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

If you have sold or transferred all your shares in China Bright Culture Group, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the licensed securities dealer or 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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China Bright Culture Group
煜盛文化集團*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1859)

PROPOSALS FOR
GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of China Bright Culture Group to be held at 3:00 p.m. on Friday, 26 June 2020 at Conference Room, Yard 4, Wan Hui, No.2 Guangbai East Road, Chaoyang District, Beijing, PRC is set out on pages 15 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.sinozsw.com), respectively. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

* *For identification purposes only*

CONTENTS

	<i>Page</i>
Definitions	ii
Letter from the Board	1
Appendix I — Details of Directors Proposed for Re-election	6
Appendix II — Explanatory Statement	12
Notice of Annual General Meeting	15

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 3:00 p.m. on Friday, 26 June 2020 at Conference Room, Yard 4, Wan Hui, No.2 Guangbai East Road, Chaoyang District, Beijing, PRC or any adjournment thereof, the notice of which is set out on pages 15 to 19 of this circular
“Articles of Association”	the amended articles of association of the Company, adopted on 7 February 2020 and as amended or supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law (2020 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	China Bright Culture Group, a company incorporated in the Cayman Islands on 28 May 2019 as an exempted company with limited liability, and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 April 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	13 March 2020, the date on which dealings in the Shares commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
“Proposed Extension of Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to extend the Proposed Issue Mandate by adding those shares that may be bought back under Proposed Repurchase Mandate in the manner as set out in the notice of Annual General Meeting

DEFINITIONS

“Proposed Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the number of the issued Shares as at the date of relevant resolution
“Proposed Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the number of the issued Shares as at the date of the relevant resolution
“Prospectus”	the prospectus of the Company dated 28 February 2020 issued in connection with its initial public offering in Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of US\$0.00001 each in the capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 7 February 2020 and the details of which are disclosed in the Prospectus
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

LETTER FROM THE BOARD



China Bright Culture Group

煜盛文化集團*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1859)

Executive Directors:

Mr. LIU Mu (*Chairman*)

Ms. CHEN Jia

Non-executive Director:

Mr. CHEN Kai

Independent non-executive Directors:

Ms. RAN Hua

Mr. HUANG Victor

Mr. ZHANG Yiwu

Registered office:

Floor 4, Willow House

Cricket Square

Grand Cayman

KY1-9010

Cayman Islands

Principal place of business in Hong Kong:

40th Floor, Sunlight Tower

No. 248 Queen's Road East

Wanchai

Hong Kong

29 April 2020

To the Shareholders

Dear Sir or Madam

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

INTRODUCTION

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) the granting to the Directors of the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension of Share Issue Mandate; and (ii) the re-election of the retiring Directors.

* *For identification purposes only*

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES AND EXTENSION OF SHARE ISSUE MANDATE

In order to ensure greater flexibility for the Company to issue new Shares, an ordinary resolution numbered 4(A) will be proposed at the Annual General Meeting to grant to the Directors the Proposed Issue Mandate to exercise the powers of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the number of the issued Shares as at the date of the relevant resolution in relation to the Proposed Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,600,000,000 Shares of nominal value of US\$0.00001 each. Subject to the passing of the ordinary resolution numbered 4(A) granting the Proposed Issue Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 320,000,000 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under the ordinary resolution numbered 4(B) granting the Proposed Repurchase Mandate, if approved by the Shareholders at the Annual General Meeting, will also be added to extend the 20% limit of the Proposed Issue Mandate as mentioned in the ordinary resolution numbered 4(A). The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Proposed Issue Mandate, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Option Scheme.

GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution numbered 4(B) will be proposed at the Annual General Meeting to grant the Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of the issued Shares as at the date of the relevant resolution in relation to the Proposed Repurchase Mandate.

An explanatory statement required by the Listing Rules in connection with the Proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 16.2 of the Articles of Association, Mr. Liu Mu, Ms. Chen Jia, Mr. Chen Kai, Ms. Ran Hua, Mr. Huang Victor and Mr. Zhang Yiwu, shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Details of the above named Directors are set out in Appendix I to this circular, which indicate how the Directors to be elected contribute to the diversity of the Board.

LETTER FROM THE BOARD

Procedure and Process for Nomination of Directors

The nomination committee of the Company (the “**Nomination Committee**”) shall recommend to the Board for the appointment of a Director including an independent non-executive director in accordance with the following selection criteria and nomination procedures:

- (a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company’s board diversity policy, the requirements in the Company’s constitution, the Listing Rules and applicable laws and regulations, and the relevant candidates’ contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;
- (b) assess the independence of independent non-executive Director to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board. If a proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, to assess his/her ability to devote sufficient time to the Board matters; and
- (c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepared a description of the role and capabilities required for a particular appointment.

