
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 China Chunlai Education Group Co., Ltd., you should at once hand this circular together with 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.



CHINA CHUNLAI EDUCATION GROUP CO., LTD.

中國春來教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1969)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITOR, DECLARATION OF FINAL DIVIDEND, AND NOTICE OF ANNUAL GENERAL MEETING

This circular together with a form of proxy will remain on the website of the Company at <https://www.chunlaiedu.com>.

A notice convening the AGM of China Chunlai Education Group Co., Ltd. to be held at 10:00 a.m. on Friday, 10 January 2025, at 35F, Building No. 9, east of Dongfeng South Road and north of Jinshui East Road, Zhengzhou Area (Zhengdong), China (Henan) Pilot Free Trade Zone (中國(河南)自由貿易試驗區鄭州片區(鄭東)東風南路東、金水東路北九號樓35層), is set out on pages 19 to 23 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) if you so wish.

18 December 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I – EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	12
APPENDIX II – DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	16
NOTICE OF ANNUAL GENERAL MEETING	19

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 10:00 a.m. on Friday, 10 January 2025 at 35F, Building No. 9, east of Dongfeng South Road and north of Jinshui East Road, Zhengzhou Area (Zhengdong), China (Henan) Pilot Free Trade Zone (中國(河南)自由貿易試驗區鄭州片區(鄭東)東風南路東、金水東路北九號樓35層) (or any adjournment thereof)
“AGM Notice”	the notice convening the AGM set out on pages 19 to 23 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
“Chairman Hou”	Mr. Hou Chunlai (侯春來), a PRC citizen, a non-executive Director and Chairman of the Board, and spouse of Ms. Jiang and father of Mr. Hou
“close associate(s)”	has the same 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”	China Chunlai Education Group Co., Ltd., an exempted company with limited liability incorporated in the Cayman Islands on 15 November 2017, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1969)
“core connected person(s)”	has the same meaning as defined under the Listing Rules
“Director(s)”	the director(s) of the Company
“Final Dividend”	a final dividend of RMB0.0924 per Share (equivalent to HK\$0.1 per Share) for the year ended 31 August 2024

DEFINITIONS

“Group”	the Company, its subsidiaries and its consolidated affiliated entities from time to time or, where the context so requires, in respect of the period prior to the Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of the Company at the relevant time
“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”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to authorise them to exercise all powers of the Company to allot, issue and deal with Shares (including any sale or transfer of treasury shares out of treasury) as set out in the resolutions numbered 4 and 6 of the AGM Notice
“Latest Practicable Date”	13 December 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Date”	13 September 2018, the date on which the Shares were listed 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
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with GEM of the Stock Exchange
“Mr. Hou”	Mr. Hou Junyu (侯俊宇), a PRC citizen, an executive Director and our controlling shareholder, and son of Chairman Hou and Ms. Jiang
“Ms. Jiang”	Ms. Jiang Shuqin (蔣淑琴), a PRC citizen, an executive Director, and spouse of Chairman Hou and mother of Mr. Hou

DEFINITIONS

“Nomination Committee”	the nomination committee of the Company
“PRC” or “China”	the People’s Republic of China and, except where the context requires otherwise and only for the purposes of this circular, references to the PRC exclude Hong Kong, Macau Special Administrative Region and Taiwan
“PRC Operating Schools”	Anyang University (including Anyang University Yuanyang Campus), Jiankang College, Jingzhou College and Shangqiu University (including Shangqiu University Applied Science and Technology College), consolidated affiliated entities of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to authorise them to exercise all powers of the Company to repurchase Shares (excluding treasury shares, if any) as set out in the resolution numbered 5 of the AGM Notice
“School Sponsor”	Henan Shangqiu Chunlai Education Corporation (河南商丘春來教育集團), a private non-enterprise entity (民辦非企業單位) established in the PRC on 18 October 2004, a consolidated affiliated entity of the Company and the sole school sponsor of each of Shangqiu University (including Shangqiu University Applied Science and Technology College) and Anyang University
“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of par value of HK\$0.00001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the same meaning as defined under the Listing Rules
“%”	Per cent

LETTER FROM THE BOARD



CHINA CHUNLAI EDUCATION GROUP CO., LTD.

