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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker, 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;
**(IV) PROPOSED DECLARATION AND PAYMENT OF
FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT;**
(V) ADOPTION OF NEW ARTICLES;
AND
(VI) 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, 19 May 2023 at 10 a.m. is set out on pages 25 to 31 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, 17 May 2023) 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.

19 April 2023

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	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, 19 May 2023 at 10 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM set out on pages 25 to 31 of this circular or any adjournment thereof
“Articles”	the articles of association adopted by the Company, adopted on 30 May 2019
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (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
“Final Dividend”	the proposed final dividend of HK1.5 cents per Share as recommended by the Board
“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

DEFINITIONS

“Latest Practicable Date”	12 April 2023, 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
“New Articles”	the amended and restated Articles incorporating and consolidating all the Proposed Amendments and proposed to be adopted by way of special resolution at the Annual General Meeting
“PRC”	the People’s Republic of China
“Proposed Amendments”	the amendments to be made to the Articles, as set out in Appendix III to this circular
“Register of Members”	the register of members of the Company
“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
“RMB”	Renminbi, the lawful currency of the PRC
“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)
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately RMB21,790,000 as at 31 December 2022 based on the audited consolidated financial statement of the Company as at that date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

19 April 2023

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;
**(IV) PROPOSED DECLARATION AND PAYMENT OF
FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT;**
(V) ADOPTION OF NEW ARTICLES;
AND
(VI) 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;

LETTER FROM THE BOARD

(iii) proposed re-appointment of auditors; (iv) proposed declaration and payment of the Final Dividend for the year ended 31 December 2022 out of the Share Premium Account; (v) proposed adoption of New Articles; and (vi) 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 25 to 31 of this circular.

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

At the annual general meeting of the Company held on 27 May 2022, 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.

LETTER FROM THE BOARD

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.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 84(2) of the Articles, Mr. Fung Nam Shan, Mr. Wang Yuqing and Ms. Bi Hui, each being an independent 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 Ms. Bi Hui, Mr. Fung Nam Shan and Mr. Wang Yuqing to re-elect as independent non-executive Directors. 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.

The re-election of each of the Directors is subject to a separate resolution as set out in the notice of the AGM in this circular.

In reviewing the structure of the Board, the Board considers the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, length of service and industry and regional experience. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

In recommending Ms. Bi Hui, Mr. Fung Nam Shan and Mr. Wang Yuqing to stand for re-election as independent non-executive Directors, the Board has considered the following background and attributes of them:

Ms. Bi Hui was appointed as an independent non-executive Director on 18 November 2019. Ms. Bi has been teaching at Zhejiang University of Technology (浙江工業大學) since July 2004 and currently is an associate professor of the Law School thereat, and she has also been working

LETTER FROM THE BOARD

as a part-time lawyer at Zhejiang Kang City Law Firm (浙江康城律師事務所) since March 2005. Ms. Bi obtained a bachelor's degree of law from Southwest University of Political Science and Law (西南政法大學) in Chongqing, the PRC in July 1992 and a master's degree of law from Zhejiang University (浙江大學) in Zhejiang, the PRC in March 2008.

Mr. Fung Nam Shan was appointed as an independent non-executive Director on 3 November 2018. Mr. Fung has been the company secretary of Thelloy Development Group Limited (Stock code: 1546) since November 2015 and Camsing International Holding Limited (Stock code: 2662) since February 2016. Mr. Fung has been the company secretary and authorized representative of Seamless Green China (Holdings) Limited (Stock code: 8150) since July 2014 and Yat Sing Holdings Limited since March 2016. Mr. Fung has been the independent non-executive director of Energy International Investments Holdings Limited (Stock code: 353) since May 2015. Mr. Fung graduated from the University of Newcastle (紐卡素大學) in Australia with a bachelor's degree of commerce. Mr. Fung is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a certified practicing accountant of CPA Australia.

Mr. Wang Yuqing was appointed as an independent non-executive Director on 3 November 2018. Mr. Wang was the Dean of Wanfang College of Science & Technology of Henan Polytechnic University from October 2013 to March 2018. Mr. Wang graduated from the Jiaozuo Coal Mining School (焦作礦業學院), currently known as the Henan Polytechnic University (河南理工大學), in Jiaozuo City, Henan Province, the PRC majoring in engineering in 1978. He graduated from the Taiyuan Polytechnic University* (太原工業大學), currently known as the Taiyuan University of Technology (太原理工大學), in Taiyuan City, Shanxi Province, the PRC with a degree of master of engineering in 1995.

