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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, a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in JH Educational Technology INC. (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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JH Educational Technology INC.
嘉宏教育科技有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1935)

**GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND AND
SPECIAL FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at No. 618 Liuweng Road, Liushi Town, Yueqing, Zhejiang, the PRC on Friday, 22 May 2020 at 9:30 a.m. is set out on pages 20 to 25 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, 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 (i.e. 9:30 a.m. on Wednesday, 20 May 2020) before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at No. 618 Liuweng Road, Liushi Town, Yueqing, Zhejiang, the People’s Republic of China on Friday, 22 May 2020 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM set out on pages 20 to 25 of this circular or any adjournment thereof
“Articles”	the articles of association adopted by the Company, adopted on 30 May 2019, and amended from time to time
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
“Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	JH Educational Technology INC. (嘉宏教育科技有限公司), a company incorporated in the Cayman Islands on 23 June 2017 as an exempted company with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 1935)
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of HK\$0.021 per Share as recommended by the Board
“General Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and deal with Shares with a total number not exceeding 20% of the total number of the Shares of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China

DEFINITIONS

“Register of Members”	the register of members of the Company
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares of the Company in issue as at the date of passing the relevant resolution granting such mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance of Hong Kong, (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately RMB281,227,000 as at 31 December 2019 based on the audited consolidated financial statement of the Company as at that date
“Special Final Dividend”	the proposed special final dividend of HK\$0.054 per Share as recommended by the Board
“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 in Hong Kong, as amended from time to time
“US\$”, “U.S. dollar(s)”	United States dollars and cents, respectively, the lawful currency of the United States
“%”	per cent

For the purpose of this circular and for illustration purpose only, the exchange rate between HK\$ and RMB is 0.9108 and no representation is made that any amount in HK\$ or RMB could have been or could be converted at such rates or at any other rates.

LETTER FROM THE BOARD



嘉宏教育
JH educational technology inc

JH Educational Technology INC.
嘉宏教育科技有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1935)

Executive Directors:

Mr. Chen Yuguo (*Chairman*)
Mr. Chen Yuchun
Mr. Chen Shu
Mr. Chen Nansun
Mr. Chen Lingfeng

Registered office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Non-executive Director:

Ms. Zhang Xuli

Principal place of business in

Hong Kong
Room 2106, 21/F
Emperor Group Centre
288 Hennessy Road
Wanchai
Hong Kong

Independent non-executive Directors:

Ms. Bi Hui
Mr. Fung Nam Shan
Mr. Wang Yuqing

22 April 2020

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND AND
SPECIAL FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you with information in respect of the resolutions to be proposed at the AGM including, among other matters, (i) the grant to the Directors the General Mandate and the Repurchase Mandate; (ii) re-election of the retiring Directors; (iii) proposed declaration and payment of the Final Dividend and the Special Final Dividend for the year ended 31 December 2019 out of the Share Premium Account; and (iv) to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matter.

A notice convening the AGM is set out on pages 20 to 25 of this circular.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

Pursuant to the written resolutions of the then Shareholder passed on 30 May 2019, the Directors were granted by the then Shareholder (i) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares of the Company in issue immediately following the completion of the capitalisation issue and the global offering; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue or to be issued immediately following the completion of the capitalisation issue and the global offering; and (iii) to extend the general mandate of (i) above to include Shares repurchased pursuant to the general mandate of (ii) above. Such general mandates will expire at the conclusion of the forthcoming AGM.

At the AGM, separate ordinary resolutions will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares with a total number of Shares not exceeding 20% of the total number of Shares in issue of the Company as at the date of passing the resolution. The General Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. Based on 1,600,830,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the date of the AGM, the Directors will be authorised to issue up to 320,166,000 Shares under the General Mandate;
- (b) to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. Under such Repurchase Mandate, the maximum number of Shares that the Company may be repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue is 1,600,830,000 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 160,083,000 Shares, being 10% of the entire issued share capital of the Company as at the date of passing of the resolution in relation thereto. The Repurchase Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and
- (c) subject to the passing of the aforesaid ordinary resolutions granting the General Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution granting the Repurchase Mandate at the AGM.

