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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in China General Education Group Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the 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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### **China General Education Group Limited**

**中国通才教育集团有限公司**

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

**(Stock code: 2175)**

### **PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of China General Education Group Limited to be held at Conference Hall, 6/F, Training Center of the School of Health Management, Shanxi Technology and Business College, No. 99, Wucheng South Road, Xiaodian District, Taiyuan City, Shanxi Province, the PRC at 4:30 p.m. on Friday, 21 January 2022 is set out on pages 16 to 19 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement 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.

#### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Measures will be taken to try to prevent and control the spread of COVID-19 at the annual general meeting, including:

- use of telecommunication facilities and restricting the number of non-shareholder attendees
- compulsory temperature checks and health declarations
- compulsory wearing of face masks
- maintain proper distance between seats
- no provision of gifts, food or beverages

**Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company will require attendees to wear face masks and reminds Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.**

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## DEFINITIONS

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

“2021 Annual Report”	the annual report of the Company for the financial year ended 31 August 2021 despatched to the Shareholders on 22 December 2021
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Conference Hall, 6/F, Training Center of the School of Health Management, Shanxi Technology and Business College, No. 99, Wucheng South Road, Xiaodian District, Taiyuan City, Shanxi Province, the PRC at 4:30 p.m. on Friday, 21 January 2022 or any adjournment thereof
“Articles”	the articles of association of the Company adopted on 23 June 2021 and as amended from time to time
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase up to 10% of the total number of Shares in issue as at the date of passing the relevant resolution granting such mandate
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	China General Education Group Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange
“controlling shareholders”	has the meaning ascribed thereto in the Listing Rules and unless the context otherwise requires, refers to the controlling shareholders of the Company, namely Mr. Niu Sanping and Niusanping Limited
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules

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## DEFINITIONS

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“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and 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 Buy-Back Mandate
“Group”	the Company and its subsidiaries and the consolidated affiliated entities from time to time, or, where the context so requires in respect of the period before the Company became the holding company of our present subsidiaries, the entities which carried on the business of the present Group at the relevant time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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”	15 December 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	16 July 2021, since which the Shares of the Company have been listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Niu Jian Limited”	Niu Jian Limited (牛健有限公司), a company incorporated under the laws of the BVI with limited liability, and is 100% owned by Mr. Niu Jian, an executive Director
“Niusanping Limited”	Niusanping Limited, a company incorporated under the laws of the BVI with limited liability, and is 100% owned by Mr. Niu Sanping, an executive Director and the chairman of the Board
“Notice”	the notice convening the Annual General Meeting as set out on pages 16 to 19 of this circular

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## DEFINITIONS

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“PRC Consolidated Affiliated Entity”	the consolidated affiliated entity(ies) of the Company, namely, Shanxi Tongcai and Shanxi Technology & Business
“Prospectus”	prospectus of the Company dated 30 June 2021
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of US\$0.00001 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

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## LETTER FROM THE BOARD

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### **China General Education Group Limited**

**中国通才教育集团有限公司**

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

**(Stock code: 2175)**

*Executive Directors:*

Mr. Niu Sanping (*Chairman*)  
Mr. Niu Jian (*Chief Executive Officer*)  
Mr. Niu Xiaojun  
Ms. Zhang Zhonghua

*Independent non-executive Directors:*

Mr. Zan Zhihong  
Mr. Hu Yuting  
Mr. Yau Wai Man Philip

*Registered office:*

3-212 Governors Square  
23 Lime Tree Bay Avenue  
P.O. Box 30746  
Seven Mile Beach  
Grand Cayman KY1-1203  
Cayman Islands

*Principal place of business in Hong Kong:*

Room 920, 9th Floor  
Chevalier Commercial Center  
8 Wang Hoi Road  
Kowloon Bay Kowloon  
Hong Kong

22 December 2021

*To the Shareholders,*

Dear Sir/Madam,

**PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The primary purpose of this circular is to provide you with information regarding the (i) proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate and (ii) the re-election of the retiring Directors and to seek your approval of the resolutions to these matters at the Annual General Meeting.

#### **ISSUE MANDATE**

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company 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 at the Annual General Meeting. As at the Latest Practicable Date, a total of 505,517,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 101,103,400 Shares.