The Board considered that in view of their diverse and different educational backgrounds and professional knowledge and experience as mentioned above and as set out in Appendix II to this circular, they will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective operation and their appointments will contribute to the diversification of skills of the Board with independent views appropriate to the requirements of the Company's business as well as for its growth and development.

Ms. Bi Hui, Mr. Fung Nam Shan and Mr. Wang Yuqing have provided their annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board had reviewed the independence of Ms. Bi Hui, Mr. Fung Nam Shan and Mr. Wang Yuqing. The Board is of the view that Ms. Bi Hui, Mr. Fung Nam Shan and Mr. Wang Yuqing meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent for re-election.

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4. PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

At the meeting of the Board held on 30 March 2023, the Board recommended the declaration and payment of a final dividend of HK1.5 cents per ordinary Share for the year ended 31 December 2022.

As at the Latest Practicable Date, there were a total of 1,600,830,000 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Final Dividend, if declared and paid, will amount to approximately HK\$24.0 million. Subject to the fulfilment of the conditions set out in the section headed “Conditions of the Payment of Final Dividend out of the Share Premium Account” below, the Final Dividend is intended to be paid out of the Share Premium Account pursuant to Article 134 of the Articles and in accordance with the Cayman Companies Act.

As at 31 December 2022, based on the audited consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account was approximately RMB21,790,000. Following the payment of the Final Dividend, there will be a remaining balance of approximately RMB340,000 standing to the credit of the Share Premium Account.

Conditions of the Payment of the Final Dividend out of the Share Premium Account

The payment of the Final Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Final Dividend out of the Share Premium Account pursuant to Article 134 of the Articles; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Final Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Final Dividend will be paid in cash on or about, Thursday, 8 June 2023 to those Shareholders whose names appear on the Register of Members at close of business on Tuesday, 30 May 2023, being the record date of determination of entitlements of the Final Dividend.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Final Dividend will not be paid.

LETTER FROM THE BOARD

Reasons for and effect of the payment of the Final Dividend out of the Share Premium Account

To reward the Shareholders, the Board considers it appropriate to distribute the Final Dividend to repay the Shareholders' support.

After taking into account a number of factors including cash flow and financial condition of the Company, the Board considers it is appropriate and proposes that the Final Dividend be paid out of the Share Premium Account in accordance with Article 134 of the Articles and the Cayman Companies Act. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Final Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

5. 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 2023.

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 2023 could be performed more efficiently by Ernst & Young, which is in the best interests of the Company and the Shareholders as a whole.

6. ADOPTION OF THE NEW ARTICLES

Reference is made to the announcement of the Company dated 30 March 2023 in relation to the proposed adoption of the New Articles.

The Board has proposed to amend the existing Articles in order to (i) bring them in line with certain recent amendments made to the Listing Rules; (ii) reflect other relevant requirements under the applicable laws of the Cayman Islands; and (iii) incorporate certain housekeeping amendments.

In light of the number of the Proposed Amendments, the Board proposed to adopt the New Articles in substitution for, and to the exclusion of, the existing Articles. The Proposed Amendments are set out in Appendix III to this circular.

LETTER FROM THE BOARD

The Board is of the view that the Proposed Amendments and the adoption of the New Articles are in the interests of the Company and the Shareholders as a whole.

The Proposed Amendments and the adoption of the New Articles are subject to the approval of the Shareholders by way of special resolution at the Annual General Meeting and, if approved, will become effective upon such approval. Prior to the passing of the relevant special resolutions at the Annual General Meeting, the existing Articles shall remain valid.

After the Proposed Amendments come into effect, the full text of the New Articles will be published on the websites of the Stock Exchange and the Company.

7. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, 16 May 2023 to Friday, 19 May 2023 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, 19 May 2023. The record date will be Friday, 19 May 2023. 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, 15 May 2023.

The Register of Members will be closed from Thursday, 25 May 2023 to Tuesday, 30 May 2023 (both days inclusive), for the purpose of determining the entitlements to the Final Dividend for the year ended 31 December 2022. The record date will be Tuesday, 30 May 2023. In order to qualify for the Final Dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Company's 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 Wednesday, 24 May 2023.