LETTER FROM THE BOARD

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(2) of the Articles, Mr. Chen Yuguo, Mr. Chen Yuchun, Mr. Chen Shu, Mr. Chen Nansun, Mr. Chen Lingfeng, being the executive Directors, Ms. Zhang Xuli, being the non-executive Director, and Ms. Bi Hui, Mr. Fung Nam Shan and Mr. Wang Yuqing, being the independent non-executive Directors, shall retire and being eligible, have offered themselves for re-election at the AGM. At the AGM, ordinary resolutions will be proposed to re-elect Mr. Chen Yuguo, Mr. Chen Yuchun, Mr. Chen Shu, Mr. Chen Nansun, Mr. Chen Lingfeng as executive Directors, Ms. Zhang Xuli as the non-executive Director, and Ms. Bi Hui, Mr. Fung Nam Shan and Mr. Wang Yuqing as independent non-executive Directors. The biographical details of the above named Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

4. DECLARATION AND PAYMENT OF FINAL DIVIDEND AND SPECIAL FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

At the meeting of the Board held on 26 March 2020, the Board recommended the payment of a final dividend of HK\$0.021 per ordinary share and the payment of a special final dividend of HK\$0.054 per ordinary share for the year ended 31 December 2019.

As at the Latest Practicable Date, there were a total of 1,600,830,000 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Final Dividend and the Special Final Dividend, if declared and paid, will amount to approximately HK\$33.6 million and HK\$86.4 million, respectively. Subject to the fulfilment of the conditions set out in the section headed “Conditions of the Payment of Final Dividend and the Special Final Dividend out of the Share Premium Account” below, the Final Dividend and the Special Final Dividend are intended to be paid out of the Share Premium Account pursuant to Article 134 of the Articles and in accordance with the Cayman Companies Law.

As at 31 December 2019, based on the consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account was approximately RMB281,227,000. Following the payment of the Final Dividend and the Special Final Dividend, there will be a remaining balance of approximately RMB171,931,000 standing to the credit of the Share Premium Account.

Conditions of the Payment of the Final Dividend and the Special Final Dividend out of the Share Premium Account

The payment of the Final Dividend and the Special Final Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Final Dividend and the Special Final Dividend out of the Share Premium Account pursuant to Article 134 of the Articles; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Final Dividend and the Special Final Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Final Dividend and the Special Final Dividend will be paid in cash on or before Tuesday, 9 June 2020 to those Shareholders whose names appear on the Register of Members at close of business on Friday, 29 May 2020, being the record date of determination of entitlements of the Final Dividend and the Special Final Dividend.

LETTER FROM THE BOARD

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Final Dividend and the Special Final Dividend will not be paid.

Reasons for and effect of the payment of the Final Dividend and the Special Final Dividend out of the Share Premium Account

To reward the Shareholders, the Board considers it appropriate to distribute the Final Dividend and the Special Final Dividend to repay the Shareholders' support.

After taking into account a number of factors including cash flow and financial condition of the Company, the Board considers it is appropriate and proposes that the Final Dividend and the Special Final Dividend be paid out of the Share Premium Account in accordance with Article 134 of the Articles and the Cayman Companies Law. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Final Dividend and the Special Final Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

5. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, 19 May 2020 to Friday, 22 May 2020 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, 22 May 2020. The record date will be Friday, 22 May 2020. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 18 May 2020.

The Register of Members will be closed from Thursday, 28 May 2020 to Monday, 1 June 2020 (both days inclusive), for the purpose of determining the entitlement to the Final Dividend and the Special Final Dividend for the year ended 31 December 2019. The record date will be Friday, 29 May 2020. In order to qualify for the Final Dividend and the Special Final Dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 27 May 2020.

6. ANNUAL GENERAL MEETING

Set out on pages 20 to 25 of this circular is a notice convening the AGM at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve, among other matters, (i) general mandates to issue shares and to repurchase shares; (ii) the re-election of Directors and; (iii) declaration and payment of the Final Dividend and the Special Final Dividend for the year ended 31 December 2019 out of the Share Premium Account.