中國春來教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1969)

Executive Directors:

Mr. Hou Junyu

Ms. Jiang Shuqin

Ms. Zhang Jie (*Chief Executive Officer*)

Non-executive Director:

Mr. Hou Chunlai (*Chairman*)

Independent Non-executive Directors:

Dr. Jin Xiaobin

Ms. Fok, Pui Ming Joanna

Mr. Lau, Tsz Man

Registered office:

Walkers Corporate Limited

190 Elgin Avenue

George Town

Grand Cayman KY1-9008

Cayman Islands

Principal place of business

in Hong Kong:

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

18 December 2024

To the Shareholders

Dear Sir or Madam

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
DECLARATION OF FINAL DIVIDEND,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding (i) the grant of the Issue Mandate and the Repurchase Mandate to the Directors and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) the re-election of Directors; (iii) the re-appointment of the auditor of the Company; and (iv) the declaration of the Final Dividend; and to give the Shareholders the AGM Notice regarding the proposed resolutions which will be dealt with at the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Pursuant to the resolutions of the Shareholders passed on 19 January 2024, being the date of the last annual general meeting of the Company, the Directors were granted (i) a general unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the total 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 total 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 in (ii) above.

The above general mandates will remain in effect until whichever is the earliest of (i) the conclusion of the AGM; or (ii) the expiration of the period within which the AGM is required to be held by any applicable law or the Articles; or (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, and authorise the extension of the Issue Mandate by addition of an amount representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate, details of which are set out in ordinary resolutions numbered 4 and 6 of the AGM Notice. The Shares which may be issued, allotted and dealt with (including being transferred out of treasury) pursuant to the Issue Mandate is limited to a maximum of 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution approving the Issue Mandate. On the basis that 1,200,000,000 Shares are in issue (excluding treasury shares, if any) as at the Latest Practicable Date and no further Shares are 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 240,000,000 Shares being issued, allotted and dealt with (including being transferred out of treasury) by the Company.

3. EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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 of the Company 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, if any) as at the date of passing of the resolution approving the Repurchase Mandate.

An explanatory statement as required under the Listing Rules, in particular Rule 10.06(1)(b), giving certain information regarding the Repurchase Mandate is set out in the Appendix I hereto.

LETTER FROM THE BOARD

4. RE-ELECTION OF RETIRING DIRECTORS

As at the latest practicable date, the Board consisted of seven Directors, namely Mr. Hou, Ms. Jiang, Ms. Zhang Jie, Chairman Hou, Dr. Jin Xiaobin, Ms. Fok Pui Ming Joanna and Mr. Lau Tsz Man (“**Mr. Lau**”).

In accordance with Article 108(a) of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being (save and except those Directors in respect of whom the provision of Article 112 applies), 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 (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Ms. Jiang, Chairman Hou and Mr. Lau will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

At the Annual General Meeting, the re-election of each of the retiring Directors will be voted on individually by a separate ordinary resolution as set out in the AGM Notice.

5. PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

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

5.1 Selection Criteria

In evaluating and selecting any candidate for directorship, the following criteria (among other things) should be considered:

- (a) Character and integrity.
- (b) Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the board diversity policy that are relevant to the Company’s business and corporate strategy.
- (c) Any measurable objectives adopted for achieving diversity of the Board.
- (d) Requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules, and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules.
- (e) Any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence, and gender diversity.

LETTER FROM THE BOARD

- (f) Willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company.
- (g) Such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of Directors and succession planning.

5.2 Nomination Procedures

(a) *Appointment of New Director*

- (i) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new Director and the biographical information (or relevant details) of the candidate, evaluate such candidate with reference to the criteria as set out above to determine whether such candidate is qualified for directorship.
- (ii) 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).
- (iii) The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- (iv) 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.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to Shareholders in respect of the proposed election of Director at the general meeting.

(b) *Re-election of Director at General Meeting*

- (i) The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring Director and the level of participation and performance on the Board.
- (ii) The Nomination Committee and/or the Board should also review and determine whether the retiring Director continues to meet the criteria as set out above.
- (iii) The Nomination Committee and/or the Board should then make recommendation to Shareholders in respect of the proposed re-election of Director at the general meeting.

