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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 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 China Beststudy Education Group, 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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China Beststudy Education Group

卓越教育集團*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3978)

PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of China Beststudy Education Group to be held at 41/F, Xinde Business Centre, Zhongshan 4th Road, Yuexiu District, Guangzhou, Guangdong, PRC on Tuesday, 16 May 2023 at 2:30 p.m. is set out on pages 22 to 26 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.beststudy.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 2:30 p.m. on Sunday, 14 May 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 41/F, Xinde Business Centre, Zhongshan 4th Road, Yuexiu District, Guangzhou, Guangdong, PRC on Tuesday, 16 May 2023 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 22 to 26 of this circular, or any adjournments thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors of the Company
“Company”	China Beststudy Education Group 卓越教育集團*, a company incorporated in the Cayman Islands as an exempted company with limited liability on 27 August 2010, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

* For identification purpose only

DEFINITIONS

“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 22 to 26 of this circular
“Latest Practicable Date”	17 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Prospectus”	the prospectus of the Company dated 12 December 2018
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 22 to 26 of this circular
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of US\$0.00005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



China Beststudy Education Group

卓越教育集團*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3978)

Executive Directors:

Junjing Tang (*Chairman*)
Junying Tang
Gui Zhou
Weiyang Guan

Non-executive Directors:

Wenhui Xu
Wai Ng

Independent Non-executive Directors:

Yu Long
Caihe Lin
Jun Gan

Registered Office:

4th Floor, Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman, KY1-1002
Cayman Islands

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

41/F, Xinde Business Centre,
Zhongshan 4th Road,
Yuxiu District, Guangzhou,
Guangdong, PRC

Principal Place of Business in Hong Kong:

Room 1901, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

24 April 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

* For identification purpose only

LETTER FROM THE BOARD

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.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of nine Directors, namely Mr. Junjing Tang, Mr. Junying Tang, Mr. Gui Zhou, Ms. Weiyang Guan, Mr. Wenhui Xu, Mr. Wai Ng, Ms. Yu Long, Mr. Caihe Lin and Mr. Jun Gan.

In accordance with Article 109 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 three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Junjing Tang, Mr. Gui Zhou and Ms. Yu Long shall retire by rotation at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with Article 113 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 or as an additional Director. Any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, Mr. Jun Gan, who was appointed as a Director on 23 September 2022, and Mr. Wai Ng, who was appointed as a Director on 28 March 2023, shall retire from their offices as Directors at the Annual General Meeting. The above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

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

3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 22 to 26 of this circular (i.e. a total of 169,444,200 Shares based on 847,221,000 Shares in

LETTER FROM THE BOARD

issue as at the Latest Practicable Date and on the basis that such number of Shares in issue remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 22 to 26 of this circular (i.e. a total of 84,722,100 Shares based on 847,221,000 Shares in issue as at the Latest Practicable Date and on the basis that such number of Shares in issue remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Repurchase Mandate.

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 granting of the Repurchase Mandate is set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 22 to 26 of this circular.

Pursuant to the Listing Rules and Article 72 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting is to be decided by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution 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 the Listing Rules.

LETTER FROM THE BOARD

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 (<http://www.hkexnews.hk>) and the Company (<http://www.beststudy.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 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 but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. before 2:30 p.m. on Sunday, 14 May 2023) or any adjournment thereof. 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.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Repurchase Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board