Enclosed with this circular is a proxy form for use at the AGM. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare

LETTER FROM THE BOARD

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 (i.e. 9:30 a.m. on Wednesday, 20 May 2020) before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish. In the event that a Shareholder having lodged a proxy form attends the AGM, his proxy form will be deemed to have been revoked.

All the resolutions set out in the notice of the AGM would be decided by poll in accordance with the Listing Rules and the Articles. The chairman will explain the detailed procedures for conducting a poll at the commencement of the AGM.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy will have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/her/its votes or cast all his/her/its votes in the same way.

In view of the ongoing COVID-19 epidemic, the Company will implement the following prevention and control measures targeting COVID-19 at the AGM to protect Shareholders from infection:

- (i) Compulsory body temperature check will be conducted, and any person with a body temperature beyond normal range will be denied entry into the venue;
- (ii) Every Shareholder or authorized representative must wear a surgical mask; and
- (iii) The Company will maintain appropriate distance and space in the venue.

The Company strongly recommends Shareholders, who intend to attend the AGM, to submit the proxy form for voting instead of attending the AGM in person. The proxy form has been dispatched to Shareholders and is available to download on the Company's website (www.jheduchina.com) or HKExnews' website (www.hkexnews.hk).

After the conclusion of the AGM, the poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.jheduchina.com).

7. RECOMMENDATION

The Directors consider that (i) the granting of the General Mandate and the Repurchase Mandate to the Directors to issue and to repurchase Shares; (ii) the re-election of the retiring Directors; and (iii) the declaration and payment of the Final Dividend and the Special Final Dividend out of the Share Premium Account are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favor of all the resolutions proposed at the AGM.

8. 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 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.

LETTER FROM THE BOARD

9. GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

10. 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
JH Educational Technology INC.
Chen Yuguo
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. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 1,600,830,000 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased or cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 160,083,000 Shares, representing 10% of the existing issued Shares as at the date of the passing of the relevant resolution at the AGM.

2. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earning 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.

As compared with the financial position of the Company as at 31 December 2019 (as disclosed in its latest audited financial statements for the year ended 31 December 2019), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. In the circumstances, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

3. FUNDING OF REPURCHASE

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

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined under the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Shares Repurchase Mandate is granted by the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

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

6. EFFECT OF TAKEOVERS CODE

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial Shareholder in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge and belief of the Company and as recorded in the register required to be kept by the Company under Section 336 of the SFO, as at the Latest Practicable Date, Mr. Chen Yuguo, being the largest Shareholder, beneficially owns 378,000,000 Shares, representing approximately 23.613% of the total number of Shares in issue as at the Latest Practicable Date. In the event that the Directors exercise in full the power to repurchase the Shares pursuant to the Shares Repurchase Mandate which is proposed to be granted, the shareholding of Mr. Chen Yuguo would be increased to approximately 26.24% of the then total number of Shares of the Company in issue and such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Company has no intention to exercise the Shares Repurchase Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25% of the issued share capital of the Company.

7. SHARE PURCHASE MADE BY THE COMPANY

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

8. SHARE PRICES

During the period from 18 June 2019 (being the date of listing of the Shares on the Stock Exchange) to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
June	1.79	1.45
July	1.93	1.56
August	1.92	1.58
September	1.81	1.51
October	1.73	1.62
November	1.66	1.53
December	1.58	1.53
2020		
January	1.83	1.53
February	1.75	1.58
March	1.68	1.56
April (up to the Latest Practicable Date)	1.66	1.60

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

EXECUTIVE DIRECTORS

Mr. Chen Yuguo (陳餘國), aged 59, the founder of our Group, was appointed as the chairman of the Board, chief executive officer and an executive Directors of our Company in June 2017 and is in charge of the overall management and strategic development of our Group.