LETTER FROM THE BOARD

Where the Board proposes a resolution to elect or re-elect a candidate as Director at 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.

6. RECOMMENDATION OF THE NOMINATION COMMITTEE

The Nomination Committee has considered the extensive experience of Ms. Jiang, Chairman Hou and Mr. Lau, their working profile and other experience and factors as set out in their biographical details in Appendix II to this circular. The Nomination Committee is satisfied that Ms. Jiang, Chairman Hou and Mr. Lau have the required character, integrity and experience to continuously fulfill their roles as Directors effectively and will continue to provide invaluable contribution and diversity to the Board.

The Nomination Committee also assessed and reviewed the annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules of Mr. Lau and re-affirmed his independence. The Company considers that Mr. Lau is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge, and professionalism to the Board for its efficient and effective functioning and diversity. Mr. Lau had abstained from deliberation and decision in respect of assessment of his own independence.

The Nomination Committee has recommended to the Board on re-election of Ms. Jiang, Chairman Hou and Mr. Lau who are due to retire at the Annual General Meeting. The Board 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. The Board believes that their re-election as the Directors would be in the best interests of the Company and its Shareholders as a whole.

Details of the retiring Directors as proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

7. RE-APPOINTMENT OF THE AUDITOR

ZHONGHUI ANDA CPA Limited (“**Zhonghui Anda**”) will retire as the auditor of the Company at the AGM and, being eligible, offers itself for re-appointment.

Upon the recommendation of the audit committee of the Company, the Board hereby proposes to put forward to the Shareholders for approval at the Annual General Meeting an ordinary resolution to approve the re-appointment of Zhonghui Anda as the auditor 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 its remuneration.

LETTER FROM THE BOARD

8. FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

As stated in the announcement of the Company dated 29 November 2024 relating to the annual results of the Group for the year ended 31 August 2024, the Board has recommended the payment of the Final Dividend of RMB0.0924 (equivalent to HK\$0.1) per Share for the year ended 31 August 2024, subject to the approval of the Shareholders at the AGM. The Final Dividend will be declared in Renminbi and paid in Hong Kong dollars. The exchange rate adopted for conversion was the average middle exchange rate published by the People's Bank of China of the five business days prior to the declaration of the Final Dividend (i.e. Friday, 22 November 2024 to Thursday, 28 November 2024) (RMB1.0 to HK\$1.082). The Final Dividend will be paid on or around Wednesday, 5 February 2025 to Shareholders whose names appear on the register of members of the Company on Tuesday, 21 January 2025.

For the purpose of determining the entitlement to the Final Dividend, the register of members of the Company will be closed from Thursday, 16 January 2025 to Tuesday, 21 January 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be entitled to the Final Dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 15 January 2025.

9. ANNUAL GENERAL MEETING

The AGM will be held on Friday, 10 January 2025. The notice convening the AGM of which ordinary resolutions will be proposed 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, to re-elect the retiring Directors, to approve Final Dividend and to re-appoint Zhonghui Anda as the auditor of the Company is set out on pages 19 to 23 of this circular.

In accordance with the requirements of the Listing Rules, all votes at the AGM will be taken by poll except where the chairman of the AGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon as soon as practicable but in any event not less than 48 hours before the time fixed for the AGM (or any adjournment thereof). The completion of a form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) in person if you so wish.

LETTER FROM THE BOARD

10. 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. As such, the chairman of the AGM will exercise his power under the Articles to demand a poll for all resolutions proposed at the AGM.

An announcement on the poll results will be made by the Company after the AGM on the websites of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.chunlaiedu.com>) respectively in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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.

11. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 7 January 2025 to Friday, 10 January 2025, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Monday, 6 January 2025.

12. 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 Company. 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 aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

13. RECOMMENDATION

The Directors believe that (i) the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue 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-election of the retiring Directors; (iii) the re-appointment of the auditor of the Company; and (iv) the declaration of the Final Dividend; are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all resolutions approving such matters at the AGM.

