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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt about 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 China General Education Group Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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### **China General Education Group Limited**

### **中国通才教育集团有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2175)**

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES,  
(2) RE-ELECTION OF RETIRING DIRECTORS,  
(3) RATIFICATION IN RELATION TO THE 2023 ANNUAL GENERAL  
MEETING AND 2024 ANNUAL GENERAL MEETING,  
(4) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND  
ARTICLES AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES,  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

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Unless otherwise defined, terms used in this cover shall have the same meanings as those defined in the circular.

A notice convening an annual general meeting of China General Education Group Limited to be held at Conference Room, 5/F, Houde Building, Shanxi Technology and Business College, No. 99, Wucheng South Road, Xiaodian District, Taiyuan City, Shanxi Province, the PRC at 4:00 p.m. on Tuesday, 18 February 2025 is set out on pages 28 to 33 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://chinageg.cn>).

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room, 5/F, Houde Building, Shanxi Technology and Business College, No. 99, Wucheng South Road, Xiaodian District, Taiyuan City, Shanxi Province, the PRC on Tuesday, 18 February 2025 at 4:00 p.m., the notice of which is set out on pages 28 to 33 of this circular
“Articles”	the articles of association of the Company in force from time to time
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Chairman”	the chairman of the Board
“Company”	China General Education Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholders”	Mr. Niu Sanping and Niusanping Limited
“Director(s)”	the directors of the Company
“Existing Memorandum and Articles”	the amended and restated memorandum of association and articles of association of the Company, which are currently in force
“Group”	the Company and its subsidiaries
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate as defined in paragraph 2(a) of the letter from the Board in this circular
“Latest Practicable Date”	18 December 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing”	the listing of the Shares on the Main Board on the Listing Date
“Listing Date”	16 July 2021, on which dealings in Shares first commence on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Memorandum”	the memorandum of association of the Company in force from time to time
“New Memorandum and Articles”	the second amended and restated memorandum of association and articles of association of the Company incorporating and consolidating all the Proposed Amendments
“Niusanping Limited”	Niusanping Limited, a company incorporated under the laws of the BVI with limited liability, and is 100% owned by Mr. Niu Sanping
“Nomination Committee”	the nomination committee of the Company
“Notice”	the notice convening the Annual General Meeting which is set out on pages 28 to 33 of this circular
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
“Proposed Amendments”	proposed amendments to the Existing Memorandum and Articles as set out in Appendix III to this circular
“RMB”	Renminbi, the lawful currency of the PRC
“Ratification”	ratification of matters as set out in the section headed ‘Ratification in relation to the 2023 annual general meeting and the 2024 annual general meeting’ in the Letter from the Board of this circular
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	the general mandate as defined in paragraph 2(b) of the letter from the Board in this circular
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of par value of US\$0.00001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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### China General Education Group Limited

### 中国通才教育集团有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2175)**

*Executive Directors:*

Mr. Zhang Zhiwei (*Chairman*)

Mr. Niu Xiaojun

Ms. Zhang Zhonghua

*Independent non-executive Directors:*

Mr. Zan Zhihong

Mr. Hu Yuting

Mr. Wong Chi Wah

Mr. Hu Binhong

*Registered office:*

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman KY1-1205

Cayman Islands

*Principal place of business in Hong Kong:*

Unit 02, 8/F.,

Tung Che Commercial Centre,

246 Des Voeux Road West,

Hong Kong

31 December 2024

*To the Shareholders,*

Dear Sir/Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES,  
(2) RE-ELECTION OF RETIRING DIRECTORS,  
(3) RATIFICATION IN RELATION TO THE 2023 ANNUAL GENERAL  
MEETING AND 2024 ANNUAL GENERAL MEETING,  
(4) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND  
ARTICLES AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES,  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting for (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of retiring Directors; (v) the Ratification; and (vi) the Proposed Amendments to the Existing Memorandum and Articles and the adoption of the New Memorandum and Articles.