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## LETTER FROM THE BOARD

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### **BUY-BACK MANDATE**

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to buy back, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares of up to 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the Annual General Meeting. Subject to the passing of the proposed resolution granting the Buy-back Mandate to the Directors and on the basis that no Shares will be issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 50,551,700 Shares.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Buy-back Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

### **EXTENSION MANDATE**

In addition, an ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by an addition of an amount representing the aggregate nominal value of Shares bought back under the Buy-back Mandate.

The Buy-back Mandate and the Issue Mandate would expire at 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 the Articles or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders of the Company in a general meeting prior to the next annual general meeting of the Company.

Please refer to resolutions numbered 5 to 7 set out in the notice of AGM on pages 16 to 19 of this circular for further details of the proposed Issue Mandate, Buy-back Mandate and Extension Mandate.

### **THE ANNUAL GENERAL MEETING**

The Notice of the Annual General Meeting is set out on pages 16 to 19 of this circular. The 2021 Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 August 2021 and the reports of the Directors and the auditors of the Company thereon has been despatched to the Shareholders.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the Annual General 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 Annual General Meeting or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

According to Article 83(3) of the Articles, any Director appointed by the Board to fill casual vacancies should be hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting.

According to Article 84 of the Articles, at each annual general meeting, one third of the Directors for the time being (or if their number is not 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 shall be subject to retirement at least once every three years.

As such, Mr. Niu Jian, Mr. Niu Xiaojun, Ms. Zhang Zonghua, Mr. Zan Zhihong, Mr. Hu Yuting and Mr. Yau Wai Man, Philip will retire. Each of them, being eligible, will offer themselves for re-election. Particulars of each of them are set out in Appendix II of this circular.

### VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings 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, every resolution put to the vote at the Annual General Meeting will be taken by way of poll.

### RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Buy-back Mandate and the Extension Mandate and the re-election of Directors named above are in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that the Shareholders vote in favour of all the resolutions proposed at the AGM.

### RESPONSIBILITY STATEMENT

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

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Tuesday, 18 January 2022 to Friday, 21 January 2022, both days inclusive, for the purpose of determining Shareholders' entitlements to attend and vote at the Annual General Meeting. In order to qualify for the right to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 17 January 2022.

Yours faithfully,  
For and on behalf of the Board of  
**China General Education Group Limited**  
**Niu Sanping**  
*Chairman*

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Buy-back Mandate.

## **1. LISTING RULES RELATING TO THE BUY-BACK OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all buy-back of shares by such company must be approved in advance by an ordinary resolution of Shareholders, either by way of a general buy-back mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 505,517,000 Shares in issue. Subject to the passing of the proposed resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 50,551,700 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing the resolution.

## **3. REASONS FOR THE BUY-BACK**

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 buy back the Shares in the market. Share buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF BUY-BACKS**

In buying back the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Companies Law and the Listing Rules.

Taking into account the current working capital position of the Company, the Directors consider that, if the Buy-back Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company. However, the Directors do not intend to make any buy-backs to such an extent as would, in the circumstances, have a material adverse effect on our working capital requirements or the gearing levels which in the opinion of our Directors are from time to time appropriate for us.

## 5. SHARE PRICES

The Company was listed on 16 July 2021. Since the listing and up to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
July 2021	3.79	3.29
August 2021	4.80	3.67
September 2021	4.61	3.85
October 2021	4.33	3.92
November 2021	4.70	4.10
1 December 2021 to the Latest Practicable Date	4.31	4.02

## 6. THE TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If upon exercise of the powers of repurchase pursuant to the Buy-back 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 to the best knowledge and belief of the Directors, Mr. Niu Sanping (father of Mr. Niu Jian) and Mr. Niu Jian (son of Mr. Niu Sanping), who are our executive Directors, were indirectly interested in an aggregate of approximately 375,000,000 Shares, representing approximately 74.18% of the total issued share capital of the Company.

In the event that the Directors exercise in full the power to buy back Shares pursuant to the Buy-back Mandate, the voting right of Mr. Niu Sanping and Mr. Niu Jian in the Company would increase to approximately 82.42% of the issued share capital of the Company. Such exercise of the Buy-back Mandate in full to Buy-back the Shares will not trigger an obligation on the part of Mr. Niu Sanping and/or Mr. Niu Jian to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. The Directors do not have any present intention to exercise the Buy-back Mandate to such an extent as will trigger such obligation under the Takeovers Code.