LETTER FROM THE BOARD

14. 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

China Chunlai Education Group Co., Ltd.

Hou Junyu

Executive Director

This appendix serves as an explanatory statement, as required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules, to provide you with the requisite information for your consideration of the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, on the basis that 1,200,000,000 Shares are in issue (with no treasury shares) and no further Shares are issued or repurchased and cancelled or held in treasury prior to the AGM, exercise in full of the Repurchase Mandate could result in up to 120,000,000 Shares being repurchased by the Company during the period from the passing of resolution numbered 5 set out in the AGM Notice up to the earliest of (i) the conclusion of the next annual general meeting of the Company unless otherwise renewed by an ordinary resolution of the Shareholders in a general meeting, either unconditionally or subject to conditions; (ii) the expiration of the period within which the Company's next annual general meeting is required by the Articles or any other applicable laws to be held; or (iii) the date on which it is varied or revoked by an ordinary resolution of the Shareholders passed in a general meeting.

2. REASONS FOR THE REPURCHASE MANDATE

Although the Directors have no present intention of exercising the proposed the Repurchase Mandate, the Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share.

On the other hand, the 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.

3. FUNDING AND EFFECT OF REPURCHASES OF SHARES

Any repurchase of shares made pursuant to the Repurchase Mandate must be funded out of funds legally available for the purpose in accordance with the Articles, the Listing Rules, the Companies Act and other applicable laws of the Cayman Islands. The Company may not repurchase its own securities for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Act, repurchases by the company may only be made out of profits of the company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the 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.

The Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 August 2024, being the date of its latest published audited financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

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.

4. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles, 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.

5. INTENTION TO SELL SHARES

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

6. TAKEOVERS CODE AND MINIMUM PUBLIC SHARE HOLDING

If, on exercise of the powers of repurchase of Shares 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 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 so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Mr. Hou held voting rights in a total of 900,000,000 Shares held through Chunlai Investment Co., Ltd., a company wholly-owned by Mr. Hou, representing 75.00% of the voting rights in the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate and all the Shares bought back are cancelled, then the attributable interest of Mr. Hou in the voting rights of the Company would be increased from 75.00% to approximately 83.33% of the total number of Shares in issue (excluding treasury shares, if any). Such increase would not give rise to any general offer obligation under the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases with the Shares bought back being cancelled fully or partly, 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.

7. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares whether on the Stock Exchange or otherwise during the period from the last annual general meeting of the Company to the Latest Practicable Date.

8. CORE CONNECTED PERSON

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. SHARE PRICES

The Shares have been traded on the Stock Exchange since the Listing Date and the highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest traded price <i>HK\$</i>	Lowest traded price <i>HK\$</i>
2023		
December	6.33	5.96
2024		
January	6.50	5.37
February	5.75	5.41
March	5.47	4.77
April	4.99	4.67
May	5.09	4.70
June	4.89	4.44
July	4.67	4.34
August	4.89	4.39
September	4.87	4.38
October	5.90	4.30
November	4.70	4.27
1 December to the Latest Practicable Date	4.60	4.27

Stated below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles.

Ms. Jiang Shuqin (蔣淑琴), aged 58, was appointed as an executive Director and a member of the remuneration committee of the Company on 12 February 2018. Ms. Jiang has served as an executive director of the School Sponsor since the establishment of the Group and has been the financial controller of each of the PRC Operating Schools since their establishment. Ms. Jiang is primarily responsible for the strategic development, daily management and overseeing financial operations of the Group. Ms. Jiang has over 15 years of experience in the education industry and financial management. Ms. Jiang attended senior secondary education in the PRC. She is the spouse of Chairman Hou, mother of Mr. Hou, sister-in-law of Mr. Yang Xinzhong and cousin of Mr. Jiang Yongqi.

