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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 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 **Shanghai Gench Education Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**SHANGHAI GENCH EDUCATION GROUP LIMITED**

**上海建橋教育集團有限公司**

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

**(Stock Code: 1525)**

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS  
GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of Shanghai Gench Education Group Limited to be held at M617, Library Building, Shanghai Jian Qiao University, No. 1111, Huchenghuan Road, Pudong New Area, Shanghai, China on Friday, 12 June 2020 at 1:30 p.m. is set out on pages 17 to 20 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time of the AGM (i.e. not later than 1:30 p.m. on Wednesday, 10 June 2020) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

28 April 2020

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at M617, Library Building, Shanghai Jian Qiao University, No. 1111, Huchenghuan Road, Pudong New Area, Shanghai, China on Friday, 12 June 2020 at 1:30 p.m. or any adjournment thereof
“Articles”	the articles of association of the Company
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Companies Law”	the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Shanghai Gench Education Group Limited, an exempted company incorporated in the Cayman Islands with limited liability on 8 May 2018 and whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to extend the Issue Mandate by the addition of an amount representing the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	21 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Date”	16 January 2020, being 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 or supplemented from time to time
“Prospectus”	prospectus of the Company dated 31 December 2019
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission in Hong Kong, as amended or supplemented from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of China
“%”	per cent.

**SHANGHAI GENCH EDUCATION GROUP LIMITED**

**上海建橋教育集團有限公司**

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

**(Stock Code: 1525)**

*Executive Directors:*

Mr. Zhou Xingzeng  
Mr. Zheng Xiangzhan  
Mr. Shi Yinjie

*Non-executive Director:*

Mr. Zhao Donghui

*Independent Non-executive Directors:*

Mr. Chen Baizhu  
Mr. Hu Rongen  
Ms. Liu Tao

*Registered Office:*

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

*Principal place of business  
in Hong Kong:*

40th Floor, Sunlight Tower  
No. 248 Queen's Road East  
Wanchai  
Hong Kong

28 April 2020

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS  
GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the re-election of Directors; and (ii) the granting to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

**RE-ELECTION OF DIRECTORS**

In accordance with Article 84(1) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall

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## LETTER FROM THE BOARD

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be subject to retirement by rotation at least once every three years. Accordingly, Mr. Zhou Xingzeng, Mr. Zheng Xiangzhan and Mr. Shi Yinjie will retire by rotation at the AGM and, being eligible, offers themselves for re-election.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

### GENERAL MANDATES

Pursuant to the written resolutions of the then Shareholders passed on 19 December 2019, the Directors were granted by the then Shareholders a general unconditional mandate to issue and repurchase Shares.

The above general mandates will continue in force until the conclusion of the AGM. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

Under the Issue Mandate, the Directors will be granted by the Shareholders a general unconditional mandate to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate. As at the Latest Practicable Date, the number of issued Shares of the Company was 415,000,000 Shares. Assuming no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 83,000,000 Shares.

Under the Repurchase Mandate, the Directors will be granted by the Shareholders a general unconditional mandate to repurchase Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate. As at the Latest Practicable Date, the number of issued Shares of the Company was 415,000,000 Shares. Assuming no further Shares are to be issued or repurchased prior to the AGM, the Repurchase Mandate will grant to the Directors an authority to repurchase up to 41,500,000 Shares.

Under the Extension Mandate, the Directors will be granted by the Shareholders a general unconditional mandate to extend the Issue Mandate by the addition of an amount representing the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages 17 to 20 of this circular for details of the proposed Issue Mandate, Repurchase Mandate and Extension Mandate.

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## LETTER FROM THE BOARD

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### EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

### ANNUAL GENERAL MEETING

Set out on pages 17 to 20 of this circular is a notice convening the AGM.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time of the AGM (i.e. not later than 1:30 p.m. on Wednesday, 10 June 2020) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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

### RECOMMENDATION

The Board considers that the ordinary resolutions as set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions proposed at the AGM.

### GENERAL

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

By order of the Board  
**Shanghai Gench Education Group Limited**  
**Zhou Xingzeng**  
*Chairman*

The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Article 84(1) of the Articles.

### 1. Mr. Zhou Xingzeng

**Mr. Zhou Xingzeng (周星增)**, aged 57, the founder of our Group, the chairman of the Board and a controlling shareholder, was appointed as a Director on 8 May 2018 and re-designated as an executive Director of our Company on 20 December 2018. Mr. Zhou has also been a director of Shanghai Jian Qiao (Group) Limited\* (上海建橋(集團)有限公司) (“Jian Qiao Group”) since November 2000, a director of Shanghai Jian Qiao Investment and Development Limited\* (上海建橋投資發展有限公司) (“Jian Qiao Investment”) since August 1999, and a director of Shanghai Jian Qiao University (上海建橋學院) (“our University”) since its establishment, respectively. He is responsible for overall management and strategic development of our Group. Mr. Zhou is the father of Mr. Zhou Qiaoqi, a joint company secretary and the chief investment officer of our Company.