Mr. Chen has more than 22 years of experience in education. The following table shows the key work experience of Mr. Chen:

Period	Company	Position	Roles and responsibilities
September 1997 to present	Jingyi Secondary School	Chairman of the board of directors	Overall work of the board of directors
July 2000 to August 2017	Zhejiang Changzheng College of Finance & Economics* (浙江長征財經進修學院), known as Changzheng College since December 2000	Chairman of the board of directors	Overall work of the board of directors and major decision making
August 2017 to present	Changzheng College	Chairman of the board of directors	Overall work of the board of directors and major decision making

Mr. Chen obtained the qualification as senior engineer granted by Chenzhou Personnel Bureau* (郴州市人事局) in November 2010. He was awarded as “Zhejiang Province Outstanding Private Entrepreneur” for the year 2014.

Mr. Chen is the young brother of Mr. Chen Yuchun, an executive Director; father of Mr. Chen Shu, an executive Director and Mr. Chen Lingfeng, an executive Director; uncle of Mr. Chen Nansun, an executive Director, and brother-in-law of Ms. Zhang Xuli, a non-executive Director.

Mr. Chen has entered into a service agreement with the Company for an initial fixed term of one year commencing from 18 June 2019 (the Listing Date), which may be terminated by not less than three months' notice in writing served by either party on the other. He is entitled to receive emoluments of HK\$1,280,000 per annum as determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chen was interested and deemed to be interested in 378,000,000 Shares pursuant to Part XV of the SFO.

* For identification purposes only

Mr. Chen Yuchun (陳餘春), aged 68, the founder of our Group, was appointed as an executive Director of our company on 3 November 2018, responsible for campus infrastructure construction of Changzheng College.

Mr. Chen has more than 22 years of experience in education.

From September 1997 to December 2002, Mr. Chen was the director of Jingyi Secondary School, his roles and responsibilities included campus infrastructure construction and so on. From June 2003 to present, Mr. Chen has been the executive director of Changzheng College, his roles and responsibilities included campus infrastructure construction and so on.

Mr. Chen is the elder brother of Mr. Chen Yuguo, an executive Director; uncle of Mr. Chen Nansun, an executive Director; Mr. Chen Shu, an executive Director, and Mr. Chen Lingfeng, an executive Director, and brother-in-law of Ms. Zhang Xuli, a non-executive Director.

Mr. Chen has entered into a service agreement with the Company for an initial fixed term of one year commencing from 18 June 2019 (the Listing Date), which may be terminated by not less than three months' notice in writing served by either party on the other. He is entitled to receive emoluments of HK\$380,000 per annum as determined by the Board with reference to his duties and responsibilities and the prevailing market condition.

As at the Latest Practicable Date, Mr. Chen was interested and deemed to be interested in 120,000,000 Shares pursuant to Part XV of the SFO.

Mr. Chen Shu (陳澍) whose former name was Chen Ru (陳如), aged 34, joined our Group in March 2009 and was appointed as an executive Director of our Company on 3 November 2018, responsible for logistics, procurement and external cooperation of Changzheng College.

Mr. Chen has more than 11 years of experience in education.

From March 2009 to present, Mr. Chen has been the assistant to the chairman of the board of directors of Changzheng College, his roles and responsibilities included logistics, procurement and external cooperation.

Mr. Chen graduated from the Hubei University of Economics (湖北經濟學院) in Wuhan City, Hubei Province, the PRC with a degree of bachelor of administration in June 2008. He graduated from the University of Electronic Science and Technology of China (電子科技大學) in Chengdu City, Sichuan Province, the PRC with a degree of master of engineering in June 2014.

Mr. Chen is the son of Mr. Chen Yuguo, an executive Director; elder brother of Mr. Chen Lingfeng, an executive Director; nephew of Mr. Chen Yuchun, an executive Director and Ms. Zhang Xuli, a non-executive Director, and cousin of Mr. Chen Nansun, an executive Director.