8. ANNUAL GENERAL MEETING

Set out on pages 25 to 31 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; (ii) the re-election of the retiring Directors; (iii) proposed re-appointment of auditors; and (iv) proposed declaration and payment of the Final Dividend out of the Share Premium Account, and a special resolution will be proposed to the Shareholders to consider and approve the adoption of the New Articles.

LETTER FROM THE BOARD

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, 17 May 2023) 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.

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.

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).

9. 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; (iii) the re-appointment of auditors; (iv) the proposed declaration and payment of the Final Dividend out of the Share Premium Account; and (v) adoption of the New Articles 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.

10. 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.

LETTER FROM THE BOARD

11. GENERAL

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

12. 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

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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 2022 (as disclosed in its latest audited financial statements for the year ended 31 December 2022), 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 Cayman Companies Act, 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 Cayman Companies Act, out of capital.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2022		
April	4.15	3.25
May	4.35	3.29
June	4.21	3.34
July	4.01	3.05
August	3.79	3.10
September	3.31	1.42
October	1.56	1.00
November	1.83	0.78
December	1.68	0.87
2023		
January	1.60	1.10
February	1.75	1.24
March	1.48	1.03
April (up to the Latest Practicable Date)	1.20	1.04

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Bi Hui (畢慧), aged 58, was appointed as an independent non-executive Director on 18 November 2019. Ms. Bi has been teaching at Zhejiang University of Technology (浙江工業大學) since July 2004 and currently is an associate professor of the Law School thereat, and she has also been working as a part-time lawyer at Zhejiang Kang City Law Firm (浙江康城律師事務所) since March 2005. Ms. Bi worked as a part-time lawyer at Zhejiang Huichen Law Firm (浙江匯忱律師事務所) from March 1993 to March 2005 and as the head of the legal department to Zhejiang Yaojiang Group (浙江耀江集團) from 1997 to 2004, apart from which, Ms. Bi had worked as a legal advisor to various private companies and public institutions since 1993 and accumulated extensive experience in practicing civil and commercial cases and dealing with corporate law-related matters. Ms. Bi obtained a bachelor's degree of law from Southwest University of Political Science and Law (西南政法大學) in Chongqing, the PRC in July 1992 and a master's degree of law from Zhejiang University (浙江大學) in Zhejiang, the PRC in March 2008.

Ms. Bi has entered into a letter of appointment with the Company for a term of one year commencing from 18 November 2019, which may be terminated by not less than one month's notice in writing served by either party on the other. She is entitled to receive a remuneration of HK\$150,000 per annum as determined by the Board with reference to her experience and the prevailing market conditions for serving as an independent non-executive director.

Mr. Fung Nam Shan (馮南山), aged 46, was appointed as an independent non-executive Director on 3 November 2018.

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

The following table shows the key work experience of Mr. Fung:

Period	Company	Position	Roles and responsibilities
February 2011 to April 2013	South China Assets Holding Limited, formerly known as South China Land Limited (Stock code: 8155)	Financial controller and company secretary	Daily financial management, provision of financial and taxation advisory service and provision for budgetary control on development and construction projects
July 2014 to present	Seamless Green China (Holdings) Limited (Stock code: 8150)	Company secretary and authorized representative	Company secretarial matters
May 2015 to May 2017	China Ocean Fishing Holdings Limited (Stock code: 8047)	Company secretary and authorized representative	Company secretarial matters
May 2015 to present	Energy International Investments Holdings Limited (Stock code: 353)	Independent non-executive director	Providing opinion and judgment to the board
November 2015 to October 2016	Future Bright Mining Holdings Limited (Stock code: 2212)	Joint company secretary	Compliance
November 2015 to present	Thelloy Development Group Limited (Stock code: 1546)	Company secretary	Company secretarial matters
February 2016 to present	Camsing International Holding Limited (Stock code: 2662)	Company secretary	Company secretarial matters
March 2016 to present	Yat Sing Holdings Limited	Company secretary and authorized representative	Company secretarial matters

Mr. Fung graduated from the University of Newcastle (紐卡素大學) in Australia with a bachelor's degree of commerce. Mr. Fung is a certified public accountant of the Hong Kong Institute of Certified Public Accountants, and is a Certified Practicing Accountant of CPA Australia.

