THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Chen Lin Education Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

Chen Lin Education Group Holdings Limited

辰林教育集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1593)

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

A notice convening the Annual General Meeting of Chen Lin Education Group Holdings Limited to be held at Unit 2503, 25th Floor, Office Tower 1, The Harbourfront, Hung Hom, Kowloon, Hong Kong on Thursday, 12 February 2026 at 3:00 p.m., at which, among other things, the above proposals will be considered and approved, is set out on pages N-1 to N-5 of this circular.

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

31 December 2025

CONTENTS

Page

Responsibility Statement ii

Definitions 1

Letter from the Board 5

Appendix I — Explanatory Statement on Repurchase Mandate I-1

Appendix II — Details of the Directors proposed to be re-elected at the Annual General Meeting II-1

Notice of Annual General Meeting N-1

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

"AGM" or "Annual General Meeting"	the annual general meeting of the Company to be convened and held at Unit 2503, 25th Floor, Office Tower 1, The Harbourfront, Hung Hom, Kowloon, Hong Kong on Thursday, 12 February 2026 at 3:00 p.m. (or any adjournment thereof)
"AGM Notice"	the notice convening the AGM is set out on pages N-1 to N-5 of this circular
"Articles" or "Articles of Association"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Chen Lin Elite Holdings"	Chen Lin Elite Holdings Limited, a company incorporated under the laws of the British Virgin Islands on 5 July 2018 and wholly-owned by Huangyulin Holdings
"China" or "the PRC"	the People's Republic of China and for the purposes of this circular only, except where the context requires otherwise, references to China or the PRC exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
"close associate(s)"	has the meaning as defined under the Listing Rules
"Companies Act"	the Companies Act (2023 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
"Company" or "our Company"	Chen Lin Education Group Holdings Limited (辰林教育集團控股有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 25 May 2018 and whose shares were listed on the main board of the Stock Exchange on 13 December 2019 (stock code: 1593)

"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules and, unless the context otherwise requires, refers to Mr. Huang, Huangyulin Holdings and Chen Lin Elite Holdings
"Director(s)"	the director(s) of the Company
"Group" or "our Group"	the Company and all of its subsidiaries and consolidated affiliated entities
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
"Hong Kong" or "HK"	Hong Kong Special Administrative Region of the PRC
"Huangyulin Holdings"	Huangyulin Holdings Limited, a company incorporated under the laws of the British Virgin Islands on 22 May 2018 and wholly-owned by Mr. Huang, one of the Controlling Shareholders
"Issue Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and otherwise deal with Shares (including any sale or transfer of treasury shares out of treasury) of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution (excluding treasury shares) granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
"JXIAS"	Jiangxi Institute of Applied Science and Technology (江西應用科技學院), a private university located in Jiangxi Province, PRC, which offers both undergraduate and junior college programs, established on 11 April 2002, and the sponsor of which is Nanchang Di Guan, one of the consolidated affiliated entities
"Latest Practicable Date"	29 December 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

"Listing Date"	13 December 2019, being the date of listing of Shares on the main board of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"Mr. Huang"	Mr. HUANG Yulin (黄玉林), one of the Controlling Shareholders, the chairman of the Board, the chief executive officer of the Company and an executive Director
"Nanchang Di Guan"	Nanchang Di Guan Education Consultancy Co., Ltd. (南昌迪冠教育諮詢有限公司), a company established under the laws of the PRC with limited liability on 17 September 2009, the sponsor of JXIAS, and one of the consolidated affiliated entities
"Nomination Committee"	the nomination committee of the Company
"Repurchase Mandate"	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate (excluding treasury shares)
"RMB"	Renminbi, the lawful currency of the PRC
"RSU(s)"	restricted share unit(s) granted pursuant to the RSU Scheme
"RSU Scheme"	the restricted share unit scheme adopted by our Company on 20 August 2019 and amended by an ordinary resolution passed by the Shareholders on 30 January 2023
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of par value of HK$0.0001 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buybacks issued by the SFC, as amended, supplemented or otherwise modified from time to time
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent.

Chen Lin Education Group Holdings Limited
辰林教育集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1593)

Executive Directors:
Mr. HUANG Yulin
(chairman and chief executive officer)
Mr. WANG Li *(co-president)*
Ms. GAN Tian *(co-president)*
Ms. SHE Hui *(chief financial officer)*

Independent Non-executive Directors:
Mr. SY Lai Yin, Sunny
Mr. WANG Donglin
Mr. QIN Huimin

Registered office:
Walkers Corporate Limited
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Principal Place of Business in Hong Kong:
40th Floor
Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

31 December 2025

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) the re-appointment of auditors of the Company; and (iii) the re-election of retiring Directors; and to give you the AGM Notice.