Mr. Zhou has more than 28 years of experience in education. The following table shows the key work experience of Mr. Zhou:

Period	Company	Position	Roles and responsibilities
September 1983 to December 1988	Guizhou Institute of Technology* (貴州工學院), currently known as Guizhou University (貴州大學)	teacher	teaching
January 1989 to December 1992	Wenzhou University (溫州大學), in Zhejiang Province, the PRC	head of the finance and accounting teaching and research office	organizing teaching activities and day-to-day management of the teaching and research section
January 1993 to June 1999	Tengen Group Co., Ltd 11th branch* (天正集團有限公司十一分公司)	general manager	overall management, major decision making and strategic planning
August 1999 to present	Jian Qiao Investment	successively served as chairman and director	overall management and strategic planning of Jian Qiao Investment

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

<b>Period</b>	<b>Company</b>	<b>Position</b>	<b>Roles and responsibilities</b>
June 2000 to present	our University	chairman and director	overall management and strategic planning of our University
November 2000 to present	Jian Qiao Group	chairman and director	overall management and strategic planning of Jian Qiao Group
December 2018 to present	our Company	chairman and executive Director	overall management and strategic development of our Group

The following table shows the major offices of Mr. Zhou:

<b>Period</b>	<b>Organization</b>	<b>Experience</b>
February 2003 to present	Shanghai Municipal People's Congress (上海市人民代表大會)	deputy
December 2004 to present	Shanghai Children's Health Foundation* (上海市兒童健康基金會)	vice chairman
April 2007 to April 2017	Shanghai Committee of The China Democratic League (中國民主同盟上海市委員會)	vice-chairman
January 2009 to present	The China Association for Non-Government Education (中國民辦教育協會)	vice president
April 2012 to present	Shanghai Association for Non-Government Education (上海市民辦教育協會)	vice president

Mr. Zhou has received various awards and recognitions. The following table sets forth some of the awards and recognitions he has received:

<b>Year</b>	<b>Award/Accreditation</b>	<b>Awarding Organization</b>
March 2004	Shanghai Top Ten Influential Young Individuals to the Economy* (上海市十大青年經濟人物)	Shanghai Young Entrepreneur Association* (上海市青年企業家協會), Youth Newspaper* (青年報社), Wen Wei Po (文匯報) and four other organizations jointly
January 2006	Star Philanthropist in Shanghai* (上海市慈善之星)	Shanghai Charitable Foundation United Way Fund (上海市慈善基金會)
June 2006	Outstanding Friend of Party Building* (優秀黨建之友)	CPC Shanghai Social Work Committee* (中共上海市社會工作委員會)
September 2006	Advanced Individual in Building a Moderately Prosperous Society in All Respects in China* (全國全面建設小康社會先進個人)	All-China Federation of Industry and Commerce (中華全國工商業聯合會)
January 2009	Special Award for Earthquake Relief Donation* (抗震救災捐贈特別獎)	Shanghai Municipal Bureau of Civil Affairs (上海市民政局)
November 2009	Distinguished builder of Socialism with Chinese Characteristics* (優秀中國特色社會主義事業建設者)	The United Front Work Department of CPC Central Committee (中國共產黨中央委員會統一戰綫工作部), Ministry of Industry and Information Technology of the PRC (中國工業和信息化部) and other three organizations

Year	Award/Accreditation	Awarding Organization
May 2011	Advanced Individual* (先進個人)	China Democratic League Central Committee (中國 民主同盟中央委員會)
June 2012	Lifetime Honorary Award* (終身榮譽獎)	Shanghai Wenzhou Youth Federation* (上海溫州青 年聯合會)
June 2013	Advanced Individual in Conscription Work* (徵兵工作先進個人)	Shanghai Municipal People's Government (上海市人民 政府) and Chinese People's Liberation Army Shanghai Garrison* (中國人民解放 軍上海警備區) jointly
January 2016	Star of Caring for Children's Health Charity* (關愛兒童健康 公益之星)	Shanghai Children's Health Foundation (上海市兒童健 康基金會)

Mr. Zhou graduated as an undergraduate in industrial finance and accounting (工業財會) from Jiangxi Finance and Economics College\* (江西財經學院), currently known as Jiangxi University of Finance and Economics (江西財經大學), in Jiangxi Province, the PRC in July 1983.