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## LETTER FROM THE BOARD

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### 2. ISSUE MANDATE AND ITS EXTENSION AND REPURCHASE MANDATE

In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting for the Shareholders to consider, and if thought fit, approve the granting of new general mandates to the Directors:

- (a) to allot, issue or deal with additional Shares not exceeding 20% of the total number of the Shares of the Company in issue as at the date of passing of such resolution (i.e. a total number of Shares not exceeding 101,103,400 Shares based on the issued share capital of the Company of 505,517,000 Shares as at the Latest Practicable Date and assuming that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting) (the “**Issue Mandate**”);
- (b) to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of the Shares of the Company in issue as at the date of passing of such resolution (i.e. a total number of Shares not exceeding 50,551,700 Shares based on the issued share capital of the Company of 505,517,000 Shares as at the Latest Practicable Date and assuming that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting) (the “**Repurchase Mandate**”); and
- (c) to extend the Issue Mandate by adding an amount representing the total number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions numbered 4 and 5 of the Notice set out on pages 28 to 33 of this circular. With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 83(3) of the Articles, any Director appointed by the Board to fill casual vacancies should hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting. Accordingly, Mr. Zhang Zhiwei, Mr. Wong Chi Wah and Mr. Hu Binhong will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

Pursuant to Article 84(1) of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Niu Xiaojun, Ms. Zhang Zhonghua, Mr. Zan Zhihong and Mr. Hu Yuting will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director(s) in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the Directors proposed for re-election are set out in Appendix II to this circular.

The Board, having considered the view of the Nomination Committee of the Company (which has recommended the re-election of Mr. Zhang Zhiwei, Mr. Niu Xiaojun and Ms. Zhang Zhonghua as executive Directors with reference to the Company's director nomination policy and diversity policy), considers that Mr. Zhang Zhiwei, Mr. Niu Xiaojun and Ms. Zhang Zhonghua are able to contribute to the Board with their great understanding of the business of the Group, diversity of skillsets and extensive experience and knowledge together with solid business connections, and therefore recommends to the Shareholders the proposed re-election of Mr. Zhang Zhiwei, Mr. Niu Xiaojun and Ms. Zhang Zhonghua at the Annual General Meeting.

Recommendations to the Board for the proposed re-election of Mr. Zan Zhihong, Mr. Hu Yuting, Mr. Wong Chi Wah and Mr. Hu Binhong as independent non-executive Directors were made by the Nomination Committee of the Company, after having reviewed their suitability according to the assessment criteria as set out in the nomination policy adopted by the Company which includes, inter alia, the independence guidelines as set out in Rule 3.13 of the Listing Rules. The Board, taking into account their time commitment and past contributions to the Company and their individual attributes enhancing the Board's diversity as set out in the board diversity policy adopted by the Company and optimal composition (details as set out in their respective biographies in Appendix II to this circular), accepted the recommendations from the Nomination Committee of the Company and recommends to the Shareholders the proposed re-election of Mr. Zan Zhihong, Mr. Hu Yuting, Mr. Wong Chi Wah and Mr. Hu Binhong at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### **4. RATIFICATION IN RELATION TO THE 2023 ANNUAL GENERAL MEETING AND THE 2024 ANNUAL GENERAL MEETING**

As a result of the suspension of trading in the Shares on the Stock Exchange during the period from 29 November 2022 to 14 October 2024, the 2023 annual general meeting and the 2024 annual general meeting of the Company were not held in accordance with Article 56 of the Articles and the Listing Rules. As a result, among other things, the audited consolidated financial statements of the Group and reports of directors and auditors of the Company for the two years ended 31 August 2022 and 31 August 2023 were not laid before the Shareholders, the Directors were unable to offer themselves for re-election and auditors of the Company were unable to be appointed in accordance with Articles 84(2) and 152(1) of the Articles.

At the Annual General Meeting, an ordinary resolution will be proposed to consider, confirm and ratify the inability to hold the 2023 annual general meeting and the 2024 annual general meeting of the Company in accordance with the Articles and the Listing Rules (and non-compliances resulted therefrom) and to effect the matters required by the Articles at such annual general meetings (including but not limited to the rotation of the Directors and the appointment of auditors of the Company).

### **5. PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES AND ADOPTION OF THE NEW MEMORANDUM AND ARTICLES**

The Board proposes to seek approval from the Shareholders at the Annual General Meeting for (a) the Proposed Amendments so as to, among other things, updating and bringing the Memorandum and Articles in line with the current requirements of the Listing Rule in relation to (i) the core shareholder protection standards set out in Appendix A1 to the Listing Rules; (ii) the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers; and (iii) other housekeeping changes; and (b) the adoption of the New Memorandum and Articles incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Existing Memorandum and Articles in their entirety.