Furthermore, the Directors will not exercise the Buy-back Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

**7. SHARE BUY-BACK MADE BY THE COMPANY**

The Company had not bought back any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months preceding the Latest Practicable Date.

**8. GENERAL**

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their close associates has any present intention to sell any Shares to the Company if the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make purchases pursuant to the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of Cayman Islands and the regulations set out in the Articles of the Company.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him to the Company in the event that the Buy-back Mandate is granted.

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

**1. Mr. Niu Jian (牛健)**

Mr. Niu Jian (牛健), aged 36, joined the Group in December 2007 as the principal assistant and executive principal in Shanxi Technology & Business and was appointed as a Director on 14 September 2018 and re-designated as an Executive Director on 19 October 2020. Mr. Niu was appointed as the Chief Executive Officer of the Company on 19 October 2020. Mr. Niu is responsible for the overall management and strategic development of the Group. Mr. Niu is the son of Mr. Niu Sanping and cousin of Mr. Niu Xiaojun.

Mr. Niu has more than 14 years of experience in education.

Mr. Niu served as a committee member of the 12th Shanxi Youth Federation (山西省青年聯合會第十二屆委員) since 2020, a representative committee member of the 5th People's Congress of Xiaodian District, Taiyuan City, Shanxi Province (山西省太原市小店區第五屆人大) in 2016 and a committee member of Taiyuan Municipal Committee of Shanxi Province (山西省太原市市政協) since 2017. He also served as the executive director (常務理事) of the 1st Council of the New Social Class in Shanxi Province (山西省新社會階層第一屆理事會) in 2016.

Mr. Niu completed the junior college degree course at Shanxi University of Finance and Economics (山西財經大學) in Taiyuan, Shanxi Province, the PRC, majoring in business English in July 2007. Mr. Niu obtained a master degree in project management from Université du Québec à Chicoutimi, Quebec, Canada in April 2014.

As at the Latest Practicable Date, Mr. Niu is deemed to be interested in an aggregate of 108,750,000 Shares of the Company (representing approximately 21.51% of the issued Shares) pursuant to Part XV of the SFO, which are directly held by Niujian Limited (a company 100% owned by Mr. Niu). As of the Latest Practicable Date, Mr. Niu is interested in 29% of Shanxi Tongcai which is the sole school sponsor of Shanxi Technology & Business. Each of Shanxi Tongcai and Shanxi Technology & Business is a PRC Consolidated Affiliated Entity of the Company.

In addition, Mr. Niu is a son of Mr. Niu Sanping, a controlling shareholder and the chairman of Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Niu had no other interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Niu does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Mr. Niu held no other directorships in any listed public companies in the last three years.

A service contract has been entered into between the Company and Mr. Niu for an initial fixed term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. The current Director's fee payable to Mr. Niu is RMB2,000,000 per annum, which was determined by reference to his duties and responsibilities with the Company.

**2. Mr. Niu Xiaojun (牛小軍)**

Mr. Niu Xiaojun (牛小軍), aged 42, was appointed as an Executive Director on October 19, 2020. Mr. Niu is responsible for the informatization of the Group. Mr. Niu is the nephew of Mr. Niu Sanping and cousin of Mr. Niu Jian.

Mr. Niu joined the Group in May 2004 and since then, he has been the director (總監) of equipment and information construction center of Shanxi Technology & Business where he is responsible for the informatization construction of Shanxi Technology & Business. Mr. Niu graduated from Shanxi Normal University with a bachelor degree in education technology in January 2009.

As at the Latest Practicable Date, Mr. Niu had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO. Save as disclosed above, as at the Latest Practicable Date, Mr. Niu does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Mr. Niu held no other directorships in any listed public companies in the last three years.

A service contract has been entered into between the Company and Mr. Niu for an initial fixed term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. The current Director's fee payable to Mr. Niu is RMB200,000 per annum, which was determined by reference to his duties and responsibilities with the Company.

**3. Ms. Zhang Zhonghua (張中華)**

Ms. Zhang Zhonghua (張中華), aged 43, joined the Group in December 2006 and was appointed as an Executive Director on 19 October 2020. Ms. Zhang is also a deputy principal of Shanxi Technology & Business where she is responsible for human resources management, quality control and external affairs of Shanxi Technology & Business.

