
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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JH Educational Technology INC.

嘉宏教育科技有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1935)

- (I) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
AND TO REPURCHASE SHARES;
(II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(III) RE-APPOINTMENT OF AUDITORS;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at No. 618 Liuweng Road, Liushi Town, Yueqing, Zhejiang, the PRC on Friday, 27 May 2022 at 10 a.m. is set out on pages 13 to 17 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 10 a.m. on Wednesday, 25 May 2022) before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish.

20 April 2022

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at No. 618 Liuweng Road, Liushi Town, Yueqing, Zhejiang, the People’s Republic of China on Friday, 27 May 2022 at 10 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM set out on pages 13 to 17 of this circular or any adjournment thereof
“Articles”	the articles of association adopted by the Company, adopted on 30 May 2019, and amended from time to time
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	JH Educational Technology INC. (嘉宏教育科技有限公司), a company incorporated in the Cayman Islands on 23 June 2017 as an exempted company with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 1935)
“Director(s)”	the director(s) of the Company
“General Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and deal with Shares with a total number not exceeding 20% of the total number of the Shares of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	7 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Register of Members”	the register of members of the Company

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares of the Company in issue as at the date of passing the relevant resolution granting such mandate
“SFO”	the Securities and Futures Ordinance of Hong Kong, (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“%”	per cent

In this circular, the terms “close associate”, “core connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

LETTER FROM THE BOARD



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

Executive Directors:

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

Registered office

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

Non-executive Director:

Ms. Zhang Xuli

Principal place of business

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

Independent non-executive Directors:

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

20 April 2022

To the Shareholders

Dear Sir/Madam,

**(I) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES;
(II) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(III) RE-APPOINTMENT OF AUDITORS;
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you with information in respect of the resolutions to be proposed at the AGM including, among other matters, (i) proposed to grant the Directors the General Mandate and the Repurchase Mandate; (ii) proposed re-election of the retiring Directors; and (iii) to give the notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matter.

A notice convening the AGM is set out on pages 13 to 17 of this circular.

LETTER FROM THE BOARD

2. PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 14 May 2021, the Directors were granted by the Shareholders (i) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate number of Shares of the Company in issue as at the date of passing of the resolution; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue as at the date of passing of the resolution; and (iii) to extend the general mandate of (i) above to include Shares repurchased pursuant to the general mandate of (ii) above. Such general mandates will expire at the conclusion of the forthcoming AGM.

At the AGM, separate ordinary resolutions will be proposed:

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

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

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

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

4. PROPOSED RE-APPOINTMENT OF AUDITORS

In accordance with Rule 13.88 of the Listing Rules, an ordinary resolution will be proposed at the AGM to re-appoint Ernst & Young as the auditors of the Company to hold office from the conclusion of the AGM until the next annual general meeting and to authorise the Board to fix their remuneration for the year ending 31 December 2022.

As Ernst & Young is relatively familiar with the Group's financials and affairs, the Board considers that the audit and other related work in respect of the Group for the year ending 31 December 2022 could be performed more efficiently by Ernst & Young, which is in the best interests of the Company and the Shareholders as a whole.

5. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, 24 May 2022 to Friday, 27 May 2022 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, 27 May 2022. The record date will be Friday, 27 May 2022. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 23 May 2022.

6. ANNUAL GENERAL MEETING

Set out on pages 13 to 17 of this circular is a notice convening the AGM at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve, among other matters, (i) general mandates to issue shares and to repurchase shares; and (ii) the re-election of the retiring Directors.

Enclosed with this circular is a form of proxy for use at the AGM. 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 the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. 10 a.m. on Wednesday, 25 May 2022) before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish. In the event that a Shareholder having lodged a form of proxy attends the AGM, his form of proxy will be deemed to have been revoked.