Ms. Jiang has entered into a service contract with the Company on 12 February 2018. The initial term of her service contract commenced from the date of her appointment as an executive Director and will continue for a period of three years after or until the third annual general meeting of the Company thereafter, whichever is earlier, and shall be automatically renewed for successive periods of three years (subject to re-election as and when required under the Articles), until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than three months' prior notice in writing. Pursuant to the service contract, Ms. Jiang is entitled to receive a director's fee of HK\$1,500,000 per year which was determined with reference to her duties and responsibilities with the Company, her experience and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Jiang was interested in 8,000,000 share options exercisable into 8,000,000 Shares pursuant to the Pre-IPO share option scheme of the Company adopted on 9 August 2018 within the meaning of Part XV of the SFO. As Chairman Hou and Ms. Jiang are spouses of each other, Ms. Jiang is also deemed to be interested in all the shares held by Chairman Hou by virtue of the SFO.

Save as disclosed above, Ms. Jiang (i) has not held any directorship in the last three years in any public company the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms that as at the date of the Latest Practicable Date: (a) she did not hold other position in the Company or other members of the Group; and (b) she did not have any relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company.

Mr. Hou Chunlai (侯春來), aged 55, is the founder of the Group. Chairman Hou was appointed as a non-executive Director and chairman of the Board on 12 February 2018. He is responsible for overseeing the corporate development and strategic planning of the Group. Chairman Hou has also been a standing director of China Association for Private Education since November 2011 and was a director of China Association for Private Education, Higher Education Committee from January 2010 to January 2015.

Chairman Hou is also actively engaged in civil affairs in the PRC. In particular, Chairman Hou had been a delegate of the Twelfth Henan People's Congress (河南省第十二屆人民代表大會) during the period from December 2012 to December 2017. Chairman Hou was awarded 'Advanced Individual' of Henan Private Education (河南省民辦教育先進個人) by the Education Department of Henan Province (河南省教育廳) in October 2016.

Chairman Hou graduated from Nankai University (南開大學) in December 2006 with a master's degree in business administration and obtained the qualification as an associate professorship of Shangqiu University in November 2013. Chairman Hou is the spouse of Ms. Jiang and father of Mr. Hou.

Chairman Hou entered into a service contract with the Company on 15 January 2017. The initial term of his service contract commenced from the date of his appointment as a non-executive Director and will continue for a period of three years after or until the third annual general meeting of the Company thereafter, whichever is earlier, and shall be automatically renewed for successive periods of three years (subject to re-election as and when required under the Articles), until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than three months' prior notice in writing. Chairman Hou will receive a director's fee of HK\$2,600,000 per year which was determined with reference to his duties and responsibilities with the Company, his experience and the prevailing market conditions.

Chairman Hou has not held any directorship in the last three years in any other public company the securities of which are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, Chairman Hou is interested in 8,000,000 share options exercisable into 8,000,000 Shares pursuant to the Pre-IPO share option scheme of the Company adopted on 9 August 2018 within the meaning of Part XV of the SFO. As Chairman Hou and Ms. Jiang are spouses of each other, Chairman Hou is also deemed to be interested in all the shares held by Ms. Jiang by virtue of the SFO.

Save as disclosed above, Chairman Hou (a) did not hold any other position in the Company or other members of the Group; and (b) did not have any other relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company.

Mr. Lau, Tsz Man (劉子文), aged 41, was appointed as an independent non-executive Director, chairman of the audit committee of the Company and a member of the remuneration committee of the Company on 12 February 2018, taking effect on 31 August 2018. Mr. Lau is primarily responsible for supervising and providing independent judgement to the Board.

Mr. Lau has more than 13 years of experience in accounting and finance. Since August 2016, Mr. Lau has been a director of Wincy Education Holdings Limited (凱晴教育控股有限公司), and since April 2017, Mr. Lau has been the chief financial officer of Nobao Energy Holdings (China) Limited (挪寶能源控股(中國)有限公司).

From September 2006 to November 2014, Mr. Lau worked at Deloitte Touche Tohmatsu (Hong Kong branch and Shanghai branch), where he was responsible for auditing. From November 2014 to March 2016, Mr. Lau was the chief accounting officer and financial controller of Shunfeng International Clean Energy Limited, a company listed on the Stock Exchange (stock code: 1165), where he was responsible for finance and accounting.

Mr. Lau is a certified public accountant and is a member of the Hong Kong Institute of Certified Public Accountants and an associate of the Institute of Chartered Accountants in England and Wales. Mr. Lau obtained a bachelor's degree of business administration in marketing from City University of Hong Kong in July 2006.