The Company has been advised by its legal advisers that the Proposed Amendments to the Existing Memorandum and Articles conform with the relevant requirements of the Listing Rules and do not contravene or violate the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the Proposed Amendment to the Existing Memorandum and Articles for a company listed on the Stock Exchange.

Details of the Proposed Amendments to the Existing Memorandum and Articles are set out in Appendix III to this circular.

The Proposed Amendments and the adoption of the New Memorandum and Articles incorporating and consolidating all the Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting.



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## LETTER FROM THE BOARD

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### 6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Notice is set out on pages 28 to 33 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of retiring Directors; (v) the Ratification; and (vi) the Proposed Amendments to the Existing Memorandum and Articles and the adoption of the New Memorandum and Articles.

Pursuant to Rule 13.39(4) of the Listing Rules, save and except resolutions which relate to procedural or administrative matters, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting except where the chairman of the Annual General Meeting, 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. An announcement on the poll results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://chinageg.cn>). Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and in such event, your proxy form shall be deemed to be revoked.

### 7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

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## LETTER FROM THE BOARD

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### 8. RECOMMENDATION

The Board considers that the proposals for the granting/extension of the Issue Mandate, the Repurchase Mandate, the re-election of retiring Directors, the Ratification and the Proposed Amendments and the adoption of the New Memorandum and Articles are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all these resolutions to be proposed at the Annual General Meeting.

### 9. ADDITIONAL INFORMATION

Your attention is also drawn to Appendices I, II and III of this circular.

### 10. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 13 February 2025 to Tuesday, 18 February 2025 (both days inclusive), during which no transfer of Shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, all completed transfer documents accompanying with the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, 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 Wednesday, 12 February 2025 (the last share registration date to determine Shareholders' voting right).

Yours faithfully,  
On behalf of the Board  
**China General Education Group Limited**  
**Zhang Zhiwei**  
*Chairman*

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

## **1. LISTING RULES RELATING TO 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, the most important of which are summarised below:

- (a) the shares proposed to be purchased by the company are fully-paid up;
- (b) the company has previously sent to its shareholders an explanatory statement complying with the provisions of Rule 10.06(1)(b) of the Listing Rules; and
- (c) the shareholders of the company have given a specific approval or a general mandate to the directors of the company to make such purchase, by way of an ordinary resolution which complies with the provisions of Rule 10.06(1)(c) of the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

## **2. REASONS FOR REPURCHASE OF SHARES**

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

Repurchase of the Shares may, depending on the market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or 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.

## **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 505,517,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the Notice in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 505,517,000 Shares, the Directors will be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total number of the Shares not exceeding 50,551,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company will (i) cancel the Shares so repurchased and/or (ii) hold such Shares as treasury Shares, in accordance with provisions of the Articles and the Listing Rules and subject to the Company's capital management needs at the time of Shares being repurchased.

#### **4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles, the laws of the Cayman Islands (being the place of incorporation of the Company) and/or any other applicable laws, as the case may be.

The Company is empowered by the Memorandum and Articles to repurchase the Shares. The laws of the Cayman Islands provide that a purchase of Shares may be made (to the extent of the par value of such shares) out of profits, share premium account or the proceeds of a fresh issue of shares made for such purpose or out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the repurchase is authorised by the Memorandum and Articles; and that any premium payable on a repurchase of Shares may be made out of profits, the Company's share premium account or out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorised by its Memorandum and Articles.

The Company may not repurchase the Shares for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

#### **5. IMPACT OF REPURCHASES**

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 financial statements contained in the annual report of the Company for the year ended 31 August 2024, being the date to which the latest audited financial statements of the Company have been made up) in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an 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. EFFECT OF THE TAKEOVERS CODE**

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 purpose of the Takeovers Code. Accordingly, a Shareholder, or 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 and Rule 32 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the Controlling Shareholders collectively held 266,250,000 Shares, representing 52.67% of the total issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of the Controlling Shareholders will, based on their current shareholding, be increased to approximately 58.52% of the total issued share capital of the Company.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase that may be made under the Repurchase Mandate. Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of repurchase of the Shares made by the Company, the exercise of the Repurchase Mandate in full will result in the number of the Shares held by the public falling below 25% as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding falling below such prescribed percentage.