Save as disclosed above, Mr. Zhou does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. As at the Latest Practicable Date, Mr. Zhou is interested in 105,450,000 Shares held by She De Limited and Gan En Limited, companies beneficially and wholly-owned by Mr. Zhou, within the meaning of Part XV of the SFO.

Mr. Zhou has entered into a service agreement with the Company for a term of three years from 16 January 2020, which will be automatically renewed for a term of three years upon expiry of the agreement and may be terminated by not less than three months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the service agreement, Mr. Zhou is entitled to a director's fee of RMB900,000 per annum.

**2. Mr. Zheng Xiangzhan (鄭祥展)**

**Mr. Zheng Xiangzhan (鄭祥展)**, aged 62, a controlling shareholder, joined our Group in August 1999 and was appointed as an executive Director and the chief executive officer of our Company on 20 December 2018. Mr. Zheng has also been a director of Jian Qiao Group since November 2000 and a director of our University since its establishment, respectively. He is responsible for the overall operation of our Group.

Mr. Zheng has more than 19 years of experience in education. The following table shows the key work experience of Mr. Zheng:

<b>Period</b>	<b>Company</b>	<b>Position</b>	<b>Roles and responsibilities</b>
August 1999 to present	Jian Qiao Investment	successively served as general manager, director, chairman and supervisor	supervision of financial management and senior management execution
June 2000 to present	our University	concurrently/successively served as vice chairman, director, deputy principal and financial controller	operational and financial management
November 2000 to present	Jian Qiao Group	vice chairman, director and president	overall management, major decision making and strategic planning
December 2018 to present	our Company	executive Director and chief executive officer	overall operation of our Group

The following table shows the major offices of Mr. Zheng:

Period	Organization	Experience
March 2003 to July 2009	Shanghai Nanhui District Municipal People's Congress* (上海市南匯區人民代表大會), currently known as Shanghai Pudong New Area Municipal People's Congress* (上海市浦東新區人民代表大會)	deputy
July 2009 to January 2017	Shanghai Pudong New Area Municipal People's Congress* (上海市浦東新區人民代表大會)	deputy

Mr. Zheng was accredited as Advanced Individual in the Shanghai United Front\* (上海市統一戰線先進個人) by the United Front Work Department of the CPC of Shanghai\* (中共上海市委統戰部) and Shanghai Human Resources Bureau\* (上海市人事局) in August 2006. Mr. Zheng obtained a master's degree in management at Shanxi University (山西大學) in Shanxi Province, the PRC in July 2005.

Save as disclosed above, Mr. Zheng does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. As at the Latest Practicable Date, Mr. Zheng is interested in 30,600,000 Shares held by Ze Ren Limited, a company beneficially and wholly-owned by Mr. Zheng, within the meaning of Part XV of the SFO.

Mr. Zheng has entered into a service agreement with the Company for a term of three years from 16 January 2020, which will be automatically renewed for a term of three years upon expiry of the agreement and may be terminated by not less than three months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the service agreement, Mr. Zheng is entitled to a director's fee of RMB800,000 per annum.

### 3. Mr. Shi Yinjie (施銀節)

Mr. Shi Yinjie (施銀節), aged 61, a controlling shareholder, joined our Group in August 1999 and was appointed as an executive Director of our Company on 20 December 2018. Mr. Shi has also been a director of Jian Qiao Group since November 2000 and our University since its establishment, respectively. He is responsible for the administrative management of our Group.

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

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Mr. Shi has more than 19 years of experience in education. The following table shows the key work experience of Mr. Shi:

<b>Period</b>	<b>Company</b>	<b>Position</b>	<b>Roles and responsibilities</b>
January 1991 to December 1999	Dianguang Explosion Protection Technology Co., Ltd (電光防爆科技 股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 002730)	general manager	day-to-day management
August 1999 to September 2008	Jian Qiao Investment	concurrently/ successively served as deputy general manager and director	day-to-day management of the board
June 2000 to present	our University	director	day-to-day management of the board of our University
November 2000 to present	Jian Qiao Group	vice chairman and director	strategic planning, overall management supervision and corporate governance implementation
December 2018 to present	our Company	executive Director	administrative management of our Group

Mr. Shi completed the senior management MBA core courses (高級經理MBA核心課程) in Fudan University (復旦大學) in Shanghai, the PRC, in August 2003.

Save as disclosed above, Mr. Shi does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company and has not held any other directorships in other listed public companies in the last three years. As at the Latest Practicable Date, Mr. Shi is interested in 17,100,000 Shares held by Tuan Jie Limited, a company beneficially and wholly-owned by Mr. Shi, within the meaning of Part XV of the SFO.