Recommendation of the Nomination Committee and the Board

The Nomination Committee has considered the experience of Ms. Ran Hua, Mr. Huang Victor and Mr. Zhang Yiwu in broadcasting, finance, accounting and transaction services, their working profile and other experience and factors as set out in their respective biographical details in Appendix I to this circular. The Nomination Committee is satisfied that Ms. Ran Hua, Mr. Huang Victor and Mr. Zhang Yiwu have the required character, integrity and experience to continuously fulfil their role as an independent non-executive Director effectively. The Board believed that their re-election as the independent non-executive Directors would be in the best interests of the Company and its Shareholders as a whole.

In addition, Ms. Ran Hua, Mr. Huang Victor and Mr. Zhang Yiwu have made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules respectively. During this appointment, they have demonstrated their ability to provide an independent view to the Company’s matters. The Nomination Committee and the Board are of the view that they are able to continue to fulfill their role as independent non-executive Directors and therefore propose to the Shareholders for re-election at the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the transfer books and register of members of the Company will be closed from Monday, 22 June 2020 to Friday, 26 June 2020, both days inclusive. During the above period, no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong before 4:30 p.m. on Friday, 19 June 2020.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 15 to 19 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve (i) the granting to the Directors of the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension of Share Issue Mandate, and (ii) the re-election of the retiring Directors.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sinozsw.com), respectively. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting or any adjournment thereof if they so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting by way of poll pursuant to Article 13.5 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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 Group. 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

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the Proposed Issue Mandate, the Proposed Repurchase Mandate and the Proposed Extension of Share Issue Mandate, and the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
China Bright Culture Group
Liu Mu
Chairman

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

Director candidates

Mr. Liu Mu (劉牧), aged 35, was appointed as our Director on 28 May 2019 and re-designated as an executive Director of our Group on 7 August 2019. Mr. Liu is also the chairman of the Board and the chief executive officer of our Group, and is primarily responsible for overseeing overall operation and management, strategic planning and major decision-making of our Group. From August 2015 to July 2016, he served as a vice president at Sino-Prosperty Culture Group Co., Ltd.* (北京中广煜盛文化傳播有限公司) (“**Zhongguang Yusheng**”), then as a director and president at Zhongguang Yusheng since July 2016 and was primarily responsible for the daily business operation and management, overall strategic planning and major decision-making of Zhongguang Yusheng. Mr. Liu is the sole director of each Zhongguang Yusheng and its subsidiaries, Zhejiang Dongyang Qianyuxing Video Culture Co., Ltd.* (浙江東陽千雨杏影視文化有限公司), Yili Zhongsheng Quanxing Media Co., Ltd.* (伊犁中盛全興影視傳媒有限公司) and Shanghai Yusheng Culture Media Co., Ltd.* (上海煜盛文化傳媒有限公司).

Prior to joining our Group, Mr. Liu served as a brand director at Beijing Zhongguang Chuanhua Film and Television Culture Consulting Co., Ltd. (北京中廣傳華影視文化諮詢有限公司) from August 2009 to July 2015, during which time he was primarily responsible for overall brand management.

Mr. Liu obtained his bachelor’s degree in instructional technology from Fuyang Normal University (阜陽師範大學) (previously known as Fuyang Normal College (阜陽師範學院)) in July 2006. He received his master’s degree in communication from Wuhan University (武漢大學) in June 2012.

As at Latest Practicable Date, Mr. Liu has interests in 742,884,739 Shares of the Company. Save as disclosed herein, Mr. Liu does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu does not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed above, Mr. Liu does not hold any other positions with the Company and its subsidiaries.

Save as disclosed above, Mr. Liu does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

The Company has entered into service contract with Mr. Liu for a fixed term of three years commencing from the Listing Date which can be terminated before the expiration of the term by not less than three months’ notice in writing served by either party on the other. Mr. Liu is entitled to a remuneration of RMB0 per annum or such higher sum as the remuneration committee may from time to time decide.

Save as disclosed above, in relation to the re-election of Mr. Liu as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

Ms. Chen Jia (陳佳), aged 39, was appointed as our executive Director on 7 August 2019. Ms. Chen is also the vice president of our Group, and is primarily responsible for overseeing daily business operation and assisting in overall management of our Group. She has been serving as the director of content development center at Zhongguang Yusheng since March 2018.

