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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.
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

- (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

- (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.”

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).

- (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.