GENERAL MANDATES

Pursuant to the resolutions of the then Shareholders passed on 25 February 2025, being the date of the last annual general meeting of the Company, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares in issue immediately following the conclusion of the last annual general meeting of the Company; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares in issue immediately following the conclusion of the last annual general meeting of the Company; and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages N-1 to N-5 of this circular for details of the proposed Issue Mandate and Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 992,780,000 Shares (excluding treasury shares), assuming that no further Shares are to be issued or repurchased and cancelled or held in treasury by the Company prior to the AGM, exercise in full of the Issue Mandate (without being extended by the number of Shares (if any) repurchased by the Company under the Repurchase Mandate) could result in up to 198,556,000 Shares being issued, allotted and dealt with (including being transferred out of treasury) by the Company. As at the Latest Practicable Date, the Company has 7,220,000 treasury shares.

EXPLANATORY STATEMENT

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution numbered 5 of the AGM Notice. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the number of issued Shares (excluding treasury shares) as at the date of passing of the resolution approving the Repurchase Mandate.

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

RE-APPOINTMENT OF AUDITORS

BDO Limited will retire as auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

Upon recommendation of the audit committee of the Company, the Board hereby proposed to the Shareholders for approval at the AGM to re-appoint BDO Limited as auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix their remuneration.

RE-ELECTION OF RETIRING DIRECTORS

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

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

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

PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

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

(a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company's board diversity policy, the requirements in the Company's constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;

(b) assess the independence of independent non-executive Directors to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters;

(c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment;

(d) if the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable);

(e) for any person that is nominated by a Shareholder for election as a Director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate with reference to the criteria as set out above to determine whether such candidate is qualified for directorship;

(f) the Nomination Committee will evaluate and recommend the retiring Director to the Board for re-appointment by giving due consideration to his/her overall contribution and service to the Company and the level of participation and performance on the Board, and the continuity of the retiring Director to meet the criteria as set out above; and

(g) where the Board proposes a resolution to elect or re-elect a candidate as Director as the general meeting, the relevant information of the candidate will be disclosed in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

RECOMMENDATION OF THE NOMINATION COMMITTEE

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board the re-election of Mr. Huang Yulin, Mr. Sy Lai Yin, Sunny and Mr. Wang Donglin, who will retire at the Annual General Meeting and eligible to offer themselves for re-election. The Company has accepted

the recommendations following a review of their overall contribution and service to the Company including their attendance of Board meetings and general meeting, the level of participation and performance on the Board, and whether they continue to satisfy the criteria and considers that Mr. Huang Yulin, Mr. Sy Lai Yin, Sunny and Mr. Wang Donglin will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board believed that their re-election as the Directors would be in the best interests of the Company and the Shareholders as a whole.

ANNUAL GENERAL MEETING

Set out on pages N-1 to N-5 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate, the re-appointment of auditors of the Company, and the re-election of retiring Directors.

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

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, the chairman of the AGM will exercise his power under the Articles to demand for each of the resolutions put to vote at the AGM to be taken by way of poll. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

As at the Latest Practicable Date, the holder(s) of the treasury shares shall abstain from voting on matters that require Shareholders' approval under the Listing Rules. Save as disclosed herein, none of the Shareholders is required to abstain from voting on any resolutions to be proposed at the AGM pursuant to the Listing Rules and/or the Articles of Association.

CLOSURE OF REGISTER OF MEMBERS

In order to ascertain Shareholder's entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 9 February 2026 to Thursday, 12 February 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 6 February 2026.

RECOMMENDATION

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

GENERAL

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

MISCELLANEOUS

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

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

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

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

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

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company (excluding treasury shares) comprised 992,780,000 Shares. As at the Latest Practicable Date, the Company has 7,220,000 treasury shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased and cancelled or held in treasury between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 99,278,000 Shares, representing 10% of the existing issued Shares (excluding treasury shares) as at the Latest Practicable Date up to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required by the Articles or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in the next annual general meeting.