Prior to joining our Group, Ms. Chen served as a TV program director at CCTV (中國中央電視台) from April 2005 to April 2007. She worked at Jinhua Radio and Television Station (金華廣播電視台) from May 2007 to December 2013. She served as a screenwriter at Zhejiang TV (浙江電視台) from January 2014 to May 2015 and a director at Beijing Wanhe Huyu Culture Media Co., Ltd. (北京萬合互娛文化傳媒有限公司) from March 2017 to December 2017. Ms. Chen was the screenwriter of “Hand in Hand in Love Village” (牽手愛情村), a TV variety released on Zhejiang Satellite TV, and the producer of “Have You Eaten” (農飯吃過咪), a made-for-internet variety released on Tencent Video.

Ms. Chen graduated from Zhejiang Radio and TV University (浙江廣播電視大學) in music in September 2001. She obtained her online bachelor’s degree in radio and TV journalism from Nankai University (南開大學) in January 2012.

As at Latest Practicable Date, Ms. Chen has no interests in Shares of the Company. Save as disclosed herein, Ms. Chen does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Chen does not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed above, Ms. Chen does not hold any other positions with the Company and its subsidiaries.

Save as disclosed above, Ms. Chen does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

The Company has entered into service contract with Ms. Chen for a fixed term of three years commencing from the Listing Date which can be terminated before the expiration of the term by not less than three months’ notice in writing served by either party on the other. Ms. Chen is entitled to a remuneration of RMB0 per annum or such higher sum as the remuneration committee of the Company may from time to time decide.

Save as disclosed above, in relation to the re-election of Ms. Chen as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chen Kai (陳凱), aged 36, was appointed as our non-executive Director of our Group on 7 August 2019. He is primarily responsible for providing guidance and advice on the corporate and business strategies of our Group.

From January 2008 to August 2009, Mr. Chen worked as a trader at Hua An Fund Management Co., Ltd. (華安基金管理有限公司), where he was primarily responsible for stock trading. He worked as a senior analyst and an associate from September 2009 to January 2011 and from January 2011 to March 2013, respectively, at Beijing Gaohua Securities Co., Ltd. (北京高華證券有限責任公司), where he was primarily responsible for stock trading and management and decision making of the trading department. Mr. Chen has been serving as an executive director and a general manager of Yingzhi Asset Management since April 2014.

Mr. Chen obtained his bachelor's degree in economics from Shanghai University of Finance and Economics (上海財經大學) in June 2006.

As at Latest Practicable Date, Mr. Chen has interests in 50,772,237 Shares of the Company. Save as disclosed herein, Mr. Chen does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chen does not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed above, Mr. Chen does not hold any other positions with the Company and its subsidiaries.

Save as disclosed above, Mr. Chen does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

Mr. Chen has signed an appointment letter with the Company for a term of three years with effect from the Listing Date. Mr. Chen is entitled to a fixed Directors fee of RMB0 per annum.

Save as disclosed above, in relation to the re-election of Mr. Chen as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

Ms. Ran Hua (冉華), aged 58, was appointed as our independent non-executive Director of our Group on 7 August 2019. She is responsible for supervising and providing independent advice to our Board.

Ms. Ran has been working at Wuhan University (武漢大學) since July 1984 and has been serving successively as lecturer, associate professor and professor. Now she is the head of the department of radio and television of Wuhan University. She has been a vice president of the Audio-visual Communication Research Committee of Chinese Journalism Society (中國新聞史學會視聽傳播研究委員會) since December 2015.

Ms. Ran obtained her bachelor's degree in Chinese language and literature from Wuhan University in July 1984. She received her master's degree and doctorate degree in communication and journalism from Wuhan University in January 2003 and December 2006, respectively.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

As at Latest Practicable Date, Ms. Ran has no interests in Shares of the Company. Save as disclosed herein, Ms. Ran does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Ran does not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed above, Ms. Ran does not hold any other positions with the Company and its subsidiaries.

Save as disclosed above, Ms. Ran does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

Ms. Ran has signed an appointment letter with the Company for a term of three years with effect from 7 August 2019. Ms. Ran is entitled to a fixed Directors fee of RMB300,000 per annum.

Save as disclosed above, in relation to the re-election of Ms. Ran as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Huang Victor (黃偉德), aged 48, was appointed as our independent non-executive Director on 3 February 2020. Mr. Huang is responsible for providing independent advice to our Board.