#### **7. DIRECTORS, THEIR ASSOCIATES AND CORE CONNECTED PERSONS OF THE COMPANY**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors or any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

#### **8. THE DIRECTORS' OBLIGATIONS**

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Memorandum and Articles, the Listing Rules, the laws of the Cayman Islands and all other applicable laws. The Directors confirm that neither the explanatory statement nor the proposed Repurchase Mandate has any unusual features.

#### **9. THE COMPANY'S CONFIRMATION**

The Company confirms that neither the explanatory statement herein stated in Appendix I nor the proposed share repurchase has any usual features.

**10. MARKET PRICES OF THE SHARES**

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the past 12 months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
<b>2023 (Note)</b>		
December	N/A	N/A
<b>2024</b>		
January	N/A	N/A
February	N/A	N/A
March	N/A	N/A
April	N/A	N/A
May	N/A	N/A
June	N/A	N/A
July	N/A	N/A
August	N/A	N/A
September	N/A	N/A
October	1.99	1.01
November	1.69	1.00
December (up to the Latest Practicable Date)	1.83	1.29

*Note:* Trading in the Shares on the Stock Exchange was suspended from 29 November 2022 to 14 October 2024 (both dates inclusive). Trading in the Shares on the Stock Exchange has been resumed with effect from 9:00 a.m. on 15 October 2024.

**11. REPURCHASES OF SHARES MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company or its subsidiaries during the six months ended on the Latest Practicable Date (whether on the Stock Exchange or otherwise).

*Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting, are provided below.*

**(1) MR. ZHANG CHIWEI (張志偉) – EXECUTIVE DIRECTOR**

**Mr. Zhang Zhiwei (張志偉)**, aged 44, was appointed as the executive Director and the Chairman of the Board on 20 June 2024. Mr. Zhang has over 20 years of experience in education industry.

He was the risk management controller of the Group responsible for the risk management control of the Group from October 2020 to June 2024. He joined the Group in May 2003 and has held positions such as director of the School's Party office (黨辦) and school office (校辦), deputy secretary (副書記) and secretary (書記) of the Communist Youth League.

Mr. Zhang has been serving as the deputy secretary of Shanxi Province Association for Private Education (山西省民辦教育協會) (the “**Association**”) since May 2010, assisting the secretary-general in the routine management of the Association which is a social organisation voluntarily formed by various private institutions and individuals in the private education industry in Shanxi Province with the approval of the Department of Education and the Department of Civil Affairs of Shanxi Province. It is established primarily to (i) publicise the role and significance of private education so as to promote concern and support of the society in the development of private education industry; (ii) carry out scientific research on private education so as to improve the education quality and management of private schools; (iii) organize and carry out exchange and cooperation activities; (iv) provide consulting services to governmental agencies on their decision-making on private education related policies and rules; and (v) formulate industrial norms and engage in industrial self-discipline as well as industrial rights protection activities.

Mr. Zhang graduated from Shanxi University (山西大學) in Taiyuan, Shanxi Province, the PRC with a bachelor's degree in economics in June 2006 and obtained a master degree in education from Shanxi University in December 2016.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Zhang had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

**Director's emolument**

A service contract has been entered into between the Company and Mr. Zhang for a term of three years with effect from 20 June 2024. Either party to the service contract may terminate the appointment by giving the other party not less than three months' written notice. Mr. Zhang is entitled to a director's fee of RMB400,000 per annum, which was determined by the Board after considering a range of factors including his experience, duties and responsibilities, the prevailing market conditions and the remuneration policy of the Company, subject to annual review of the Remuneration Committee of the Company.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

Save as disclosed above, Mr. Zhang has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company and has no information to disclose pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

**Suitability**

The Nomination Committee of the Company has assessed the suitability of Mr. Zhang by reference to the Company's Directors' nomination policy and board diversity policy and considers Mr. Zhang is a suitable candidate for holding a directorship of the Company.

**(2) MR. NIU XIAOJUN – EXECUTIVE DIRECTOR**

**Mr. Niu Xiaojun (牛小軍)**, aged 45, was appointed as an executive Director on 19 October 2020. Mr. Niu is responsible for the informatisation of the Group. Mr. Niu is the nephew of Mr. Niu Sanping, a former executive Director who resigned on 27 May 2024, and cousin of Mr. Niu Jian, a former executive Director who resigned on 27 May 2024.