China Beststudy Education Group

Junjing Tang

Chairman, Chief Executive Officer and Executive Director

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

(1) **Mr. Junjing Tang (唐俊京)**

Position and Experience

Mr. Junjing Tang (唐俊京), aged 53, is an executive Director, the chairman of the Board and the chief executive officer, being responsible for the overall development, operation and management of the Company. Mr. Junjing Tang co-founded the Group as a key senior management member of Guangzhou Beststudy Training Centre (廣州卓越教育培訓中心) (formerly known as “Guangzhou Beststudy Tuition Centre (廣州卓越教育補習中心)” from June 1998 to September 2000) in October 1997. He was appointed as a Director on 27 August 2010 and designated as an executive Director on 13 June 2018, and was appointed as the chairman of the Board and the chief executive officer on 13 June 2018. He has served as a director and the chairman of the board of directors of Guangzhou Beststudy Educational Co., Ltd. (廣州市卓越里程教育科技有限公司) (“**Guangzhou Beststudy**”) since July 2000 and served as the principal of Guangzhou Beststudy Training Centre from October 1997 to June 2000. Mr. Junjing Tang has over 25 years’ experience in the PRC education industry. Mr. Junjing Tang has also served as the chairman of the board of directors of Huoerguosi Lexue Venture Capital Investment Co., Ltd. (霍爾果斯樂學創業投資有限公司) since December 2016. Prior to founding the Group, Mr. Junjing Tang served as the manager of Guangzhou Riya Advertising Co., Ltd. (廣州市瑞雅廣告有限公司), which was primarily engaged in advertisement business from July 1994 to September 1997.

Mr. Junjing Tang obtained a master’s degree in business administration from China Europe International Business School (中歐國際工商學院) and a bachelor’s degree in international finance from Shenzhen University (深圳大學) in October 2011 and June 1993, respectively.

Save as disclosed above, Mr. Junjing Tang has not held any other positions with the Company and other members of the Group, any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas nor any other major appointments or professional qualifications.

Length of service

Mr. Junjing Tang has entered into a service contract with the Company. The initial term of his service contract commenced from the date of his appointment and was renewed on 1 April 2021 for a period of three years (subject always to re-election as and when required under the Articles of Association), until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than three months' prior notice in writing.

Relationships

Mr. Junjing Tang is the brother of Mr. Junying Tang, an executive Director and a senior vice president of the Company. Save as disclosed above, he does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

Interests in Shares

As at the Latest Practicable Date, Mr. Junjing Tang was interested in a total of 459,098,231 Shares, representing approximately 54.19% of the total number of Shares in issue. Mr. Junjing Tang beneficially owned interests in 1,323,000 Shares. Pursuant to the SFO, Mr. Junjing Tang is deemed to be interested in (i) 171,165,101 Shares held by JTC Trustees (BVI) Limited (a trust which Mr. Junjing Tang is the settlor); (ii) 143,510,888 Shares held by JTC Trustees (BVI) Limited (a trust which Mr. Junying Tang is the settlor); and (iii) 841,000 Shares beneficially owned by Mr. Gui Zhou and 142,258,242 Shares held by JTC Trustees (BVI) Limited (a trust which Mr. Gui Zhou is the settlor), as he, Mr. Junying Tang and Mr. Gui Zhou are parties acting in concert.

Director's emoluments

For the financial year ended 31 December 2022, based on the remuneration policy of the Company, Mr. Junjing Tang received RMB1,579,000 as director's emoluments, among which, RMB1,399,000 is remuneration, allowances and other benefits in kind; RMB138,000 is the discretionary bonus; and RMB42,000 is pension scheme contribution. His director's emoluments are determined based on the Company's operating results, personal performance and the prevailing market conditions.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is disclosable nor is Mr. Junjing Tang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Junjing Tang that need to be brought to the attention of the Shareholders.

(2) Mr. Gui Zhou (周貴)

Position and Experience

Mr. Gui Zhou (周貴), aged 50, is an executive Director, a senior vice president, being responsible for the overall management of the Company, administrative management, talent education and strategic cooperation. Mr. Gui Zhou co-founded the Group as a senior management member of Guangzhou Beststudy Training Centre in October 1997. He was appointed as a Director on 21 January 2011 and designated as an executive Director on 13 June 2018. Mr. Gui Zhou has over 25 years' experience in the PRC education industry. Mr. Gui Zhou has also served as a director of Huoerguosi Lexue Venture Capital Investment Co., Ltd. since December 2016. From July 1994 to September 1997, he served as a deputy manager of Guangzhou Ruiya Advertisement Co., Ltd.