Mr. Chen has entered into a service agreement with the Company for an initial fixed term of one year commencing from 18 June 2019 (the Listing Date), which may be terminated by not less than three months' notice in writing served by either party on the other. He is entitled to receive emoluments of HK\$380,000 per annum as determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chen was interested and deemed to be interested in 216,000,000 Shares pursuant to Part XV of the SFO.

Mr. Chen Nansun (陳南蓀), aged 34, joined our Group in September 2008 and was appointed as an executive Director of our Company on 3 November 2018, responsible for management of students of Changzheng College.

Mr. Chen has approximately 11 years of experience in education.

From September 2008 to present, Mr. Chen has been acting as the deputy officer of the students affairs department of Changzheng College, and is responsible for student management related matters.

Mr. Chen graduated from the Wuhan University of Science and Technology (武漢科技大學) in Wuhan City, Hubei Province, the PRC majoring in international economics and trade in June 2008. He graduated from the University of Electronic Science and Technology of China (電子科技大學) in Chengdu City, Sichuan Province, the PRC with a degree of master of engineering in June 2013.

Mr. Chen is the nephew of Mr. Chen Yuchun, an executive Director, Mr. Chen Yuguo, an executive Director and Ms. Zhang Xuli, a non-executive Director, and cousin of Mr. Chen Shu and Mr. Chen Lingfeng, executive Directors.

Mr. Chen has entered into a service agreement with the Company for an initial fixed term of one year commencing from 18 June 2019 (the Listing Date), which may be terminated by not less than three months' notice in writing served by either party on the other. He is entitled to receive emoluments of HK\$320,000 per annum as determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chen was interested and deemed to be interested in 60,000,000 Shares pursuant to Part XV of the SFO.

Mr. Chen Lingfeng (陳凌峰), aged 31, joined our Group in November 2015 and was appointed as an executive Director of our Company on 3 November 2018, responsible for the management of students and logistics of College of Information and Business.

From November 2015 to present, Mr. Chen has been the assistant to the principal of College of Information and Business, his roles and responsibilities included student enrollment and employment, school logistics and security.

Mr. Chen graduated from Shanghai Jian Qiao University (上海建橋學院) in Shanghai City, the PRC studying business administration (marketing) in July 2009. He was enrolled in Bilingo-China International College, Beijing Foreign Studies University (北京外國語大學北外諾加國際教育學校) from September 2009 to June 2010 and completed all courses of the Pre-Master program in Business Administration. He graduated from Teesside University in Middlesbrough, the United Kingdom, with a degree of master of science in September 2012.

Mr. Chen is the son of Mr. Chen Yuguo, an executive Director; younger brother of Mr. Chen Shu, an executive Director; nephew of Mr. Chen Yuchun, an executive Director and Ms. Zhang Xuli, a non-executive Director, and cousin of Mr. Chen Nansun, an executive Director.

Mr. Chen has entered into a service agreement with the Company for an initial fixed term of one year commencing from 18 June 2019 (the Listing Date), which may be terminated by not less than three months' notice in writing served by either party on the other. He is entitled to receive emoluments of HK\$380,000 per annum as determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chen was interested and deemed to be interested in 216,000,000 Shares pursuant to Part XV of the SFO.

NON-EXECUTIVE DIRECTOR

Ms. Zhang Xuli (張旭麗), aged 53, was appointed as a non-executive Director of our Company on 3 November 2018.

From August 1985 to present, Ms. Zhang has been the deputy head of medical center of the People's Hospital of Yueqing City* (樂清市人民醫院), her roles and responsibilities included overall management and operation of medical center.

Ms. Zhang studied clinical care in Wenzhou Medical College* (溫州醫學院) in Wenzhou City, Zhejiang Province, the PRC and obtained the professional certificate of clinical nursing (long-distance course) in July 1996. She graduated from China Central Radio & TV University (中央廣播電視大學) in Beijing City, the PRC studying laws in July 2004. She graduated from Zhejiang University (浙江大學) studying public services management (online course) in October 2008. She graduated from the program of master of business administration in Business School of Renmin University of China (中國人民大學商學院) in Beijing City, the PRC, in September 2009.