Mr. Niu joined the Group in May 2004 and since then, he has been the director (處長) of equipment and information construction center of the College where he is responsible for the informatisation construction of the College. Mr. Niu graduated from Shanxi Normal University with a bachelor degree in education technology in January 2009.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Niu had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO.



**Director's emolument**

A service contract has been entered into between the Company and Mr. Niu for an initial fixed term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. The current Director's fee payable to Mr. Niu is RMB300,000 per annum, which was determined by reference to his duties and responsibilities with the Company and at the College.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

Save as disclosed above, Mr. Niu has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company and has no information to disclose pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Niu that need to be brought to the attention of the Shareholders.

**Suitability**

The Nomination Committee of the Company has assessed the suitability of Mr. Niu by reference to the Company's Directors' nomination policy and board diversity policy and considers Mr. Niu is a suitable candidate for holding a directorship of the Company.

**(3) MS. ZHANG ZHONGHUA – EXECUTIVE DIRECTOR**

**Ms. Zhang Zhonghua (張中華)**, aged 46, joined the Group in December 2006 and was appointed as an executive Director on 19 October 2020. Ms. Zhang is also a deputy principal of the College where she is responsible for human resources management, quality control and external affairs of the College.

Ms. Zhang has more than 18 years of experience in education industry. She is currently the deputy principal of the College assisting the principal in human resources management, quality control and external affairs of the College.

Ms. Zhang has served as a member of the 8th Shanxi Provincial Committee of the Chinese Peasants and Workers Democratic Party since July 2022.

She obtained a master degree in business administration from University of Shanghai for Science and Technology (上海理工大學) in Shanghai, the PRC in June 2015.

**Interests in Shares**

As at the Latest Practicable Date, Ms. Zhang had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

**Director's emolument**

A service contract has been entered into between the Company and Ms. Zhang for an initial fixed term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. The current Director's fee payable to Ms. Zhang is RMB300,000 per annum, which was determined by reference to her duties and responsibilities with the Company and at the College.

**Other information and matters that need to disclosed or brought to the attention of the Shareholders**

Save as disclosed above, Ms. Zhang has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company and has no information to disclose pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Zhang that need to be brought to the attention of the Shareholders.

**Suitability**

The Nomination Committee of the Company has assessed the suitability of Ms. Zhang by reference to the Company's Directors' nomination policy and board diversity policy and considers Ms. Zhang is a suitable candidate for holding a directorship of the Company.

**(4) MR. ZAN ZHIHONG – INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Zan Zhihong (管志宏)**, aged 62, was appointed as an independent non-executive Director on 23 June 2021. Mr. Zan is responsible for providing independent opinion and judgment to the Board.

Mr. Zan has over 40 years of experience in accounting education. He is currently a professor of Shanxi University of Finance and Economics and an independent director of Shenzhen Huakong Seg Co., Ltd. (深圳華控賽格股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (stock code: 000068), and an independent director of Shanxi Tongde Chemical Co., Ltd. (山西同德化工股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (stock code: 002360).

Mr. Zan graduated from Shanxi College of Finance and Economics (山西財經學院) (currently known as Shanxi University of Finance and Economics (山西財經大學)), majoring in finance in July 1984 and obtained a master degree in economics from Shanxi University of Finance and Economics in June 2009. Mr. Zan obtained the qualification of professor in November 2001.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Zan had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

**Director's emolument**

A letter of appointment has been entered into between the Company and Mr. Zan for an initial fixed term of one year commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by the independent non-executive Director to the Company or with immediate effect following the notice in writing served by the Company to the independent non-executive Director. The current Director's emolument payable to Mr. Zan is HKD120,000 per annum, which was determined by reference to his duties and responsibilities with the Company.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

Save as disclosed above, Mr. Zan has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company and has no information to disclose pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zan that need to be brought to the attention of the Shareholders.

**(5) MR. HU YUTING – INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Hu Yuting (胡玉亭)**, aged 39, was appointed as an independent non-executive Director on 23 June 2021. Mr. Hu is responsible for providing independent opinion and judgment to the Board.

Mr. Hu has over 15 years of experience in the legal industry. He has been the partner of Shanxi Guojin Law Firm (山西國晉律師事務所) since February 2018. From March 2009 to February 2018, he was the partner of Shanxi Qiancheng Law Firm (山西謙誠律師事務所).