On 30 March 2020, Mr. Shi has entered into a service agreement (which superseded the service agreement made before the Listing Date) with the Company for a term of three years from 16 January 2020, which will be automatically renewed for a term of three years upon expiry of the agreement and may be terminated by not less than three months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Under the new service agreement, Mr. Shi is entitled to a director's fee of RMB600,000 per annum.

#### **4. General**

- (i) The emoluments of the executive Directors are determined with reference to the Directors' duties and responsibilities, the individual director's overall performance, the Company's performance, as well as the prevailing market conditions.
- (ii) Save for the information set out in this section, there are no other matters that need to be brought to the attention of the Shareholders of the Company in respect of re-election of the retiring Directors and there is no other information relating to the retiring Directors that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

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

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

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

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the number of total issued Shares was 415,000,000 Shares of nominal value of HK\$0.01 each which have been fully paid. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 41,500,000 Shares, representing 10% of the total number of issued Shares as at the date of passing the relevant resolution for granting the Repurchase Mandate.

## **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

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

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.

**5. GENERAL**

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2019 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

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

**6. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the period from the Listing Date up to the Latest Practicable Date were as follow:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2020</b>		
January (since the Listing Date)	8.12	6.60
February	8.98	6.84
March	8.55	5.80
April (up to and including the Latest Practicable Date)	6.30	5.74

**7. UNDERTAKING**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

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

**8. CORE CONNECTED PERSON**

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING**

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning under the Takeovers Code), 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. Zhou Xingzeng is interested in (i) 66,000,000 Shares held through She De Limited, a company wholly owned by Mr. Zhou, (ii) 39,450,000 Shares held through Gan En Limited, a company wholly owned by Mr. Zhou, and accordingly, Mr. Zhou was taken to be interested in an aggregate of approximately 25.41% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the percentage holding of Mr. Zhou would be increased from approximately 25.41% to 28.23% of the total number of Shares in issue. 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 to such extent which would result in the number of Shares held by the public falling below the minimum public float requirement under the Listing Rules.

**10. 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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# SHANGHAI GENCH EDUCATION GROUP LIMITED

## 上海建橋教育集團有限公司

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

**(Stock Code: 1525)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (the “AGM”) of Shanghai Gench Education Limited (the “Company”) will be held at M617, Library Building, Shanghai Jian Qiao University, No. 1111, Huchenghuan Road, Pudong New Area, Shanghai, China on Friday, 12 June 2020 at 1:30 p.m. to transact the following businesses:

1. To receive and consider the audited financial statements, the reports of the directors and the independent auditor for the year ended 31 December 2019.
2. Each as a separate resolution:
  - i) To re-elect Mr. Zhou Xingzeng as a Director.
  - ii) To re-elect Mr. Zheng Xiangzhan as a Director.
  - iii) To re-elect Mr. Shi Yinjie as a Director.
  - iv) To authorize the Board of Directors to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as Auditor and to authorize the Board of Directors to fix its remuneration.

and to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

4. “**THAT:**
  - (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “Shares”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) any adjustment of rights to subscribe for shares under options and warrants or a special authority granted by the shareholders of the Company; (iv) the exercise of any subscription rights which maybe granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution), and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

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

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules

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## NOTICE OF ANNUAL GENERAL MEETING

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Governing the Listing of Securities on the Stock Exchange or those of any other recognized stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution), and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable law of the Cayman Islands to be held; or
    - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing this resolution).”

By order of the Board  
**Shanghai Gench Education Group Limited**  
**Zhou Xingzeng**  
*Chairman*

Hong Kong, 28 April 2020

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## NOTICE OF ANNUAL GENERAL MEETING

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### Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 9 June 2020 to Friday, 12 June 2020, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant 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 for registration not later than 4:30 p.m. on Monday, 8 June 2020.
2. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. In the case of joint registered holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Company's register of members in respect of the relevant joint holding.
4. In order to be valid, the signed and completed 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 as soon as possible and in any event not less than 48 hours before the time of the AGM (i.e. not later than 1:30 p.m. on Wednesday, 10 June 2020) or any adjournment thereof. If a form of proxy is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Company's branch share registrar in Hong Kong together with the form of proxy.

*As at the date of this notice, our executive Directors are Mr. Zhou Xingzeng, Mr. Zheng Xiangzhan and Mr. Shi Yinjie, our non-executive Director is Mr. Zhao Donghui and our independent non-executive Directors are Mr. Chen Baizhu, Mr. Hu Rongen and Ms. Liu Tao.*