Ms. Zhang is the sister-in-law of Mr. Chen Yuchun, and Mr. Chen Yuguo, executive Directors, and aunt of Mr. Chen Shu, Mr. Chen Nansun and Mr. Chen Lingfeng, executive Directors.

Ms. Zhang has entered into a service agreement with the Company for a term of three years commencing from 18 June 2019 (the Listing Date), which may be terminated by not less than one months' notice in writing served by either party on the other. She is entitled to receive a remuneration of HK\$180,000 per annum as determined by the Board with reference to the prevailing market conditions for serving as a non-executive director.

As at the Latest Practicable Date, Mr. Zhang was interested and deemed to be interested in 120,000,000 Shares pursuant to Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Bi Hui (畢慧), aged 55, has been teaching at Zhejiang University of Technology (浙江工業大學) since July 2004 and currently is an associate professor of the Law School thereat, and she has also been working as a part-time lawyer at Zhejiang Kang City Law Firm since March 2005. Ms. Bi worked as a part-time lawyer at Zhejiang Huichen Law Firm from March 1993 to March 2005 and as the head of the legal department to Zhejiang Yaojiang Group from 1997 to 2004, apart from which, Ms. Bi worked as a legal advisor to various private companies and public institutions since 1993 and accumulated extensive experience in practicing civil and commercial cases and dealing with corporate law-related matters.

* For identification purposes only

Ms. Bi obtained a bachelor's degree of law from Southwest University of Political Science and Law (西南政法大學) in Chongqing, the PRC in July 1992 and a master's degree of law from Zhejiang University (浙江大學) in Zhejiang, the PRC in March 2008.

Ms. Bi has entered into a letter of appointment with the Company for a term of one year commencing from 18 November 2019, which may be terminated by not less than one months' notice in writing served by either party on the other. She is entitled to receive a remuneration of HK\$120,000 per annum as determined by the Board with reference to her experience and the prevailing market conditions for serving as an independent non-executive director.

Mr. Fung Nam Shan (馮南山), aged 43, was appointed as an independent non-executive Director of our Company on 3 November 2018.

The following table shows the key work experience of Mr. Fung:

<u>Period</u>	<u>Company</u>	<u>Position</u>	<u>Roles and responsibilities</u>
October 2007 to November 2009	PricewaterhouseCoopers	Audit manager	Auditing and accounting
December 2009 to February 2011	Sinocom Management (B) Limited	Financial controller	Finance related matters
February 2011 to April 2013	South China Assets Holding Limited, formerly known as South China Land Limited (Stock code: 8155)	Financial controller and company secretary	Daily financial management, provision of financial and taxation advisory service and provision for budgetary control on development and construction projects
May 2013 to present	CityLinkers Corporate Solutions Limited	Partner	Loan management, providing financing advice and financial consultancy service
July 2014 to present	Seamless Green China (Holdings) Limited (Stock code: 8150)	Company secretary and authorized representative	Company secretarial matters
May 2015 to May 2017	China Ocean Fishing Holdings Limited (Stock code: 8047)	Company secretary and authorized representative	Company secretarial matters

APPENDIX II

DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Period	Company	Position	Roles and responsibilities
May 2015 to present	Energy International Investments Holdings Limited (Stock code: 353)	Independent non-executive director	Providing opinion and judgment to the board
November 2015 to October 2016	Future Bright Mining Holdings Limited (Stock code: 2212)	Joint company secretary	Compliance
November 2015 to present	Thelloy Development Group Limited (Stock code: 1546)	Company secretary	Company secretarial matters
February 2016 to present	Camsing International Holding Limited (Stock code: 2662)	Company secretary	Company secretarial matters
March 2016 to present	Yat Sing Holdings Limited	Company secretary and authorized representative	Company secretarial matters

Mr. Fung graduated from the University of Newcastle (紐卡素大學) in Australia with a bachelor's degree of commerce. Mr. Fung is a certified public accountant of the Hong Kong Institute of Certified Public Accountants, and is a Certified Practicing Accountant of CPA Australia.