Mr. Hu obtained a bachelor degree in law from Bohai University (渤海大學) in Jinzhou, Liaoning Province, the PRC in June 2008. He was awarded the national legal professional qualification by the Ministry of Justice of the PRC in February 2009.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Hu had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

**Director's emolument**

A letter of appointment has been entered into between the Company and Mr. Hu for an initial fixed term of one year commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by the independent non-executive Director to the Company or with immediate effect following the notice in writing served by the Company to the independent non-executive Director. The current Director's emolument payable to Mr. Hu is HKD120,000 per annum, which was determined by reference to his duties and responsibilities with the Company.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

Save as disclosed above, Mr. Hu has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company and has no information to disclose pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Hu that need to be brought to the attention of the Shareholders.

**(6) MR. WONG CHI WAH – INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Wong Chi Wah (王志華)**, aged 50, was appointed as an independent non-executive Director on 20 July 2022. Mr. Wong is responsible for providing independent opinion and judgement to the Board.

Mr. Wong has over 20 years of experience in auditing and accounting fields. He has been the chief financial officer and company secretary of Wanguo Gold Group Limited (formerly known as "Wanguo International Mining Group Limited"), (a company listed on the Stock Exchange with stock code: 3939) since July 2011. From February 2010 to June 2011, Mr. Wong served as the chief financial controller and company secretary of China Automotive Interior Decoration Holdings Limited (a company listed on the Stock Exchange with stock code: 0048, previously stock code: 8321). Mr. Wong served as the financial controller of Kingsun-Aima Biotech Co. Ltd. from 2003 to 2010. Mr. Wong worked at Ernst & Young from February 2000 to September 2003, with his last position as senior accountant, and worked at RSM Nelson Wheeler from June 1996 to January 2000, with his last position as audit senior.

Mr. Wong obtained a bachelor's degree in accountancy from The Hong Kong Polytechnic University in November 1996. He is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Wong had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

**Director's emolument**

A letter of appointment has been entered into between the Company and Mr. Wong for an initial fixed term of one year commencing from 20 July 2022, which is renewable automatically for a successive term of one year until terminated by either party by giving not less than three months' prior written notice. The current Director's emolument payable to Mr. Wong is HKD240,000 per annum, which was determined by reference to his duties and responsibilities with the Company.

**Other information and matters that need to disclosed or brought to the attention of the Shareholders**

Save as disclosed above, Mr. Wong has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company and has no information to disclose pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders.

**(7) MR. HU BINHONG – INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Hu Binhong (胡斌紅)**, aged 38, was appointed as an independent non-executive Director on 16 November 2024. Mr. Hu is responsible for providing independent opinion and judgment to the Board.

Mr. Hu has been serving at the Shanxi University of Finance and Economics ("SUFE") as the deputy director of the Digital Economy Department of the School of Economics since September 2024 and the associate professor and the coach of master's degree students since January 2023. He was a lecturer at SUFE from July 2020 to December 2022.

Mr. Hu majored in business administration and graduated from SUFE with a bachelor's degree in management in June 2008. He majored in business administration and obtained a master's degree in management from SUFE in June 2011. He specialised in labour economics and obtained a doctorate degree in economics from SUFE in June 2020. Mr. Hu has also taken on leadership roles in various research projects on digital economy since 2020, and has published several journals in the said area.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Hu had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

**Director's emolument**

A letter of appointment has been entered into between the Company and Mr. Hu for an initial fixed term of one year from 16 November 2024 which is renewable automatically for a successive term of one year until terminated by either party by giving not less than three months' prior written notice. The current Director's emolument payable to Mr. Hu is RMB120,000 per annum, which was determined by reference to his duties and responsibilities with the Company.

**Other information and matters that need to disclosed or brought to the attention of the Shareholders**

Save as disclosed above, Mr. Hu has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company and has no information to disclose pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Hu that need to be brought to the attention of the Shareholders.

*The following are the Proposed Amendments to the Existing Memorandum and Articles. Unless otherwise specified, clauses, paragraphs and numbers referred to herein are clauses, paragraphs and numbers of the New Memorandum and Articles proposed to be adopted by the Company subject to the approval of the Shareholders at the Annual General Meeting:*

**Memorandum      Provisions in the New Memorandum and Articles**  
**Number              (showing changes to the Memorandum)**

2.                      The Registered Office of the Company shall be ~~at the offices of 3-212 Governors Square, 23 Lime Tree Bay Avenue, P.O. Box 30746, Seven Mile Beach, Grand Cayman KY1-1203 P.O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands.~~
10.                    The financial year of the Company shall end on 31 August each year and shall begin on 1 September each year.