3. REASONS FOR REPURCHASES

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

On the other hand, Shares repurchased by the Company and held as treasury shares may provide more flexibility to the Board to resell the treasury shares on the market prices to raise additional funds for the Company, or transfer or use for Share grants under share schemes that comply with Chapter 17 of the Listing Rules and for other purposes permitted under the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

4. FUNDING OF REPURCHASES OF SHARES

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

5. GENERAL

The Directors considers that there might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 August 2024 in the event that the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

The Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in its own name as treasury shares.

6. SHARE PRICES

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

	Shares Prices	
	Highest	**Lowest**
	HK$	*HK$*
2024		
December 2024	2.12	1.80
2025		
January 2025	2.08	1.75
February 2025	2.05	1.70
March 2025	1.98	1.68
April 2025	1.92	1.59
May 2025	1.85	1.46
June 2025	1.45	1.24
July 2025	1.48	1.24
August 2025	1.45	1.32
September 2025	1.59	1.33
October 2025	1.70	1.34
November 2025	1.60	1.25
1 December 2025 to the Latest Practicable Date	1.33	1.17

7. UNDERTAKING

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

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

The Directors confirmed that neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

8. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, and the repurchased Shares are cancelled fully or partly, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

As a result, a Shareholder or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and to the best knowledge and belief of the Directors, Mr. Huang held voting rights in a total of 562,674,000 Shares through his wholly-owned holding companies, Huangyulin Holdings and Chen Lin Elite Holdings, which represents approximately 56.68% of the voting rights in the Company. In the event that the Directors exercise in full power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Mr. Huang in the voting rights of the Company would be increased from 56.68% to approximately 62.97% of the total number of Shares in issue (excluding treasury shares), such increase would not give rise to a general offer obligation under the Takeovers Code. The Directors have no present intention to effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

Save for above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of the repurchase of Shares pursuant to the Repurchase Mandate.

9. SHARE PURCHASE MADE BY THE COMPANY

The Company had not repurchased its Shares on the Stock Exchange during the six months immediately preceding the Latest Practicable Date.

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

Executive Director

Mr. Huang Yulin (黃玉林), aged 64, is our executive Director, the Chairman and the chief executive officer ("**CEO**"). Mr. Huang is responsible for the overall management, strategic planning and decision-making of our Group. Mr. Huang is also the chairman of the board of directors of JXIAS. Mr. Huang is the father-in-law of Mr. Wang Li and the brother of Ms. Huang Wenxia, the vice president of the Company.

Mr. Huang has over 20 years of experience in the education sector. Prior to joining our Group, Mr. Huang worked at the Ganzhou Department of Personnel and Labour Bureau (贛州行署勞動人事局) and acted as the legal representative and the chairman of Jiangxi Science and Engineering Specialist College (江西理工專修學院). Mr. Huang has been acting as the chairman of the board of directors of JXIAS since 2002, where he has been in charge of the overall management of JXIAS. Mr. Huang acted as the CEO from September 2018 to August 2019 and since 30 October 2020.

Mr. Huang received his college diploma in government management and politics from Jiangxi Open University (江西廣播電視大學).

Mr. Huang has entered into a service contract with the Company with a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company. For the year ended 31 August 2025, Mr. Huang received total director's fee of approximately RMB2,205,000 which was determined by the Board on the basis of Mr. Huang's performance, responsibility, workload and the time devoted to our Group, as well as the current market condition.

In pursuant to Part XV of the SFO, Mr. Huang is indirectly interested in 562,674,000 Shares or underlying Shares in the Company, representing approximately 56.68% of the total number of issued Shares (excluding treasury shares) through his wholly-owned holding companies, Huangyulin Holdings and Chen Lin Elite Holdings. In addition, Mr. Huang is also interested in 74.00% of the equity interest and the sponsor's interest in Nanchang Di Guan and the School, within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Huang (i) has not held any directorship in any public listed companies in the past three years; (ii) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders; and (iii) does not hold any other positions within our Group.

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

Independent Non-executive Directors

Mr. Sy Lai Yin, Sunny (施禮賢), aged 45, is our independent non-executive Director. Mr. Sy has extensive experience in the financial sector and had experience in overseeing business development, finance services and merger and acquisition projects. He has over six years of experience in accounting and auditing with an international accountancy and professional services firm Ernst & Young. Mr. Sy also serves as school manager for various schools in Hong Kong. Mr. Sy is also currently an independent non-executive director of New Ray Medicine International Holding Limited, a company listed on the Stock Exchange (stock code: 6108).