Mr. Lau has entered into an appointment letter with the Company on 23 February 2018. The initial term for his appointment letter shall be three years from the date of the appointment or until the third annual general meeting of the Company since the Listing Date, whichever is sooner, which shall be automatically renewed for successive period of three years (subject to re-election as and when required under the Articles) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing. Mr. Lau will receive a director's fee of HK\$500,000 per year which was determined with reference to his duties and responsibilities with the Company, his experience and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lau has no interest in the Shares.

Save as disclosed above, Mr. Lau has confirmed that he does not hold (i) any other position with the Company or other members of the Group; (ii) any directorship in any other public companies with securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) any other major appointments and professional qualification.

Save as disclosed above, Mr. Lau has also confirmed that he does not have any other relationship with any Director, senior management or substantial shareholder (as defined under the Listing Rules) or controlling shareholder (as defined under the Listing Rules) of the Company.

Save as disclosed above, there are no matters concerning Ms. Jiang, Chairman Hou or Mr. Lau that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



CHINA CHUNLAI EDUCATION GROUP CO., LTD.

中國春來教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1969)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of China Chunlai Education Group Co., Ltd. (the “**Company**”) will be held at 10:00 a.m. on Friday, 10 January 2025 at 35F, Building No. 9, east of Dongfeng South Road and north of Jinshui East Road, Zhengzhou Area (Zhengdong), China (Henan) Pilot Free Trade Zone (中國(河南)自由貿易試驗區鄭州片區(鄭東)東風南路東、金水東路北九號樓35層) for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements of the Company and the reports of the directors (the “**Director(s)**”) and the auditor of the Company for the year ended 31 August 2024.
2. To re-elect the following retiring Directors of the Company and to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration (as separate resolutions):
 - (i) To re-elect Ms. Jiang Shuqin as an executive Director.
 - (ii) To re-elect Mr. Hou Chunlai as a non-executive Director.
 - (iii) To re-elect Mr. Lau Tsz Man as an independent non-executive Director.
 - (iv) To authorise the Board to fix the remuneration of the Directors.
3. To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

4. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued shares in the capital of the Company (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 bonds and warrants to subscribe for shares of the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of issued shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company shall not exceed the aggregate of:
 - (aa) 20% of the aggregate number of issued shares of the Company in issue (excluding treasury shares, if any) as at the date of the passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of issued shares of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of issued shares of the Company in issue (excluding treasury shares, if any) as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolutions;

“Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holder of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).

Any reference to a/an allotment, issue, grant or offer of, or a dealing in, shares of the Company 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.”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase shares in the capital of the Company on the Stock Exchange, or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of issued shares of the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” shall have the same meaning as the resolution numbered 4 above.”

6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and is hereby extended by the addition to the aggregate nominal amount of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of issued shares of the Company repurchased and cancelled by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

7. To approve the declaration and payment of a final dividend of RMB0.0924 per share (equivalent to HK\$0.1 per share) for the year ended 31 August 2024.

By order of the Board
China Chunlai Education Group Co., Ltd.
Hou Junyu
Executive Director

Hong Kong, 18 December 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the AGM (or at any adjournment thereof) is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM (or at any adjournment thereof). Completion and return of the form of proxy will not preclude members from attending and voting in person at the AGM (or at any adjournment thereof).
- (5) For the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 7 January 2025 to Friday, 10 January 2025, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 6 January 2025.
- (6) For the purpose of determining the entitlement to the Final Dividend, the register of members of the Company will be closed from Thursday, 16 January 2025 to Tuesday, 21 January 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be entitled to the Final Dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 15 January 2025.
- (7) According to Rule 13.39(4) of the Listing Rules, the voting at the AGM will be taken by poll.

As at the date of this notice, our executive Directors are Mr. Hou Junyu, Ms. Jiang Shuqin and Ms. Zhang Jie, our non-executive Director is Mr. Hou Chunlai, and our independent non-executive Directors are Dr. Jin Xiaobin, Ms. Fok, Pui Ming Joanna and Mr. Lau, Tsz Man.