**Article               Provisions in the New Memorandum and Articles**  
**Number              (showing changes to existing Articles)**

2. (1)                In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

**WORD****MEANING**

“Corporate Communication”      shall have the meaning given to it in the Listing Rules

10.                    Subject to the Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of ~~not less than at least three-fourths in nominal value~~ of the issued shares of that class or with the ~~sanction~~ approval of a ~~special~~ resolution passed by at least three-fourths of the votes cast by the holders of the shares of that class present and voting in person or by proxy at a separate general meeting of the such holders of the shares of that class. To every such separate ~~general~~ meeting all the provisions of these Articles relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that:

- (a)    the necessary quorum (~~other than at an adjourned meeting~~) shall be two persons (or in the case of a Member being a corporation, its duly ~~authorized~~ authorised representative) holding or representing by proxy ~~not less than at least one-third in nominal value~~ of the issued shares of that class ~~and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and~~

44. The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of Hong Kong dollars 2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of Hong Kong dollars 1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares, provided that the branch register of Members may only be closed on terms equivalent to the relevant section of the Companies Ordinance (Chapter 622 of the laws of Hong Kong).
56. An annual general meeting of the Company shall be held in each year ~~other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any)~~ at such time and place as may be determined by the Board, provided that any such annual general meeting shall be held within six months after the end of the Company's financial year. A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meeting.
58. The Board may whenever it thinks fit call extraordinary general meetings. ~~Any o~~One or more Members holding as at the date of deposit of the requisition in aggregate not less than one-tenth of the paid-up capital of the Company carrying the voting rights (on a one vote per share basis) of voting at general meetings in the share capital of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition and/or add resolutions to the agenda of a general meeting; and any such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.



59. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days ~~and not less than twenty (20) clear business days~~. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days ~~and not less than ten (10) clear business days~~ ~~but if, If~~ permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Act, if it is so agreed:
- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.
66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly ~~authorized~~ authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.
73. (2) All Members (including a Member which is a clearing house (or its nominee(s))) shall have the right to (i) speak at a general meeting and (ii) vote at a general meeting except where a Member is required by the Listing Rules to abstain from voting to approve the matter under consideration.

73. ~~(2)~~(3) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.
75. Any Member (including a Member which is a clearing house (or its nominee(s))) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (being a natural person) as his proxy to attend and vote ~~instead of him in his place~~. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member, and shall be entitled to exercise the same powers on behalf of a Member who is a natural person and for whom he acts as proxy as such Member could exercise. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise. On a poll or a show of hands votes may be given either personally (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy.
81. (1) Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same rights and powers on behalf of such corporation as the corporation could exercise as if it were an individual Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.
- (2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives, who enjoy rights equivalent to the rights of other Members, at any meeting of the Company (including but not limited to general meetings and creditors meetings) or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including; ~~where a show of hands is allowed~~; the right to speak and vote individually on a show of hands or on a poll.

83. (3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board to fill a casual vacancy shall hold office until the first annual general meeting of Members after his appointment and be subject to re-election at such meeting ~~and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.~~
83. (5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing director or other executive director) at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).
149. Subject to Article 150, a ~~printed~~ copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent in the manner in which notices may be served by the Company as provided herein to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.
150. Subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 149 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete ~~printed~~ copy of the Company's annual financial statement and the directors' report thereon.

152. (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
- (2) The Members may, at any general meeting convened and held in accordance with these Articles, by ~~special~~ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.
154. The remuneration of the Auditor shall be fixed by the Company in general meeting by ordinary resolution or in such manner as the Members may by ordinary resolution determine.
159. Any Notice or other document, including any Corporate Communication:
- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
  - (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
  - (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
  - (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.