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

Mr. Sy has entered into a letter of appointment with the Company with an initial term of one year commencing from 7 July 2021, which is renewable automatically for successive terms of one year until terminated by not less than three months' notice in writing served by either the Director or the Company, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles of Association. During the year ended 31 August 2025, Mr. Sy received a Director's fee of RMB103,000 per annum. The emoluments of Mr. Sy were determined by the Board with reference to his level of experience and responsibilities of the Group.

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

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

Mr. Sy has given confirmation of independence to the Company. Based on such confirmation and the information available to the Board, the Board considers that Mr. Sy is independent.

Mr. Wang Donglin (王東林), aged 71, is our independent non-executive Director. Mr. Wang has extensive experience in the education sector. From January 1982 to September 2000, Mr. Wang held various positions, including research assistant, lecturer, associate professor and professor, in Jiangxi Normal University (江西師範大學) (formerly known as Jiangxi Normal College (江西師範學院)). From September 2000 to October 2008, Mr. Wang served as the head of the culture research center (文化研究所) of Jiangxi Normal University. Since October 2008, Mr. Wang has served in positions, including a professor, the head of culture research center, and the head of Zheng Da research center (正大研究所) of Jiangxi Normal University. Mr. Wang has been acting as the advisor to Jiangxi People's Government since March 2017.

Mr. Wang received his Bachelor's Degree in History from Jiangxi Normal University (江西師範大學) (formerly known as Jiangxi Normal College (江西師範學院)) in August 1982.

Mr. Wang has entered into a letter of appointment with the Company with a term of three years commencing from 13 December 2019, subject to retirement by rotation and re-election at the Annual General Meeting. For the year ended 31 August 2025, Mr. Wang received total director's fee of RMB105,000 which was determined by the Board on the basis of Mr. Wang's performance, responsibility, workload and the time devoted to our Group, as well as the current market condition.

Save as disclosed above, Mr. Wang did not (i) held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; (ii) holds any other positions in the Company and other members of the Group; (iii) does not or is not deemed to have any interest or short position (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) in any Shares, underlying Shares or debentures of the Company; and (iv) does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

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

In view of the extensive knowledge and invaluable experience of Mr. Huang, Mr. Sy and Mr. Wang and after taking into consideration, the Board believes that the re-election of Mr. Huang as an executive Director and Mr. Sy and Mr. Wang as independent non-executive Directors respectively is in the best interests of the Company and its Shareholders as a whole.

Chen Lin Education Group Holdings Limited
辰林教育集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1593)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Chen Lin Education Group Holdings Limited (the "**Company**") will be held at Unit 2503, 25th Floor, Office Tower 1, The Harbourfront, Hung Hom, Kowloon, Hong Kong on Thursday, 12 February 2026 at 3:00 p.m. (the "**Annual General Meeting**") to transact the following businesses:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "**Directors**") and the auditors of the Company for the year ended 31 August 2025.

2. (a) To re-elect the following retiring Directors (as separate resolutions):

   (i) To re-elect Mr. Huang Yulin as an executive Director.

   (ii) To re-elect Mr. Sy Lai Yin, Sunny as an independent non-executive Director.

   (iii) To re-elect Mr. Wang Donglin as an independent non-executive Director.

   (b) To authorise the board of directors (the "**Board**") to fix the Directors' remuneration.

3. To re-appoint BDO Limited, Certified Public Accountants, as the auditors of the Company and to authorise the Board to fix their remuneration.

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

"**THAT**:

(a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK$0.0001 each in the share capital of the Company (the "**Shares**") (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; shall not exceed 20% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

"**Rights Issue**" means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).

Any reference to a/an allotment, issue, grant or offer of, or a dealing in, Shares shall include the sale or transfer of treasury shares in the capital of the Company (to, amongst others, satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

5. "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and the Company may hold the shares so repurchased in treasury, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or

(iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting."

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

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

Hong Kong, 31 December 2025

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 9 February 2026 to Thursday, 12 February 2026, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant certificates must be lodged with the Company's branch Shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 6 February 2026.

2. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.

3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Annual General Meeting.

4. With respect to resolution no. 2 of this notice, Mr. Huang Yulin, Mr. Sy Lai Yin, Sunny and Mr. Wang Donglin shall retire from office of directorship and shall offer themselves for re-election in accordance with the articles of association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 31 December 2025.

As at the date of this notice, the Board comprises Mr. Huang Yulin, Mr. Wang Li, Ms. Gan Tian and Ms. She Hui as executive Directors, and Mr. Sy Lai Yin, Sunny, Mr. Wang Donglin and Mr. Qin Huimin as independent non-executive Directors.