Mr. Gui Zhou obtained an executive master's degree in business administration from Cheung Kong Graduate School of Business (長江商學院) and a bachelor's degree in international trade from Sun Yat-Sen University (中山大學) in October 2012 and June 1994, respectively.

Save as disclosed above, Mr. Gui Zhou has not held any other positions with the Company and other members of the Group, any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas nor any other major appointments or professional qualifications.

Length of service

Mr. Gui Zhou has entered into a service contract with the Company. The initial term of his service contract commenced from the date of his appointment and was renewed on 1 April 2021 for a period of three years (subject always to re-election as and when required under the

Articles of Association), until terminated in accordance with the terms and conditions of the service contract or by either party giving to the other not less than three months' prior notice in writing.

Relationships

Mr. Gui Zhou does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

Interests in Shares

As at the Latest Practicable Date, Mr. Gui Zhou was interested in a total of 459,098,231 Shares, representing approximately 54.19% of the total number of Shares in issue. Mr. Gui Zhou beneficially owned interests in 841,000 Shares. Pursuant to the SFO, Mr. Gui Zhou is deemed to be interested in (i) 1,323,000 Shares beneficially owned by Mr. Junjing Tang and 171,165,101 Shares held by JTC Trustees (BVI) Limited (a trust where Mr. Junjing Tang is the settlor); (ii) 143,510,888 Shares held by JTC Trustees (BVI) Limited (a trust where Mr. Junying Tang is the settlor) and (iii) 142,258,242 Shares held by JTC Trustees (BVI) Limited (a trust where Mr. Gui Zhou is the settlor), as he, Mr. Junjing Tang and Mr. Junying Tang are parties acting in concert.

Director's emoluments

For the financial year ended 31 December 2022, based on the remuneration policy of the Company, Mr. Gui Zhou received RMB1,576,000 as director's emoluments, among which, RMB1,396,000 is remuneration, allowances and other benefits in kind; RMB138,000 is the discretionary bonus; and RMB42,000 is pension scheme contribution. His director's emoluments are determined based on the Company's operating results, personal performance and the prevailing market conditions.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information which is disclosable nor is Mr. Gui Zhou involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Gui Zhou that need to be brought to the attention of the Shareholders.

(3) Mr. Wai Ng (吳煒)*Position and Experience*

Mr. Wai Ng (吳煒), aged 49, is a non-executive Director. Mr. Wai Ng served as a manager for Dao Heng Securities Limited (道亨證券有限公司) (subsequently renamed as GuocoCapital Limited (國浩資本有限公司)) from 2006 to 2009; he served as a deputy general manager of research department in Guosen Securities (HK) Financial Holdings Company Limited (國信證券(香港)金融控股有限公司) from 2009 to 2013; he served as an executive director of China Securities (International) Finance Holding Company Limited (中信建投(國際)金融控股有限公司) from 2013 to 2019; and he has served as the chief executive officer, director and partner in Hung Sing Securities Limited (鴻昇證券有限公司) and Hung Sing Asset Management Limited (鴻升資產管理有限公司) since 2019.

Mr. Wai Ng obtained a degree of master of philosophy from The Chinese University of Hong Kong (香港中文大學) and a bachelor's degree in economics from University of International Business and Economics (對外經濟貿易大學) in December 2003 and June 1994, respectively.

Save as disclosed above, Mr. Wai Ng has not held any other positions with the Company and other members of the Group, any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas nor any other major appointments or professional qualifications.

Length of service

Mr. Wai Ng has entered into an appointment letter with the Company. The initial term of his service shall be a period of three years from the date of his appointment, (subject always to re-election as and when required under the Articles of Association) until termination in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing.

Relationships

Mr. Wai Ng does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

Interests in Shares

As at the Latest Practicable Date, Mr. Wai Ng was not interested in any Shares pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the appointment letter entered into between Mr. Wai Ng and the Company, Mr. Wai Ng is entitled to receive a total remuneration of HK\$120,000 per annum for his directorship in the Company, which was determined by the Board based on the recommendation of the Remuneration Committee with reference to his experience, level of responsibilities undertaken, and the prevailing market conditions.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is disclosable nor is Mr. Wai Ng involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wai Ng that need to be brought to the attention of the Shareholders.