Ms. Zhang has more than 15 years of experience in education industry. She is currently the deputy principal of Shanxi Technology & Business assisting the principal in human resources management, quality control and external affairs of Shanxi Technology & Business.

Ms. Zhang is currently a committee member of Shanxi Provincial Party Committee of China Agricultural and Democratic Party (中國農工民主黨山西省委員會).

She obtained a master degree in business administration from University of Shanghai for Science and Technology (上海理工大學) in Shanghai, the PRC in June 2015.

As at the Latest Practicable Date, Ms. Zhang had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Ms. Zhang does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Ms. Zhang held no other directorships in any listed public companies in the last three years.

A service contract has been entered into between the Company and Ms. Zhang for an initial fixed term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. The current Director's fee payable to Ms. Zhang is HK\$250,000 per annum, which was determined by reference to her duties and responsibilities with the Company.

#### 4. Mr. Zan Zhihong (詹志宏)

Mr. Zan Zhihong (詹志宏), aged 59, was appointed as an independent non-executive Director on 23 June 2021. Mr. Zan is responsible for providing independent opinion and judgment to our Board.

Mr. Zan has over 37 years of experience in accounting education. He is currently a professor of Shanxi University of Finance and Economics and an independent directors of each of Daqin Railway Co., Ltd. (大秦鐵路股份有限公司), whose shares are listed on the Shanghai Stock Exchange (stock code: 601006), and Shenzhen Huakong Seg Co., Ltd. (深圳華控賽格股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (stock code: 000068).

Mr. Zan graduated from Shanxi College of Finance and Economics (山西財經學院) (currently known as Shanxi University of Finance and Economics (山西財經大學)), majoring in finance in July 1984 and obtained a master degree in economics from Shanxi University of Finance and Economics in June 2009. Mr. Zan obtained the qualification of professor in November 2001.

As at the Latest Practicable Date, Mr. Zan had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Zan does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Mr. Zan held no other directorships in any listed public companies in the last three years.

A letter of appointment has been entered into between the Company and Mr. Zan for an initial fixed term of one year commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by the independent non-executive Director to the Company or with immediate effect following the notice in writing served by the Company to the independent non-executive Director. The current Director's emolument payable to Mr. Zan is HK\$120,000 per annum, which was determined by reference to his duties and responsibilities with the Company.

#### 5. Mr. Hu Yuting (胡玉亭)

Mr. Hu Yuting (胡玉亭), aged 36, was appointed as an independent non-executive Director on 23 June 2021. Mr. Hu is responsible for providing independent opinion and judgment to our Board.

Mr. Hu has over 12 years of experience in the legal industry. He has been the partner of Shanxi Guojin Law Firm (山西國晉律師事務所) since February 2018. From March 2009 to February 2018, he was the partner of Shanxi Qiancheng Law Firm (山西謙誠律師事務所).

Mr. Hu obtained a bachelor degree in law from Bohai University (渤海大學) in Jinzhou, Liaoning Province, the PRC in June 2008. He was awarded the national legal professional qualification by the Ministry of Justice of the PRC in February 2009.

As at the Latest Practicable Date, Mr. Hu had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Hu does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Mr. Hu held no other directorships in any listed public companies in the last three years.

A letter of appointment has been entered into between the Company and Mr. Hu for an initial fixed term of one year commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by the independent non-executive Director to the Company or with immediate effect following the notice in writing served by the Company to the independent non-executive Director. The current Director's emolument payable to Mr. Hu is HK\$120,000 per annum, which was determined by reference to his duties and responsibilities with the Company.

**6. Mr. Yau Wai Man Philip (邱偉文)**

Mr. Yau Wai Man Philip (邱偉文), aged 45, was appointed as an independent non-executive Director on 23 June 2021. Mr. Yau is responsible for providing independent opinion and judgment to our Board.