Mr. Fung has entered into a letter of appointment with the Company for a term of one year commencing from 18 June 2019 (the Listing Date), which may be terminated by not less than one months' notice in writing served by either party on the other. He is entitled to receive emoluments of HK\$120,000 per annum as determined by the Board with reference the prevailing market conditions for serving as an independent non-executive director.

Mr. Wang Yuqing (王裕清), aged 67, was appointed as an independent non-executive Director of our Company on 3 November 2018.

The following table shows the key work experience of Mr. Wang:

Period	Company	Position	Roles and responsibilities
February 1992 to January 1997	Jiaozuo Coal Mining School	Deputy director of Dean's Office	Management matters relating to his position
February 1997 to December 2002	Jiaozuo Coal Mining School	Dean of Adult Education College and the Head of Admission Office, Dean of School of Higher Vocational Education	Administrative matters and students enrollment relating to his position

APPENDIX II**DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Period	Company	Position	Roles and responsibilities
December 2002 to May 2005	Jiaozuo Coal Mining School	Dean of Wanfang College of Science & Technology, Dean of Adult Education College, Dean of School of Higher Vocational Education	Administrative matters relating to his position
May 2005 to September 2006	Henan Polytechnic University	Dean of Wanfang College of Science & Technology	Administrative matters relating to his position
October 2006 to October 2008	Henan Polytechnic University	Assistance to Principal of Henan Polytechnic University and Dean of Wanfang College of Science & Technology	Administrative matters relating to his position
October 2008 to October 2013	Henan Polytechnic University	Vice principal of Henan Polytechnic University and Dean of Wanfang College of Science & Technology	Administrative matters relating to his position
October 2013 to March 2018	Henan Polytechnic University	Dean of Wanfang College of Science & Technology	Administrative matters relating to his position

Mr. Wang graduated from the Jiaozuo Coal Mining School (焦作礦業學院), currently known as the Henan Polytechnic University (河南理工大學) in Jiaozuo City, Henan Province, the PRC studying engineering in 1978. He graduated from the Taiyuan Polytechnic University* (太原工業大學), currently known as the Taiyuan University of Technology (太原理工大學) in Taiyuan City, Shanxi Province, the PRC with a degree of master of engineering in 1995.

Mr. Wang has entered into a service agreement with the Company for a term of one year commencing from 18 June 2019 (the Listing Date), which may be terminated by not less than one months' notice in writing served by either party on the other. He is entitled to receive emoluments of HK\$120,000 per annum as determined by the Board with reference to the prevailing market conditions for serving as an independent non-executive director.

* For identification purposes only

Save as disclosed herein, none of the above Directors (i) holds any directorships in other listed public companies in Hong Kong or overseas in the last three years, or other major appointments, or professional qualifications; (ii) holds any other positions with the Company and its subsidiaries; (iii) has any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

In addition, there is no other matter that needs to be brought to the attention of the Shareholders in respect of the re-election of the above Directors and there is no information relating to the above Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



JH Educational Technology INC.
嘉宏教育科技有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1935)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of JH Educational Technology INC. (the “Company”) will be held at No. 618 Liuweng Road, Liushi Town, Yueqing, Zhejiang, the People’s Republic of China on Friday, 22 May 2020 at 9:30 a.m. for the following purposes:

As Ordinary Business

To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and auditors of the Company (the “**Auditors**”) for the year ended 31 December 2019.
2. (a) To declare a final dividend of HK\$0.021 per ordinary Share out of the share premium account of the Company (the “**Final Dividend**”) for the year ended 31 December 2019.

(b) any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.
3. (a) To declare a special final dividend of HK\$0.054 per ordinary Share out of the share premium account of the Company (the “**Special Final Dividend**”) for the year ended 31 December 2019.