(4) Ms. Yu Long (隆雨)*Position and Experience*

Ms. Yu Long (隆雨), aged 47, is an independent non-executive Director, being responsible for supervising and providing independent judgement to the Board. Ms. Yu Long was appointed as an independent non-executive Director on 3 December 2018 and served as an independent director of Guangzhou Beststudy from May 2017 to March 2018. Ms. Yu Long has been a director of JD.com International (Singapore) Pte. Limited and the head of the CHO&GC system of Beijing Jingdong Century Trade Co., Ltd. (北京京東世紀貿易有限公司), both of which are subsidiaries of JD.com, Inc., a company listed on NASDAQ (stock code: JD) and on the main board of the Stock Exchange (stock code: 9618) respectively and primarily engaged in e-commerce, since November 2014 and August 2012, respectively. Ms. Yu Long obtained a master's degree in business administration from China Europe International Business School and a bachelor's degree in economic law from Southwest University of Political Science and Law (西南政法大學) in October 2011 and July 1998, respectively.

Save as disclosed above, Ms. Yu Long has not held any other positions with the Company and other members of the Group, any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas nor any other major appointments or professional qualifications.

Length of service

Ms. Yu Long has entered into an appointment letter with the Company. The appointment letter was renewed on 1 April 2021 for a period of three years, (subject always to re-election as and when required under the Articles of Association) until termination in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing.

Relationships

Ms. Yu Long does not have any relationships with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

Interests in Shares

As at the Latest Practicable Date, Ms. Yu Long was not interested in Shares pursuant to Part XV of the SFO.

Director's emoluments

For the financial year ended 31 December 2022, based on the remuneration policy of the Company, Ms. Yu Long received RMB132,000 as director's emoluments, which was determined by the Board based on the recommendation of the Remuneration Committee with reference to her experience, level of responsibilities undertaken and the prevailing market conditions.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information which is disclosable nor is Ms. Yu Long involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Yu Long that need to be brought to the attention of the Shareholders.

(5) Mr. Jun Gan (甘軍)*Position and Experience*

Mr. Jun Gan (甘軍), aged 54, is an independent non-executive Director, being responsible for supervising and providing independent judgement to our Board. Mr. Jun Gan is a certified public accountant and registered tax adviser in the PRC and has over 31 years of experience in accounting and taxation. From October 2004 to February 2006, he worked as a financial manager and an assistant to the general manager in Guangdong Gentle Technology Company Limited* (廣東正道科技有限公司); from September 2007 to October 2016, he worked as an assistant to the chief executive officer in Chiho Environmental Group Limited (齊合環保集團有限公司*), formerly known as Chiho-Tiande Group Limited (齊合天地集團有限公司*), a company listed on the main board of the Stock Exchange (stock code: 0976), and a director of its subsidiary; from November 2016 to September 2018, he worked as an audit manager in Morison Heng CPA Limited (華利信會計師事務所有限公司); from June 2021 to March 2022, he worked as the chairman and the chief financial officer in a subsidiary of Huazhang Technology Holding Limited (華章科技控股有限公司*), a company listed on the main board of the Stock Exchange (stock code: 1673); and from December 2021 to March 2022, he also served as an executive director of Huazhang Technology Holding Limited.

Mr. Jun Gan obtained a bachelor's degree in accountancy from Southwestern University of Finance and Economics (西南財經大學) in December 1996.

Save as disclosed above, Mr. Jun Gan has not held any other positions with the Company and other members of the Group, any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas nor any other major appointments or professional qualifications.

Length of service

Mr. Jun Gan has entered into an appointment letter with the Company. The initial term of his service shall be a period of three years the date of his appointment, (subject always to re-election as and when required under the Articles of Association) until termination in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months' prior notice in writing.