Mr. Fung has entered into a letter of appointment with the Company for a term of one year commencing from 18 June 2019 (the Listing Date), which may be terminated by not less than one month's notice in writing served by either party on the other. He is entitled to receive emoluments of HK\$150,000 per annum as determined by the Board with reference the prevailing market conditions for serving as an independent non-executive director.

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

Mr. Wang Yuqing (王裕清), aged 70, was appointed as an independent non-executive Director on 3 November 2018.

Period	Company	Position	Roles and responsibilities
February 1992 to January 1997	Jiaozuo Coal Mining School	Deputy director of Dean's Office	Management matters relating to his position
February 1997 to December 2002	Jiaozuo Coal Mining School	Dean of Adult Education College and the Head of Admission Office, Dean of School of Higher Vocational Education	Administrative matters and students enrollment relating to his position
December 2002 to May 2005	Jiaozuo Coal Mining School	Dean of Wanfang College of Science & Technology, Dean of Adult Education College, Dean of School of Higher Vocational Education	Administrative matters relating to his position
May 2005 to September 2006	Henan Polytechnic University	Dean of Wanfang College of Science & Technology	Administrative matters relating to his position
October 2006 to October 2008	Henan Polytechnic University	Assistance to Principal of Henan Polytechnic University and Dean of Wanfang College of Science & Technology	Administrative matters relating to his position
October 2008 to October 2013	Henan Polytechnic University	Vice principal of Henan Polytechnic University and Dean of Wanfang College of Science & Technology	Administrative matters relating to his position
October 2013 to March 2018	Henan Polytechnic University	Dean of Wanfang College of Science & Technology	Administrative matters relating to his position

Mr. Wang graduated from the Jiaozuo Coal Mining School (焦作礦業學院), currently known as the Henan Polytechnic University (河南理工大學) in Jiaozuo City, Henan Province, the PRC studying engineering in 1978. He graduated from the Taiyuan Polytechnic University* (太原工業大學), currently known as the Taiyuan University of Technology (太原理工大學) in Taiyuan City, Shanxi Province, the PRC with a degree of master of engineering in 1995.

Mr. Wang has entered into a service agreement with the Company for a term of one year commencing from 18 June 2019 (the Listing Date), which may be terminated by not less than one month's notice in writing served by either party on the other. He is entitled to receive emoluments of HK\$150,000 per annum as determined by the Board with reference to the prevailing market conditions for serving as an independent non-executive director.

Save as disclosed herein, none of the above Directors (i) holds any directorships in other listed public companies in Hong Kong or overseas in the last three years, or other major appointments, or professional qualifications; (ii) holds any other positions with the Company and its subsidiaries; (iii) has any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

In addition, there is no other matter that needs to be brought to the attention of the Shareholders in respect of the re-election of the above Directors and there is no information relating to the above Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

* *For identification purpose only*

The existing Articles will be replaced in their entirety by the New Articles. The major amendments to the existing Articles include the following:

ARTICLE AMENDMENTS

- (1) By deleting the word “Law” wherever it may appear and replacing it with the word “Act”;
- (2) By deleting the words “rules of the Designated Stock Exchange”, “rules of any Designated Stock Exchange” or “rules and regulations of the Designated Stock Exchange” (other than in the definition of “Listing Rules”) wherever they may appear and replacing them with the words “Listing Rules”;

Article 2(1)

- (3) By adding the following definition at the beginning of Article 2(1):

““Act” the Companies Act (2022 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.”

- (4) By adding the words “including but not limited to HKSCC” at the end of the definition of “clearing house”.

- (5) By adding the following definitions immediately after “head office”:

““HKSCC” Hong Kong Securities Clearing Company Limited.

“Listing Rules” rules and regulations of the Designated Stock Exchange.”

- (6) By deleting the definition “Law” in its entirety.

Article 2(2)

- (7) By replacing the “.” at the end of sub-paragraph 2(2)(i) with a “; and” and adding the following sub-paragraph 2(2)(j):

“(j) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member.”

Article 9

- (8) By deleting Article 9 in its entirety and replacing it with the words “INTENTIONALLY DELETED”.

