this notice, Mr. Liu Chunbin, Mr. Sy Lai Yin Sunny, Mr. Chen Wanlong and Mr. Huang Juyun shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 29 December 2023.

As at the date of this notice, the Board comprises Mr. HUANG Yulin, Mr. YANG Ruichen, Mr. LIU Chunbin, Mr. WANG Li, Ms. GAN Tian and Mr. WANG Shenghua as executive Directors, Mr. LI Cunyi as non-executive Director and Mr. SY Lai Yin, Sunny, Mr. CHEN Wanlong, Mr. HUANG Juyun and Mr. WANG Donglin as independent non-executive Directors.