Relationships

Mr. Jun Gan does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules.

Interests in Shares

As at the Latest Practicable Date, Mr. Jun Gan was not interested in any Shares pursuant to Part XV of the SFO.

Director's emoluments

For the financial year ended 31 December 2022, based on the remuneration policy of the Company, Mr. Jun Gan received RMB27,000 as director's emoluments, which was determined by the Board based on the recommendation of the Remuneration Committee with reference to his experience, level of responsibilities undertaken and the prevailing market conditions.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information which is disclosable nor is Mr. Jun Gan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Jun Gan that need to be brought to the attention of the Shareholders.

**NOMINATION POLICY AND PROCEDURE FOR ELECTION OF INDEPENDENT
NON-EXECUTIVE DIRECTORS**

Where vacancies on the Board exist, the Nomination Committee evaluates skills, knowledge and experience required by the Board, and identifies if there is any special requirement for the vacancy.

The Nomination Committee identifies appropriate candidates and convenes Nomination Committee meeting to discuss and vote in respect of the nominated Directors, and recommends candidates for Directors to the Board. In reviewing the structure of the Board, the Nomination Committee will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, race, professional experience, skills, knowledge, and term of service. 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, and where nomination of independent non-executive Directors is under consideration, the requirements of Rule 3.13 of the Listing Rules shall be satisfied.

The Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, is of the view that the election of Ms. Yu Long and Mr. Jun Gan as independent non-executive Directors will further complement the Company's corporate strategy, and promote the Board diversity. The Nomination Committee is satisfied that each of Ms. Yu Long and Mr. Jun Gan has the required character, integrity and experience to continuously fulfil her/his role as an independent non-executive Director effectively.

In view of the above, the Nomination Committee nominated Ms. Yu Long and Mr. Jun Gan for the Board to recommend them to be elected by Shareholders at the Annual General Meeting.

With reference to the qualifications and working experience of Ms. Yu Long and Mr. Jun Gan as set out in Appendix I to this circular, the Board is of the view that they can bring technical knowledge and business insights to the Board and contribute to the Board's diversity. Given that each of Ms. Yu Long and Mr. Jun Gan has confirmed in writing to the Company of her/his independence with reference to various factors set out in Rule 3.13 of the Listing Rules, the Board is satisfied with her/his independence and considers Ms. Yu Long and Mr. Jun Gan to be independent. The Board believed that her/his re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

The following is 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 847,221,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 847,221,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 84,722,100 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR REPURCHASE

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

3. FUNDING OF REPURCHASE

Purchases must be funded out of funds legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of Hong Kong and the Cayman Islands. A listed company may not purchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. As a matter of the Cayman Islands law, any repurchases by the Company may be made out of the Company's profits or the Company's share premium account, or out of the proceeds of a new issue of shares made for the purpose of the repurchase, or, if so authorised by the Articles of Association, out of capital. Any amount of premium payable on the purchase over the par value of the shares to be repurchased must be out of the profits of the Company, or from sums standing to the credit of the Company's share premium account, or, if so authorised by the Articles of Association, out of capital.

4. IMPACT OF REPURCHASE

There might not be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2022) 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 during the 12 calendar months preceding the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	0.310	0.210
May	0.475	0.265
June	0.550	0.350
July	0.410	0.345
August	0.420	0.355
September	0.530	0.385
October	0.550	0.430
November	0.750	0.490
December	0.980	0.630
2023		
January	0.980	0.830
February	0.900	0.750
March	0.870	0.780
April (up to the Latest Practicable Date)	0.840	0.790

**Note: The data source of share prices was from Yahoo Finance.*

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 repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

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 an 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Junjing Tang, Mr. Junying Tang and Mr. Gui Zhou, being parties acting in concert and the controlling shareholders of the Company, were jointly interested in a total of 459,098,231 Shares, representing approximately 54.19% of the total issued shares of the Company by virtue of the SFO. In the event that the Directors exercise the proposed Repurchase Mandate in full, the shareholding of Mr. