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

If you have sold or transferred all your shares in South China Vocational Education Group Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SOUTH CHINA VOCATIONAL EDUCATION GROUP COMPANY LIMITED**中國華南職業教育集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6913)

- (1) PROPOSED DECLARATION OF FINAL DIVIDEND**
- (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS**
- (3) PROPOSED RE-APPOINTMENT OF AUDITOR**
- (4) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE SHARES AND REPURCHASE SHARES AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of South China Vocational Education Group Company Limited to be held at Room 905, Library Building, No. 492 Da Guan Zhong Road, Tianhe District, Guangzhou, Guangdong Province, PRC on Thursday, 26 May 2022 at 10:00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. 10:00 a.m. on 24 May 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjournment thereof if they so wish and in such event, the authority of your proxy will be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus (COVID-19) at the annual general meeting, including:

- **compulsory temperature checks**
- **compulsory wearing of surgical face masks for each attendee**
- **no refreshments will be served at the annual general meeting**

Any person who does not comply with the precautionary measures or is subject to any local government prescribed quarantine may be denied entry into the venue of the annual general meeting. The Company also encourages its shareholders to consider appointing the chairman of the meeting as its/his/her proxy to vote on the relevant resolutions at the annual general meeting as an alternative to attending the meeting in person.

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing Novel Coronavirus (“COVID-19”) epidemic and recent requirements, if any, for prevention and control of its spread, the Company will implement the following preventive measures at its AGM:

- (i) Compulsory body temperature check will be conducted on every shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue and be asked to leave the AGM venue.
- (ii) Shareholders that (a) have travelled, and have been in close contact with any person who has travelled, outside of China at any time in the preceding 14 days; (b) are, and have been, in close contact with any person who is, subject to any local government prescribed compulsory quarantine (including home quarantine); (c) are, and have been, in close contact with anyone who has contracted COVID-19, has been tested preliminarily positive of COVID-19 or is suspected of contracting COVID-19; or (d) have any flu-like symptoms, may be denied entry into the AGM venue and be asked to leave the AGM venue.
- (iii) All shareholders, proxies and other attendees are required to wear surgical face masks inside the AGM venue at all times. Any person who does not comply with this requirement may be denied entry into the AGM venue and be asked to leave the AGM venue. A safe distance between seats are also recommended.
- (iv) No refreshments will be served at the AGM.

To the extent permitted under the applicable local laws and regulations, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all shareholders’ health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative to attending the meeting in person, shareholders are encouraged to consider appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM by submitting form of proxy with voting instructions inserted.

The form of proxy is attached to this circular. Alternatively, the form of proxy can be downloaded from the Company’s website at www.scvedugroup.com and the website of The Stock Exchange of Hong Kong Limited at 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 proxy.

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Room 905, Library Building, No. 492 Da Guan Zhong Road, Tianhe District, Guangzhou, Guangdong Province, PRC on Thursday, 26 May 2022 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 25 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“China Foreign Education”	China Foreign Education Limited, a limited liability company incorporated under the laws of the BVI on 9 August 2018 and is wholly owned by Ms. He Huifen, and is one of the Controlling Shareholders
“Company”	South China Vocational Education Group Company Limited (中國華南職業教育集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 15 August 2018 and the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 6913)
“Companies Act”	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented and/or otherwise modified from time to time
“Controlling Shareholder(s)”	has the meaning ascribed to it in the Listing Rules and unless the context requires otherwise, refers to the controlling shareholders of the Company, namely Mr. He Huishan, Ms. Zhou Lanqing, Ms. He Huifen, Ms. He Huifang, and the corporate Shareholders controlled by them, namely, Zhihui Guang, China Foreign Education, Fangyuan Education and Good Booming
“Director(s)”	the director(s) of the Company from time to time

DEFINITIONS

“Fangyuan International Education”	Fangyuan International Education Investment Limited, a limited liability company incorporated under the laws of the BVI on 10 August 2018 and is wholly owned by Ms. He Huifang, and is one of the Controlling Shareholders
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares of not exceeding 20% of the total number of the Shares in issue as at the date of passing of relevant resolution at the Annual General Meeting
“Good Booming”	Good Booming Limited, a limited liability company incorporated under the laws of the BVI on 20 August 2018 and is wholly-owned by Mr. He Huishan, and is one of the Controlling Shareholders
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Lingnan Education”	Guangzhou Lingnan Education Group Co., Ltd.* (廣州嶺南教育集團有限公司), a limited liability company established under the laws of the PRC on 6 September 1993, and controlled by Lingnan WFOE pursuant to a series of contractual arrangements
“Lingnan Institute of Technology”	Guangdong Lingnan Institute of Technology* (廣東嶺南職業技術學院), a private education institution registered under the laws of the PRC on 24 May 2002, the school sponsor’s interest of which is wholly-owned by Lingnan Education
“Lingnan International Kindergarten”	Guangzhou Tianhe Lingnan International Kindergarten* (廣州市天河區嶺南中英文幼兒園), a private kindergarten registered under the laws of the PRC on 11 July 2001

DEFINITIONS

“Lingnan International School”	Guangzhou Tianhe Lingnan International School* (廣州市天河區嶺南中英文學校), a private school registered under the laws of the PRC on 17 December 2001
“Lingnan Modern Technician College”	Guangdong Lingnan Modern Technician College* (廣東嶺南現代技師學院), a private education institution registered under the laws of the PRC on 22 July 2005 and upgraded from a senior technical school to a technician college in January 2019 as approved by the People’s Government of Guangdong Province and the Human Resources and Social Security Department of Guangdong Province the school sponsor’s interest of which is wholly-owned by Lingnan Education
“Lingnan WFOE”	Guangdong Huguang Education Technology Co., Ltd.* (廣東和光教育科技有限公司), a limited liability company established under the laws of the PRC on 27 December 2018, an indirect wholly-owned subsidiary of the Company
“Listing Date”	13 July 2021, being the date on which the Shares were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC” or “China”	the People’s Republic of China, but for the purposes of this circular only, except where the context requires, references to the PRC or China exclude Hong Kong, Macau and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares of not exceeding 10% of the total number of the Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 23 June 2021
“Shareholder(s)”	Shareholder(s) of the Company
“Stock Exchange” or “Hong Kong 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 of Hong Kong, as amended from time to time
“Tongwen Education”	Guangzhou Tongwen Education Investment Group Co., Ltd.* (廣州同文教育投資集團有限公司), a limited liability company established under the laws of the PRC on 7 July 2015
“Zhihui Guang”	Zhihui Guang Limited, a limited liability company incorporated under the laws of the BVI on 9 August 2018 and is owned by Mr. He Huishan as to 51% and by Ms. Zhou Lanqing as to 49%, and is one of the Controlling Shareholders
“%”	per cent

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company or entity names in Chinese or another language which are marked with “” is for identification purpose only.*

LETTER FROM THE BOARD

SOUTH CHINA VOCATIONAL EDUCATION GROUP COMPANY LIMITED 中國華南職業教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6913)

Executive Directors:

Mr. He Huishan (*Chairman*)
Ms. He Huifen (*Chief Executive Officer*)
Ms. He Huifang
Mr. Lao Hansheng

Registered Office:

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

Independent non-executive Directors:

Mr. Luo Pan
Mr. Yeh Zhe-Wei
Mr. Ma Shuchao

*Corporate Headquarters and
Principal Place of Business
in the PRC:*

No. 492 Da Guan Zhong Road
Tianhe District
Guangzhou
Guangdong Province
PRC

*Principal Place of Business in
Hong Kong:*

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

21 April 2022

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED DECLARATION OF FINAL DIVIDEND**
- (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS**
- (3) PROPOSED RE-APPOINTMENT OF AUDITOR**
- (4) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE SHARES AND REPURCHASE SHARES AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Thursday, 26 May 2022.

LETTER FROM THE BOARD

2. PROPOSED DECLARATION OF FINAL DIVIDEND

The board recommended a final dividend of HK5.6 cents per Share in respect of the year ended 31 December 2021, totaling approximately HK\$74.70 million, which is subject to the approval of the Shareholders at the Annual General Meeting. Such dividend will be distributed from share premium of the Company.

The final dividend, if approved by the Shareholders at the Annual General Meeting, will be paid on 23 June 2022 to the Shareholders whose names appear on the register of members of the Company on 2 June 2022.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 83(3) of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Pursuant to Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, 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 an annual general meeting at least once every three years. Pursuant to Article 84(2) of the Articles of Association, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires and any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, pursuant to Article 84 of the Articles of Association, Ms. He Huifen, Ms. He Huifang and Mr. Luo Pan will hold office until the Annual General Meeting when they retire by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

Each of the independent non-executive Directors of the Company has confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee is also responsible for, inter alia, assessing the independence of independent non-executive Directors. The Nomination Committee assessed and reviewed the individual independent non-executive Directors' annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and affirmed that all independent non-executive Directors remained independent to the Company.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy as well as the Company's corporate strategy, and the independence of Mr. Luo Pan. The Nomination Committee has recommended to the Board on re-election of Ms. He Huifen and Ms. He Huifang as executive Directors and Mr. Luo Pan as an independent non-executive Director at the Annual General Meeting. The Board accepted the recommendations made by the Nomination Committee and considers that Mr. Luo Pan is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board, therefore, considers him to be independent and believes that he should be re-elected. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the Annual General Meeting.

The biographical details of the retiring Directors offering themselves for re-election at the Annual General Meeting are set out in Appendix I to this circular.

4. PROPOSED RE-APPOINTMENT OF AUDITOR

Ernst & Young will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint Ernst & Young as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. An ordinary resolution numbered 5(A) will be proposed at the Annual General Meeting to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new shares in the share capital of the Company up to 20% of the number of issued Shares as at the date of passing of the resolution in relation to the General Mandate. As at the Latest Practicable Date, there were 1,334,000,000 Shares in issue. Subject to the passing of the above ordinary resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 266,800,000 Shares pursuant to the General Mandate.

LETTER FROM THE BOARD

In addition, subject to a separate approval of the ordinary resolution numbered 5(C), the number of Shares purchased by the Company under ordinary resolution numbered 5(B), if approved by the Shareholders at the Annual General Meeting, will also be added to extend the 20% limit of the General Mandate as mentioned in the ordinary resolution numbered 5(A) provided that such additional number shall not exceed 10% of the issued Shares as at the date of the passing of the General Mandate and Repurchase Mandate.

6. PROPOSED GRANTING OF REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution numbered 5(B) will be proposed at the Annual General Meeting to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of the passing of the resolution in relation to the Repurchase Mandate. As at the Latest Practicable Date, there were 1,334,000,000 Shares in issue. Subject to the passing of the above resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 133,400,000 Shares pursuant to the Repurchase Mandate.

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

7. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining who is entitled to attend the Annual General Meeting, the register of members of the Company will be closed from Monday, 23 May 2022 to Thursday, 26 May 2022, both days inclusive, during which period no share transfers can be registered. In order to be eligible for attending and voting at the AGM, all transfer instruments accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 20 May 2022.

In addition, for the purpose of determining the Shareholder's entitlement to the proposed final dividend of the Company, the register of members of the Company will be closed by the Group from Wednesday, 1 June 2022 to Thursday, 2 June 2022, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to be qualified for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Group's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 31 May 2022.

LETTER FROM THE BOARD

8. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 21 to 25 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules and article 66 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.scvedugroup.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. no later than 10:00 a.m. on 24 May 2022) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

9. VOTING BY WAY OF POLL

Pursuant to the Articles of Association, a resolution put to the vote of a meeting shall be decided by way of a poll. It is also the requirement under Rule 13.39(4) of the Listing Rules that any vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the meeting will demand a poll for every resolution put to the vote at the Annual General Meeting, save that the chairman of the meeting may in good faith allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. To the best of the knowledge, information and belief of the Directors, none of the Shareholders are required to abstain from voting on any of the resolutions to be proposed at the Annual General Meeting. The Company will announce the results of the poll after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

10. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

11. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) and Appendix II (Explanatory Statement on the Repurchase Mandate) to this circular.

12. RECOMMENDATION

The Directors consider that the proposed declaration of final dividend, re-election of retiring Directors, re-appointment of auditor of the Company, granting of the General Mandate, the Repurchase Mandate and the extension of the General Mandate by adding to it the number of Shares repurchased pursuant to the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
On behalf of the Board
**South China Vocational Education Group
Company Limited**
Mr. He Huishan
Chairman

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

The following are the details of the Directors who will retire, and, being eligible, offer themselves for re-election at the Annual General Meeting.

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years.

In addition, save as disclosed herein, none of the following Director has any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

DIRECTOR CANDIDATES

Executive Directors

(1) Ms. He Huifen

Ms. He Huifen (賀惠芬), aged 54, is a Controlling Shareholder of the Company. She joined the Group in January 1997. Ms. He was appointed as a Director on 15 August 2018 and as re-designated as an executive Director on 18 November 2020. Ms. He was also appointed as the chief executive officer of our Company on 18 November 2020. Ms. He is also a director of certain subsidiaries of the Company. Ms. He is the sister of Mr. He Huishan and Ms. He Huifang, both our executive Directors and Controlling Shareholders, and sister-in-law of Ms. Zhou Lanqing, our Controlling Shareholder. Ms. He is responsible for the overall operation and management of the Group.

Ms. He has more than 24 years of experience in education. She has been a director and president of Lingnan Education since July 1997, a director of Lingnan Institute of Technology since May 2002 and the chairman of its board of directors since January 2022, the chairman and a director of Lingnan Modern Technical College since July 2005, a supervisor of Lingnan International School from December 2001, the chairman of Guangzhou Lingnan Tongwen Education Investment Management Co., Ltd. since January 2014, the chairman of school council of The Affiliated Foreign Language School of SCNU since June 2015, and the legal representative of Tongwen Education since July 2015, and continues to serve in these roles at present. Ms. He was also a director of Lingnan International Kindergarten from July 2001 to November 2018.

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

Ms. He completed a diploma in industrial management and engineering studies at South China Institute of Technology (華南工學院, currently known as South China University of Technology (華南理工大學)) in Guangzhou, Guangdong Province, the PRC in December 1987. She graduated from Peking University (北京大學) in Beijing, the PRC, with a master's degree in business administration in July 2013.

Ms. He was also a member of the 12th Guangzhou Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議第十二屆廣州市委員會) from December 2011 to December 2016, and has been a member of the 13th Guangzhou Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議第十三屆廣州市委員會) since January 2017. She has served as the vice chairman of the 6th session of the board of directors of Guangdong Chamber of International Commerce* (廣東國際商會) since March 2013, the vice president of the 6th session of the council of Guangdong Women Entrepreneurs Association* (廣東省女企業家協會) since August 2015, the vice president of the 2nd session of the council of Guangdong Women and Children's Foundation (廣東省婦女兒童基金會) since June 2017, and the vice president of the 4th session of the council of Guangzhou Association of Politically Unaffiliated Intellectual (廣州市黨外知識分子聯誼會) since December 2017. Ms. He was a representative of the 12th Chinese Women's National Congress (中國婦女第十二次全國代表大會) in 2018.

Ms. He was awarded the 2009 Chinese Economic Women's Achievement Figures (2009 中國經濟女性成就人物) by Chinese Economic Women's Development Forum Committee* (中國經濟女性發展論壇組委會) and four other social organizations in 2009, the Outstanding Entrepreneurial Women* (傑出創業女性) by China Association of Women Entrepreneurs* (中國女企業家協會) in March 2010, March 2016 and March 2018, the Nanyue Women Entrepreneurs Charity Gold Award* (南粵女企業家慈善奉獻金獎) by Guangdong Women Entrepreneurs Association* (廣東省女企業家協會) in January 2011, the Guangdong Excellent Women Entrepreneurs* (廣東省優秀女企業家) by Guangdong Women Entrepreneurs Association* (廣東省女企業家協會) in May 2011, the Nanyue Achievement Female Expert (南粵建功立業女能手) by Guangdong General Labour Union (廣東省總工會) in March 2014, the Top Ten Self-employment Award (十佳自主創業獎) by Guangdong Women Entrepreneurs Association* (廣東省女企業家協會) in August 2015, the National March 8th Red Flag Banner Holder (全國三八紅旗手) by All-China Women's Federation (中華全國婦女聯合會) in February 2016, and the Guangzhou 30-Year Entrepreneurship Meritorious Entrepreneurs* (廣州創業30年功勳企業家) by Guangzhou Industrial Economic Federation* (廣州工業經濟聯合會), Guangzhou Enterprises Association* (廣州市企業聯合會) and Guangzhou Entrepreneurs Association* (廣州市企業家協會) in September 2017.

Ms. He Huifen did not hold any directorship in any other listed companies during the last three years.

Ms. He Huifen has entered into a service contract with the Company for an initial fixed term of three years commencing from the Listing Date, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles of Association. Under the service contract, Ms. He Huifen is entitled to salary of RMB869,280 per annum, discretionary bonuses and benefits. Ms. He Huifen's annual remuneration as an executive Director is subject to annual review by the Remuneration Committee and adjustment pursuant to recommendation of the Remuneration Committee, taking into account her work performance, duties and responsibilities with the Company, the prevailing market rate of comparable roles and the remuneration policy of the Company.

As at the Latest Practicable Date, Ms. He Huifen had interests in 190,000,000 Shares representing approximately 14.24% of the issued Shares within the meaning of Part XV of the SFO. Such interests represented the 190,000,000 Shares held by China Foreign Education, which was wholly-owned by Ms. He Huifen.

(2) Ms. He Huifang

Ms. He Huifang (賀惠芳), aged 50, is a Controlling Shareholder of the Company. She joined the Group in July 1995. Ms. He was appointed as an executive Director on 18 November 2020. Ms. He is the sister of Mr. He Huishan and Ms. He Huifen, both our executive Directors and Controlling Shareholders. She is the sister-in-law of Ms. Zhou Lanqing, our Controlling Shareholder. Ms. He is responsible for supervising the overall operation and management of Lingnan Education.

Ms. He Huifang has more than 26 years of experience in education. She has been a director of Lingnan Education since July 1995, a director of Lingnan International Kindergarten since July 2001, a director of Lingnan International School since December 2001, and a director of Guangzhou Lingnan Tongwen Education Investment Management Co., Ltd. since November 2016, and continues to serve in these roles at present.

Ms. He Huifang completed a diploma in English studies in South China Normal University (華南師範大學) in Guangzhou, Guangdong Province, the PRC in July 1993 and obtained a master of business administration in Seton Hall University in New Jersey, the United States in May 2019.

Ms. He has served as the director-general (理事長) of Guangdong Lingnan Education Charity Foundation* (廣東省嶺南教育慈善基金會) since November 2011, and the vice president of Guangzhou Women and Children Welfare Association* (廣州市婦女兒童福利會) since August 2017. Ms. He was awarded Influential Public Good Figure of the Year* (年度影響力公益人物) granted jointly by news.qq.com (騰訊新聞), new.qq.com/d/gd (騰訊大粵網) and gongyi.qq.com (騰訊公益) in January 2018.

Ms. He Huifang did not hold any directorship in any other listed companies during the last three years.

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

Ms. He Huifang has entered into a service contract with the Company for an initial fixed term of three years commencing from the Listing Date, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles of Association. Under the service contract, Ms. He Huifang is entitled to salary of RMB230,076, discretionary bonuses and benefits. Ms. He Huifang's annual remuneration as an executive Director is subject to annual review by the Remuneration Committee and adjustment pursuant to the recommendation of the Remuneration Committee, taking into account her work performance, duties and responsibilities with the Company, the prevailing market rate of comparable roles and the remuneration policy of the Company.

As at the Latest Practicable Date, Ms. He Huifang had interests in 190,000,000 Shares representing approximately 14.24% of the issued Shares within the meaning of Part XV of the SFO. Such interests represented 190,000,000 Shares held by Fangyuan Education, which was wholly-owned by Ms. He Huifang.

Independent non-executive Director

Mr. Luo Pan

Mr. Luo Pan (羅潘), aged 41, was appointed as an independent non-executive Director on 18 November 2020. Mr. Luo is responsible for providing independent opinion and judgment to the Board.

Mr. Luo has over 16 years of experience in finance and accounting and corporate governance. Mr. Luo is currently a vice president of Guangzhou Sanxin Holding Group Co., Ltd. (廣州三新控股集團有限公司) and a director of Guangdong Macro Gas Appliance Co., Ltd. (廣東萬家樂燃氣具有限公司). He successively served as an employee and a senior manager in KPMG Huazhen (Special General Partnership), Guangzhou Branch from July 2004 to May 2014, as the chief financial officer of Guangdong Macro Co., Ltd. (廣東萬家樂股份有限公司) (currently known as Guangdong Shunna Electric Co., Ltd. (廣東順納電氣股份有限公司) (stock code: 000533.SZ) from November 2014 to February 2017.

Mr. Luo obtained the qualification as Certified Public Accountant granted by The Chinese Institute of Certified Public Accountants and authorized by Guangdong Institute of Certified Public Accountants in October 2011, and as Certified Public Accountant granted by Board of Accountancy of Department of Professional and Financial Regulation of the State of Maine, United States, in October 2013. Mr. Luo graduated from Sun Yat-sen University (中山大學) in Guangzhou, Guangdong Province, the PRC in June 2003, with a Bachelor of Science in theoretical and applied mechanics obtained in June 2003 and a Bachelor of Management in accounting obtained in June 2004.

Mr. Luo did not hold any directorship in any other listed companies during the last three years.

Mr. Luo has entered into a letter of appointment with the Company for an initial fixed term of one year with effect from the Listing Date, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles of Association. Under the letter of appointment, Mr. Luo is entitled to a fixed director's fee of RMB180,000 per annum.

As at the Latest Practicable Date, Mr. Luo did not have any interest in the Shares within the meaning of Part XV of the SFO.

The following serves as an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,334,000,000 Shares.

Subject to the passing of the ordinary resolution set out in resolution number 5(B) of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,334,000,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 133,400,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASES

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on the 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 a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Share repurchases pursuant to the Repurchase Mandate would be funded out of funds legally available for such purposes in accordance with the Company's memorandum of association, Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be. Subject to the foregoing, any repurchases by the Company may be made out of profits of the Company, out of the Company's share premium account, out of proceeds of a new issue of Shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Act, out of capital. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be paid out of profits of the Company or from sums standing to the credit of the Company's share premium account or, if authorized by the Articles of Association and subject to the Companies Act, out of capital.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange since the Listing Date, up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
July (<i>since the Listing Date</i>)	1.55	1.04
August	1.59	1.20
September	1.52	1.20
October	1.44	1.18
November	1.40	1.05
December	1.30	1.00
2022		
January	1.18	1.00
February	1.14	0.93
March	1.11	0.93
April (<i>up to the Latest Practicable Date</i>)	1.11	0.90

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following persons were interested in 5% or more of the Shares of the Company, according to the register of interests required to be kept under Section 336 of the SFO:

Name of Shareholder	Nature of interest	Number of Shares held	Approximate percentage (%) of issued share capital as at Latest Practicable Date	Approximate percentage (%) of issued share capital if the Repurchase Mandate is fully exercised
Mr. He Huishan ¹	Interest in a controlled corporation	620,000,000	46.48%	51.64%
Ms. Zhou Lanqing ¹	Interest in a controlled corporation,	570,000,000	42.73%	47.48%
	Spouse interest	50,000,000	3.75%	4.16%
Zhihui Guang ¹	Beneficial owner	570,000,000	42.73%	47.48%
China Foreign Education ²	Beneficial owner	190,000,000	14.24%	15.83%
Ms. He Huifen ²	Interest in a controlled corporation	190,000,000	14.24%	15.83%
Mr. Han Liqing ²	Spouse interest	190,000,000	14.24%	15.83%
Fangyuan Education ³	Beneficial owner	190,000,000	14.24%	15.83%

Name of Shareholder	Nature of interest	Number of Shares held	Approximate percentage (%) of issued share capital as at Latest Practicable Date	Approximate percentage (%) of issued share capital if the Repurchase Mandate is fully exercised
Ms. He Huifang ³	Interest in a controlled corporation	190,000,000	14.24%	15.83%
Mr. Du Wenyu ³	Spouse interest	190,000,000	14.24%	15.83%

Notes:

1. Zhihui Guang is owned as to 51% by Mr. He Huishan and 49% by Ms. Zhou Lanqing, respectively. Ms. Zhou Lanqing is the spouse of Mr. He Huishan. Both Mr. He Huishan and Ms. Zhou Lanqing are therefore deemed to be interested in the Shares held by Zhihui Guang by virtue of the SFO, being 570,000,000 Shares. Mr. He Huishan is the sole shareholder of Good Booming. Ms. Zhou Lanqing is the spouse of Mr. He Huishan. Both Mr. He Huishan and Ms. Zhou Lanqing are therefore deemed to be interested in the Shares held by Good Booming by virtue of the SFO, being 50,000,000 Shares.
2. Ms. He Huifen is the sole shareholder of China Foreign Education. Mr. Han Liqing is the spouse of Ms. He Huifen. Both Ms. He Huifen and Mr. Han Liqing are therefore deemed to be interested in the Shares held by China Foreign Education by virtue of the SFO, being 190,000,000 Shares.
3. Ms. He Huifang is the sole shareholder of Fangyuan Education. Mr. Du Wenyu is the spouse of Ms. He Huifang. Both Ms. He Huifang and Mr. Du Wenyu are therefore deemed to be interested in the Shares held by Fangyuan Education by virtue of the SFO, being 190,000,000 Shares.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the Shares held by Zhihui Guang in the Company would increase to approximately 51.64% of the issued share capital of the Company, respectively. As a result, Zhihui Guang (and persons acting in concert with it) may be required to make a mandatory offer under Rule 26 of the Takeovers Code. The Company has no intention to repurchase Shares to such extent as such that an obligation to make a general offer under the Takeovers Code will be triggered.