Mr. Huang has over 27 years of experience in finance, accounting and transaction services. He joined PricewaterhouseCoopers in Hong Kong in January 1993 and became its partner in July 2005 and served this role up to June 2014. From July 2014 to August 2017, he served as partner at KPMG in Hong Kong. Mr. Huang has served as an independent non-executive director of LBX Pharmacy Chain Co., Ltd. (老百姓大藥房連鎖股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603883), and Trinity Limited (利邦控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 891), since February 2018 and December 2018, respectively. He has been an independent non-executive director of Qingdao Haier Biomedical Co., Ltd. (青島海爾生物醫療股份有限公司), a company listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange (stock code: 688139), since August 2018. He has been an independent non-executive director of Manpowergroup Greater China Limited (萬寶盛華大中華有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 2180), since March 2019. He has been an independent non-executive director of Scholar Education Group (思考樂教育集團), a company listed on the Main Board of the Stock Exchange (stock code: 1769), since June 2019. He has also been an independent nonexecutive director of Topsports International Holdings Limited (滔博國際控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 6110), since September 2019.

Mr. Huang obtained a bachelor's degree of arts in economics and business from University of California, Los Angeles in the United States in September 1992. He was admitted as an associate of the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) in June 1996. He was also certified as a qualified independent director of the Shanghai Stock Exchange in June 2018.

Mr. Huang was a director of Orient Spread Investment Limited (東翔投資有限公司), a company incorporated in Hong Kong which was solvent prior to its dissolution and was deregistered on 24 February 2006 pursuant to section 291AA of the then predecessor Companies Ordinance as it had ceased to conduct business. Mr. Huang confirmed that, as of the Latest Practicable Date, no claims have been made against him and he was not aware of any threatened or potential claims made against him and there are no outstanding claims and/or liabilities as a result of the dissolution of Orient Spread Investment Limited.

As at Latest Practicable Date, Mr. Huang has no interests in Shares of the Company. Save as disclosed herein, Mr. Huang does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Huang does not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed above, Mr. Huang does not hold any other positions with the Company and its subsidiaries.

Save as disclosed above, Mr. Huang does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

Mr. Huang has signed an appointment letter with the Company for a term of three years with effect from 7 February 2020. Mr. Huang is entitled to a fixed Directors fee of HKD360,000 per annum.

Save as disclosed above, in relation to the re-election of Mr. Huang as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Zhang Yiwu (張頤武), aged 57, was appointed as our independent non-executive Director of our Group on 7 August 2019. He is responsible for supervising and providing independent advice to our Board.

Mr. Zhang has been working at Beijing University (北京大學) since July 1987 and served successively as lecturer and associate professor. Now he is a professor of literature department.

Mr. Zhang obtained his bachelor's and master's degrees in literature from Beijing University in July 1984 and July 1987 respectively.

As at Latest Practicable Date, Mr. Zhang has no interests in Shares of the Company. Save as disclosed herein, Mr. Zhang does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhang does not hold any directorships in other listed public companies in Hong Kong or overseas, in the last three years.

Save as disclosed above, Mr. Zhang does not hold any other positions with the Company and its subsidiaries.

Save as disclosed above, Mr. Zhang does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Zhang has signed an appointment letter with the Company for a term of three years with effect from 7 August 2019. Mr. Zhang is entitled to a fixed Directors fee of RMB300,000 per annum.

Save as disclosed above, in relation to the re-election of Mr. Zhang as Director, there is no other information which is required to be disclosed pursuant to any of the requirements of paragraph 13.51(2) of the Listing Rules; and there is no other matter which needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,600,000,000 Shares. Subject to the passing of the resolution granting of the Proposed Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 160,000,000 Shares representing 10% of the number of issued shares of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period with which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Cayman Companies Law. The Cayman Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Cayman Companies Law.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and the gearing position of the Group, as compared with the positions disclosed in the audited consolidated financial statements of the Group as at 31 December 2019, being the date to which the latest published audited consolidated financial statements of the Group were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

GENERAL

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

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Proposed Repurchase Mandate is approved by the Shareholders.

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

If as a result of a repurchase of Shares, 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. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, 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. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Proposed Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Liu Mu was interested in 742,884,739 Shares, representing approximately 46.43% of the issued share capital of the Company. In the event that the Directors should exercise in full the Proposed Repurchase Mandate, the shareholding of Mr. Liu in the Company will be increased to approximately 51.59% of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that it will trigger the obligations under the Takeovers Code for Mr. Liu to make a mandatory offer.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the number of the issued Shares would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company during the period from the Listing Date to the Latest Practicable Date.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during the period from the Listing Date to the Latest Practicable Date were as follows:

	Price per Share	
	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
2020		
March	2.26	1.59
April (up to the Latest Practicable Date)	2.19	1.84