LETTER FROM THE BOARD

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

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

7. SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING

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

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

In light of the recent developments of the COVID-19 pandemic, Shareholders are strongly recommended to submit the form of proxy for voting instead of attending the AGM in person. The form of proxy has been dispatched to Shareholders and is available to download on the Company's website (www.jheduchina.com) or HKExnews' website (www.hkexnews.hk). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy. The Board hereby announces that Shareholders who choose not to attend the AGM in person may access the AGM through a live webcast (the "**Webcast**"). The Webcast link can be accessed by computers, mobile phones or any browser-enabled electronic or communication devices. Shareholders will be able to access the Webcast at the start of the AGM until its conclusion.

Shareholders who wishes to access the AGM by Webcast or submit questions in relation to any resolution set out in the Notice of AGM must send a) Full name; b) Registered Address; c) Number of Shares held; d) Contact Telephone Numbers; and e) Email Address together with the questions, if any, to this email address: info@jheduchina.com not later than 72 hours before the appointed time and date of the AGM. Shareholders may be required to produce identification documents to show identity and enable the Company to check against its Shareholders' records. Shareholders having completed registration and identity verification will be provided the web link and/or password to access the Webcast at the start of the AGM until conclusion. Shareholders who are given the web link and/or password of the Webcast should not share such information to anyone else.

No remote voting system will be provided for the AGM. For the avoidance of doubt, Shareholders' presence through live webcast will not be counted as quorum or attendance of the AGM, and will not revoke any Proxy Form previously delivered to the Company by the same Shareholder. Shareholders may, however, view and listen to the AGM through the Webcast.

LETTER FROM THE BOARD

The Company is closely monitoring the impact of COVID-19 pandemic. Should any changes be made to the AGM arrangements, the Company will publish further announcement(s) to notify the Shareholders.

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

8. RECOMMENDATION

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

9. 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.

10. GENERAL

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

11. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

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

1. SHARE CAPITAL

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

2. REASONS FOR REPURCHASES

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

As compared with the financial position of the Company as at 31 December 2021 (as disclosed in its latest audited financial statements for the year ended 31 December 2021), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. In the circumstances, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

3. FUNDING OF REPURCHASES

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

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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

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

5. UNDERTAKING OF THE DIRECTORS

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

6. EFFECT OF TAKEOVERS CODE

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

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

7. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the previous six months preceding and up to the Latest Practicable Date.

8. SHARE PRICES

During each of the previous twelve months to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	3.89	3.16
May	5.21	3.69
June	5.19	2.45
July	2.62	1.90
August	2.30	1.66
September	2.29	1.68
October	2.40	1.75
November	2.49	1.70
December	3.45	2.49
2022		
January	3.48	2.38
February	3.47	3.07
March	3.42	2.96
April (up to the Latest Practicable Date)	3.39	3.31

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

EXECUTIVE DIRECTORS

Mr. Chen Nansun (陳南蓀), aged 36, joined our Group in September 2008 and was appointed as an executive Director of our Company on 3 November 2018, responsible for management of students of Changzheng College.

Mr. Chen has approximately 13 years of experience in education.

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

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

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

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

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

Mr. Chen Lingfeng (陳凌峰), aged 33, joined our Group in November 2015 and was appointed as an executive Director of our Company on 3 November 2018, responsible for the management of students and logistics of College of Information and Business.

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

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

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

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

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

NON-EXECUTIVE DIRECTOR

Ms. Zhang Xuli (張旭麗), aged 54, was appointed as a non-executive Director of our Company on 3 November 2018.

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

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

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

Ms. Zhang has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from 18 June 2019 (the Listing Date) and will continue thereafter until terminated pursuant to the letter of appointment. She is entitled to receive a remuneration of HK\$180,000 per annum as determined by the Board with reference to the prevailing market conditions for serving as a non-executive director.