Mr. Yau has over 16 years of experience in accounting, finance, mergers and acquisitions, corporate finance, audit and risk management. From July 2004 to January 2006, he worked at PricewaterhouseCoopers Consultants (Shenzhen) Limited Shanghai Branch (普華永道諮詢(深圳)有限公司上海分公司) with his last position as a senior manager in assurance department. From January 2006 to July 2011, he worked at Protiviti Shanghai Co., Ltd. (甫瀚諮詢(上海)有限公司) with his last position as the managing director and also the leader of Shenzhen office. From September 2011 to March 2016, he served as a partner of Ernst & Young Asia-Pacific Services (HK) Limited. From February 2016 to December 2019 and from February 2019 to December 2019, Mr. Yau served as the chief financial officer of AMTD Group Company Limited and its wholly-owned subsidiary, AMTD International Inc. (stock symbol: HKIB), a company listed on the New York Stock Exchange, respectively. Since May 2020, Mr. Yau has served as an independent director of Legend Biotech Corporation (stock symbol: LEGN), a company listed on NASDAQ.

Mr. Yau obtained a bachelor's degree in arts from Charles H. Lundquist College of Business of University of Oregon in the United States in June 1997. Mr. Yau subsequently obtained a master's degree in business administration from Northwestern University in the United States and the Hong Kong University of Science and Technology in June 2019. Mr. Yau is a certified public accountant in the United States, a fellow member of the Hong Kong Institute of Certified Public Accountants, and a member of the Institute of Internal Auditors.

As at the Latest Practicable Date, Mr. Yau had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO and Mr. Yau does not have any other relationship with any other Directors, senior management, or other substantial shareholders or controlling shareholders of the Company and its subsidiaries. Mr. Yau held no other directorships in any listed public companies in the last three years.

A letter of appointment has been entered into between the Company and Mr. Yau for an initial fixed term of one year commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by the independent non-executive Director to the

Company or with immediate effect following the notice in writing served by the Company to the independent non-executive Director. The current Director's emolument payable to Mr. Yau is HK\$240,000 per annum, which was determined by reference to his duties and responsibilities with the Company.

**6. 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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### China General Education Group Limited

中国通才教育集团有限公司

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

**(Stock code: 2175)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of China General Education Group Limited (the “**Company**”) will be held at Conference Hall, 6/F, Training Center of the School of Health Management, Shanxi Technology and Business College, No. 99, Wucheng South Road, Xiaodian District, Taiyuan City, Shanxi Province, the PRC at 4:30 p.m. on Friday, 21 January 2022 to consider and, if thought fit, transact the following business:

### ORDINARY BUSINESS

1. To receive and approve the audited consolidated financial statements, the reports of the directors (the “**Directors**”) and the auditors of the Company for the year ended 31 August 2021.
2. To re-elect the following Directors:
  - i. Mr. Niu Jian as an executive Director;
  - ii. Mr. Niu Xiaojun as an executive Director;
  - iii. Ms. Zhang Zhonghua as an executive Director;
  - iv. Mr. Zan Zhihong as an independent non-executive Director;
  - v. Mr. Hu Yuting as an independent non-executive Director; and
  - vi. Mr. Yau Wai Man Philip as an independent non-executive Director;
3. To authorise the Board to fix the remuneration of the Company’s Directors;
4. To re-appoint Ernst & Young as the Company’s auditors and to authorise the Board to fix their remuneration;

And to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification);

5. “**THAT:**
  - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.00001 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options

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## NOTICE OF ANNUAL GENERAL MEETING

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(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) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of the aforesaid powers after the expiry of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options and otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under the share option schemes of the Company adopted from time to time; or (iii) any scrip dividend or similar arrangements providing for the allotment and 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 in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 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;
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s 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 existence or extent of any restrictions or obligations

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## NOTICE OF ANNUAL GENERAL MEETING

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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).”

6. “**THAT:**
- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back (or agree to buy back) the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and subject to and in accordance with all applicable laws and requirements in this regard, be and the same is hereby generally and unconditionally approved;
  - (b) the aggregate number of Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) 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 purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. “**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the 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 5 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 6 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  
**China General Education Group Limited**  
**Niu Sanping**  
*Chairman*

Hong Kong, 22 December 2021

*As at the date of this notice, the executive Directors are Mr. Niu Sanping, Mr. Niu Jian, Mr. Niu Xiaojun and Ms. Zhang Zhonghua; and the independent non-executive Directors are Mr. Zan Zhihong, Mr. Hu Yuting and Mr. Yau Wai Man Philip.*

*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, 18 January 2022 to Friday, 21 January 2022, 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, 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 Monday, 17 January 2022.
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, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. 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.