(b) any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Final Dividend.
4. (a) To re-elect the following retiring Directors of the Company:
 - i. Mr. Chen Yuguo as an executive Director of the Company;
 - ii. Mr. Chen Yuchun as an executive Director of the Company;
 - iii. Mr. Chen Shu as an executive Director of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- iv. Mr. Chen Nansun as an executive Director of the Company;
 - v. Mr. Chen Lingfeng as an executive Director of the Company;
 - vi. Ms. Zhang Xuli as a non-executive Director of the Company;
 - vii. Ms. Bi Hui as an independent non-executive Director of the Company;
 - viii. Mr. Fung Nam Shan as an independent non-executive Director of the Company; and
 - ix. Mr. Wang Yuqing as an independent non-executive Director of the Company.
- (b) To authorise the board of Directors to fix the remuneration of the Directors.
5. To re-appoint Ernst & Young as the Auditors and authorise the board of the Directors to fix their remuneration.
6. To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

“That:

- (a) subject to paragraph (c) below, 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 the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares 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 in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of shares of the Company in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation and subdivision shall be the same, the said approval shall be limited accordingly;
- (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 any applicable law or the articles of association of the Company (the **“Articles”**) to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares of the Company, 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 holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (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 exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

“That:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation and subdivision shall be the same, and the said approval shall be limited accordingly; and
- (d) for the purposes 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 any applicable law or the Articles of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

“**That** conditional upon the passing of resolutions nos. 6 and 7 above, the general mandate to the Directors pursuant to resolution no. 6 be and is hereby extended by the addition thereto of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 7 provided that such number of added shares shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution.”

By order of the Board
JH Educational Technology INC.
Chen Yuguo
Chairman

Hong Kong, 22 April 2020

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Room 2106, 21/F
Emperor Group Centre
288 Hennessy Road
Wanchai
Hong Kong

Notes:

1. The resolution at the AGM (except those relate to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the AGM may decide, in good faith) will be taken by a poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Stock Exchange in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf.
3. In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, 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 (i.e. 9:30 a.m. on Wednesday, 20 May 2020) before the time appointed for the holding of the above meeting or not less than 48 hours before the time appointed for the holding of any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present and in such event the form of proxy shall be deemed revoked.
4. The instrument appointing a proxy shall 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 its common seal or under the hand of an officer or attorney or other person duly authorized.
5. The form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.

NOTICE OF ANNUAL GENERAL MEETING

6. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
7. For the purposes of holding the AGM, the register of members of the Company will be closed from Tuesday, 19 May 2020 to Friday, 22 May 2020 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, 22 May 2020. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 18 May 2020.
8. For the purpose of determining the entitlement to the Final Dividend and the Special Final Dividend for the year ended 31 December 2019, the register of members of the Company will be closed from Thursday, 28 May 2020, to Monday, 1 June 2020, (both days inclusive). In order to qualify for the Final Dividend and the Special Final Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 27 May 2020.
9. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force within a period of two (2) hours before the commencement of the AGM, the AGM will be postponed or adjourned. The Company will post an announcement on the websites of the Company (www.jheduchina.com) and the Stock Exchange (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting. The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather condition bearing in mind their own situations.
10. In view of the ongoing COVID-19 epidemic, the Company will implement the following prevention and control measures targeting COVID-19 at the AGM to protect Shareholders from infection:
 - (i) Compulsory body temperature check will be conducted, and any person with a body temperature beyond normal range will be denied entry into the venue;
 - (ii) Every Shareholder or authorized representative must wear a surgical mask; and
 - (iii) The Company will maintain appropriate distance and space in the venue.

The Company strongly recommends Shareholders, who intend to attend the AGM, to submit the proxy form for voting instead of attending the AGM in person. The proxy form has been dispatched to Shareholders and is available to download on the Company's website (www.jheduchina.com) or HKExnews' website (www.hkexnews.hk).

11. References to time and dates of this notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors are Mr. Chen Yuguo, Mr. Chen Yuchun, Mr. Chen Shu, Mr. Chen Nansun and Mr. Chen Lingfeng; the non-executive Director is Ms. Zhang Xuli; and the independent non-executive Directors are Ms. Bi Hui, Mr. Fung Nam Shan and Mr. Wang Yuqing.