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

Save as disclosed above, there are no other matters relating to the re-election of the retiring Directors that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of JH Educational Technology INC. (the “Company”) will be held at No. 618 Liuweng Road, Liushi Town, Yueqing, Zhejiang, the People’s Republic of China on Friday, 27 May 2022 at 10 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “Director(s)”) and auditors of the Company (the “Auditors”) for the year ended 31 December 2021.
2. (a) To re-elect the following retiring Directors of the Company:
 - i. Mr. Chen Nansun as an executive Director of the Company;
 - ii. Mr. Chen Lingfeng as an executive Director of the Company; and
 - iii. Ms. Zhang Xuli as a non-executive Director of the Company.(b) To authorise the board of the Directors to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as the Auditors and authorise the board of the Directors to fix their remuneration.
4. To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

“That:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of shares of the Company in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation and subdivision shall be the same, the said approval shall be limited accordingly;
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

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

“That:

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

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**That** conditional upon the passing of resolutions nos. 4 and 5 above, the general mandate to the Directors pursuant to resolution no. 4 be and is hereby extended by the addition thereto of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 5, provided that such number of added shares shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution.”

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

Wenzhou, Zhejiang Province, the People’s Republic of China
20 April 2022

Registered office:

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

Principal place of business in Hong Kong:

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

Notes:

1. The resolution at the AGM (except those relate to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the AGM may decide, in good faith) will be taken by a poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Stock Exchange in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf.
3. In order to be valid, a form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours (i.e. 10 a.m. on Wednesday, 25 May 2022) before the time appointed for the holding of the above meeting or not less than 48 hours before the time appointed for the holding of any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present and in such event the form of proxy shall be deemed revoked.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
5. The form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.

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7. For the purposes of holding the AGM, the register of members of the Company will be closed from Tuesday, 24 May 2022 to Friday, 27 May 2022 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, 27 May 2022. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 23 May 2022.
8. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force within a period of two (2) hours before the commencement of the AGM, the AGM will be postponed or adjourned. The Company will post an announcement on the websites of the Company (www.jheduchina.com) and the Stock Exchange (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting. The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather condition bearing in mind their own situations.
9. In view of the ongoing COVID-19 epidemic, the Company will implement the following prevention and control measures targeting COVID-19 at the AGM to protect Shareholders from infection:
 - (i) Compulsory body temperature check will be conducted, and any person with a body temperature beyond normal range will be denied entry into the venue;
 - (ii) Every Shareholder or authorized representative must wear a surgical mask; and
 - (iii) The Company will maintain appropriate distance and space in the venue.

The Company strongly recommends Shareholders, who intend to attend the AGM, to submit the form of proxy for voting instead of attending the AGM in person. The form of proxy has been dispatched to Shareholders and is available to download on the Company's website (www.jheduchina.com) or HKExnews' website (www.hkexnews.hk). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.

Shareholders who choose not to attend the AGM in person may access the AGM through a live webcast (the "Webcast"). The Webcast link can be accessed by computers, mobile phones or any browser-enabled electronic or communication devices. Shareholders will be able to access the Webcast at the start of the AGM until its conclusion.

Shareholders who wishes to access the AGM by Webcast or submit questions in relation to any resolution set out in the Notice of AGM must send a) Full name; b) Registered Address; c) Number of Shares held; d) Contact Telephone Numbers; and e) Email Address together with the questions, if any, to this email address: info@jheduchina.com not later than 72 hours before the appointed time and date of the AGM. Shareholders may be required to produce identification documents to show identity and enable the Company to check against its Shareholders' records. Shareholders having completed registration and identity verification will be provided the web link and/or password to access the Webcast at the start of the AGM until conclusion. Shareholders who are given the web link and/or password of the Webcast should not share such information to anyone else.

No remote voting system will be provided for the AGM. For the avoidance of doubt, Shareholders' presence through live webcast will not be counted as quorum or attendance of the AGM, and will not revoke any Proxy Form previously delivered to the Company by the same Shareholder. Shareholders may, however, view and listen to the AGM through the Webcast.

The Company is closely monitoring the impact of COVID-19 pandemic. Should any changes be made to the AGM arrangements, the Company will publish further announcement(s) to notify the Shareholders.

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

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