160. (1) Any Notice or other document, including any Corporate Communication, delivered or sent by post to or left at the registered address of any Member in pursuance of these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

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## NOTICE OF ANNUAL GENERAL MEETING

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### China General Education Group Limited 中国通才教育集团有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2175)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China General Education Group Limited (the “**Company**”) will be held at Conference Room, 5/F, Houde Building, Shanxi Technology and Business College, No. 99, Wucheng South Road, Xiaodian District, Taiyuan City, Shanxi Province, the PRC on Tuesday, 18 February 2025 at 4:00 p.m. to consider and, if thought fit, transact the following business:

1. To receive, consider and adopt:
  - (a) the audited consolidated financial statements of the Company and its subsidiaries and the reports of directors of the Company (the “**Directors**”) and the independent auditor of the Company (the “**Auditor**”) for the year ended 31 August 2022;
  - (b) the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the Auditor for the year ended 31 August 2023;
  - (c) the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the Auditor for the year ended 31 August 2024.
2.
  - (a) To re-elect Mr. Zhang Zhiwei as an executive Director;
  - (b) To re-elect Mr. Niu Xiaojun as an executive Director;
  - (c) To re-elect Ms. Zhang Zhonghua as an executive Director;
  - (d) To re-elect Mr. Zan Zhihong as an independent non-executive Director;
  - (e) To re-elect Mr. Hu Yuting as an independent non-executive Director;
  - (f) To re-elect Mr. Wong Chi Wah as an independent non-executive Director;
  - (g) To re-elect Mr. Hu Binhong as an independent non-executive Director; and
  - (h) To authorise the board of Directors (“**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Moore CPA Limited as the Auditor and authorise the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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

**“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (**“Directors”**) during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company, and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers, subject to all applicable laws, rules and regulations, 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, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of option under a share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees of the Company or the Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company;
  - (iii) the exercise of rights of subscription or conversion under the terms of any warrants or any securities, which carry rights to subscribe for or are convertible into shares of the Company, issued by the Company; and
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution and the said mandate shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

**“Rights Issue”** means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong).”

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

**“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase or otherwise acquire shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Hong Kong Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased or otherwise acquired by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- 6. To consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set in items 4 and 5 of the notice convening the annual general meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the total number of the Company’s shares (“**Shares**”) which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to such general mandate of an amount representing the total number of Shares purchased or otherwise acquired by the Company pursuant to the general mandate referred to in the resolution set out in item 5 of the Notice, provided that such extended amount shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing this resolution.”
- 7. To consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the failure to hold the 2023 annual general meeting and the 2024 annual general meeting of the Company in accordance with the existing memorandum and articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (and non-compliances resulted therefrom) and to effect the matters required by the articles of association at such annual general meetings (including but not limited to the rotation of the directors and the appointment of the auditor) are hereby unconditionally confirmed and ratified.”

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## NOTICE OF ANNUAL GENERAL MEETING

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8. To consider, and if thought fit, pass the following resolution as a special resolution:

“**THAT** the proposed amendments to the existing memorandum of association and articles of association of the Company as set out in the circular of the Company dated 31 December 2024 (the “**Proposed Amendments**”) be approved; and the second amended and restated memorandum of association and articles of association of the Company incorporating and consolidating all the Proposed Amendments in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification (the “**Amended Memorandum and Articles**”) be approved and adopted in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company with immediate effect after the close of this meeting and that the directors and the registered office provider of the Company be and are hereby authorised severally to do all the things necessary to implement the adoption of the Amended Memorandum and Articles.”

By Order of the Board  
**China General Education Group Limited**  
**Zhang Zhiwei**  
*Chairman*

Hong Kong, 31 December 2024

*Notes:*

- (a) Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak and vote on behalf of him/her. A proxy needs not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (b) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting and, in such event, the form of proxy shall be deemed to be revoked.
- (c) For the purpose of determining the Shareholders who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 13 February 2025 to Tuesday, 18 February 2025 (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 transfer documents accompanying with the relevant share certificates should be lodged for registration with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 12 February 2025 (the last share registration date to determine Shareholders’ voting right).

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) Where there are joint registered holders of any Shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
- (e) Please refer to Appendix II to the circular of the Company dated 31 December 2024 for the details of the retiring Directors subject to re-election at the Annual General Meeting.

*As at the date of this notice, the executive Directors are Mr. Zhang Zhiwei, Mr. Niu Xiaojun and Ms. Zhang Zhonghua; and the independent non-executive Directors are Mr. Zan Zhihong, Mr. Hu Yuting, Mr. Wong Chi Wah and Mr. Hu Binhong.*