Article 10

(9) By deleting paragraph (a) in its entirety and replacing it with the following in Article 10:

“(a) the necessary quorum (including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class; and”

Article 56

(10) by deleting Article 56 in its entirety and replacing it with the following:

“56. An annual general meeting of the Company shall be held for each financial year other than the financial year of the Company’s adoption of these Articles and such annual general meeting must be held within six (6) months after the end of Company’s financial year (unless a longer period would not infringe the Listing Rules, if any) at such time and place as may be determined by the Board.”

Article 58

(11) By adding the words “or resolution” immediately after the words “any business” in Article 58.

Article 59

(12) By deleting Article 59 (1) in its entirety and replacing it with the following:

“59. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings must be called by Notice of not less than fourteen (14) clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice, subject to the Act, if it is so agreed:

(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent. (95%) of the total voting rights at the meeting of all the Members.”

Article 61

(13) By deleting the second sentence of Article 61(2) in its entirety and replacing it with the following:

“Two (2) Members entitled to vote and present in person or (in the case of a Member being a corporation) by its duly authorized representative or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorized representative or proxy shall form a quorum for all purposes.”

Article 73

(14) By re-lettering Article 73(2) as 73(3) and adding the following as Article 73(2):

“(2) All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.”

Article 81

(15) By adding the words “the right to speak and to vote, and” after the word “including,” in the second sentence of Article 81(2);

Article 83

(16) By deleting Article 83(3) in its entirety and replacing it with the following:

“83(3) The Directors shall have the 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 so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.”

Article 100

(17) By deleting Article 100 (1) in its entirety and replacing it with the following:

“100.(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) the giving of any security or indemnity either:
 - (a) to the Director or his close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;

- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”

Article 152

(18) By replacing the word “special” in Article 152(2) with the word “ordinary”.

(19) By adding the following as a new Article 152(3):

“(3) The remuneration of the Auditor shall be fixed by the Company by ordinary resolution in general meeting or in such manner as the Members may determine by a body that is independent of the Board.”

Article 154

(20) By deleting Article 154 in its entirety and replacing it with the following:

“154. The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members or other body that is independent of the Board in accordance with Article 152(3).”

Article 155

(21) By deleting Article 155 in its entirety and replacing it with the words “INTENTIONALLY DELETED”.

Article 167

(22) By adding the following Article as a new Article 167:

“ FINANCIAL YEAR

167. Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 December in each year.”

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, 19 May 2023 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 2022.
2. (a) To declare a final dividend of HK1.5 cents per ordinary share out of the share premium account of the Company (the “**Final Dividend**”) for the year ended 31 December 2022.

(b) Any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.
3. (a) To re-elect the following retiring Directors of the Company:
 - i. Ms. Bi Hui as an independent non-executive Director;
 - ii. Mr. Fung Nam Shan as an independent non-executive Director; and
 - iii. Mr. Wang Yuqing as an independent non-executive Director.
(b) To authorise the board of the Directors to fix the remuneration of the Directors.

NOTICE OF ANNUAL GENERAL MEETING

4. To re-appoint Ernst & Young as the Auditors and authorise the board of the Directors to fix their remuneration.
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 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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

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).”

6. 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

7. 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. 5 and 6 above, the general mandate to the Directors pursuant to resolution no. 5 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. 6, 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.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

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

“That:

- (a) the proposed amendments to the existing articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 19 April 2023 be and are hereby approved; and
- (b) the amended and restated articles of association of the Company (incorporating the Proposed Amendments), a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the Annual General Meeting, be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing articles of association of the Company with immediate effect; and
- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the aforesaid resolution (a) and (b), including without limitation, attending to necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

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

Wenzhou, Zhejiang Province, the People’s Republic of China
19 April 2023

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

NOTICE OF ANNUAL GENERAL MEETING

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 on 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, 17 May 2023) 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.
7. For the purposes of holding the AGM, the register of members of the Company will be closed from Tuesday, 16 May 2023 to Friday, 19 May 2023 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, 19 May 2023. 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, 15 May 2023.
8. For the purpose of determining the entitlement to the Final Dividend for the year ended 31 December 2022, the register of members of the Company will be closed from Thursday, 25 May 2023 to Tuesday, 30 May 2023 (both days inclusive). In order to qualify for the Final Dividend, 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 Wednesday, 24 May 2023.

NOTICE OF ANNUAL GENERAL MEETING

9. 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.
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.