NOTICE OF ANNUAL GENERAL MEETING



China Bright Culture Group

煜盛文化集團*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1859)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2020 annual general meeting (the “**AGM**”) of China Bright Culture Group (the “**Company**”) will be held at 3:00 p.m. on Friday, 26 June 2020 at Conference Room, Yard 4, Wan Hui, No.2 Guangbai East Road, Chaoyang District, Beijing, PRC for the following purposes:

As ordinary business:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and auditor of the Company for the year ended 31 December 2019.
2. (A) To re-elect the following persons as Directors:
 - (i) To re-elect Mr. Liu Mu as executive Director;
 - (ii) To re-elect Ms. Chen Jia as executive Director;
 - (iii) To re-elect Mr. Chen Kai as non-executive Director;
 - (iv) To re-elect Ms. Ran Hua as independent non-executive Director;
 - (v) To re-elect Mr. Huang Victor as independent non-executive Director; and
 - (vi) To re-elect Mr. Zhang Yiwu as independent non-executive Director.
- (B) To authorize the board of Directors (the “**Board**”) to fix remuneration of the Directors.
3. To re-appoint KPMG, Certified Public Accountants, as the auditor of the Company and authorize the Board to fix remuneration of auditor.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

As special business:

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

4(A) **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (iv) below) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital 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;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate 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 (i) above, otherwise than pursuant to (a) a Rights Issue (as defined in paragraph (iv) below); or (b) the grant or exercise of any option under the option scheme of the Company or any other option scheme or similar arrangements 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 (c) any scrip dividend or similar arrangements 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 (d) 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 20 per cent of the number of the issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:
 - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company; or

NOTICE OF ANNUAL GENERAL MEETING

- (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
 - (3) 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
- (b) “Rights Issue” means an offer of shares in the capital of the Company, or issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares in the capital of the Company whose name appear on the register of members on a fixed record date in proportion to their then holdings of such 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).”

4(B) **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (v) below) of all the powers of the Company to purchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange and, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (iii) the aggregate number of shares of the Company which are authorized to be purchased by the Directors pursuant to the approval in paragraph (i) above shall not exceed 10 per cent of the number of the issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly;
- (iv) subject to the passing of each of the paragraphs (i) to (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) to (iii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

NOTICE OF ANNUAL GENERAL MEETING

(v) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) 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 to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

4(C) **“THAT** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10 per cent of the number of the issued shares of the Company as at the date of passing of the said resolutions.”

By Order of the Board
China Bright Culture Group
Liu Mu
Chairman

Beijing, the PRC, 29 April 2020

Registered office:
Floor 4, Willow House
Cricket Square
Grand Cayman
KY1-9010
Cayman Islands

Principal place of business in Hong Kong:
40th Floor, Sunlight Tower
No. 248 Queen’s Road East
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) The ordinary resolution numbered 4(C) above will be proposed to the shareholders for approval provided that the ordinary resolutions numbered 4(A) and 4(B) above are passed by the shareholders.
- (ii) Any shareholder 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 in his stead. A proxy need not be a shareholder of the Company.
- (iii) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person if he is subsequently able to be present.
- (iv) A form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
- (v) In the case of joint holders of any shares, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto. However, if more than one of such joint holders is present at the meeting, either personally or by proxy, the joint holder whose name stands first in the register of members of the Company will alone be entitled to vote in respect of such shares.
- (vi) On a poll, every shareholder present at the AGM shall be entitled to one vote for every fully paid-up share of which he is the holder. The result of such poll shall be deemed to be the resolution of the AGM at which the poll was so required or demanded.
- (vii) For determining the entitlement to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Monday, 22 June 2020 to Friday, 26 June 2020, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 June 2020.
- (viii) In respect of the ordinary resolution numbered 2 above, Mr. Liu Mu, Ms. Chen Jia, Mr. Chen Kai, Ms. Ran Hua, Mr. Huang Victor and Mr. Zhang Yiwu shall retire and, being eligible, offered themselves for re-election at the AGM. Details of the above retiring Directors are set out in Appendix I to the accompanied circular of the Company dated 29 April 2020.
- (ix) In respect of the ordinary resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company pursuant to such general mandate, other than shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.
- (x) In respect of ordinary resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders. An explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular of the Company dated 29 April 2020.
- (xi) As at the date of this notice, the executive Directors are Mr. Liu Mu and Ms. Chen Jia; the non-executive Director is Mr. Chen Kai; and the independent non-executive Directors are Ms. Ran Hua, Mr. Huang Victor and Mr. Zhang Yiwu.