The Directors will not exercise the Repurchase 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%.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

In the six months preceding the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING

SOUTH CHINA VOCATIONAL EDUCATION GROUP COMPANY LIMITED 中國華南職業教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6913)

NOTICE IS HEREBY GIVEN that the annual general meeting of South China Vocational Education Group Company Limited (the “**Company**”) will be held at Room 905, Library Building, No. 492 Da Guan Zhong Road, Tianhe District, Guangzhou, Guangdong Province, PRC on Thursday, 26 May 2022 at 10:00 a.m. to consider and if thought fit, transact the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and auditor of the Company for the year ended 31 December 2021.
2. To declare a final dividend of HK5.6 cents per ordinary share in respect of the year ended 31 December 2021 out of the share premium account of the Company.
3.
 - (a) To re-elect Ms. He Huifen as an executive Director;
 - (b) To re-elect Ms. He Huifang as an executive Director;
 - (c) To re-elect Mr. Luo Pan as an independent non-executive Director; and
 - (d) To authorize the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
4. To re-appoint Ernst & Young as the Company’s auditor and to authorize the Board to fix their remuneration.
5. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the

NOTICE OF ANNUAL GENERAL MEETING

Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall 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;
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) 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 issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly;
- (iv) for the purpose of this resolution:–
 - (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:–
 1. the conclusion of the next annual general meeting of the Company;
 2. the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws of the Cayman Islands or the articles of association of the Company; or

NOTICE OF ANNUAL GENERAL MEETING

3. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) **“Rights Issue”** means an offer of shares in the capital of the Company, or 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 in the capital 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 recognized regulatory body or any stock exchange applicable to the Company).”
- (B) **“That:**
- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Listing Rules, be and is hereby generally and unconditionally approved;
 - (ii) the aggregate number of shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
 - (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws of the Cayman Islands or the articles of association of the Company to be held; or
- (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5(B) set out in the notice convening this meeting, provided that such amount of shares of the Company shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of the said resolutions.”

On behalf of the Board
**South China Vocational Education Group
Company Limited**
Mr. He Huishan
Chairman

Hong Kong, 21 April 2022

<i>Registered Office:</i>	<i>Corporate Headquarters and Principal Place of Business in the PRC:</i>	<i>Principal Place of Business in Hong Kong:</i>
Cricket Square	No. 492	40th Floor, Dah Sing
Hutchins Drive	Da Guan Zhong Road	Financial Centre
P.O. Box 2681	Tianhe District	No. 248 Queen’s Road East
Grand Cayman, KY1-1111	Guangzhou	Wanchai
Cayman Islands	Guangdong Province	Hong Kong
	PRC	

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.

If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the annual general meeting of the Company (i.e. no later than 10:00 a.m. on Tuesday, 24 May 2022 or any adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determining the entitlement of shareholders to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 23 May 2022 to Thursday, 26 May 2022, both days inclusive, during which period no share transfers can be registered. In order to be eligible for attending and voting at the Annual General Meeting, all transfer instruments accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 20 May 2022.
5. In the event that the Annual General Meeting is adjourned to a date later than Thursday, 26 May 2022 because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the above meeting will remain the same as stated above.
6. For the purpose of determining the shareholder of the Company's entitlement to the proposed final dividend of the Company, the register of members of the Company will be closed by the Group from Wednesday, 1 June 2022 to Thursday, 2 June 2022, both days inclusive, during proposed which period no transfer of shares of the Company will be effected. In order to be qualified for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Group's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 31 May 2022.
7. Where there are joint holders of any shares carrying voting rights, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at any meeting the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names of the joint holders appear in the register of members of the Company in respect of the joint holding.
8. A circular containing resolutions nos. 1 to 5 set out in the above notice will be sent to all shareholders of the Company together with the annual report of the Company for the year ended 31 December 2021.
9. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

As at the date of this notice, the Board of Directors of the Company comprises Mr. He Huishan, Ms. He Huiifen, Ms. He Huifang and Mr. Lao Hansheng as executive Directors; and Mr. Luo Pan, Mr. Yeh Zhe-Wei and Mr. Ma Shuchao as independent non-executive Directors.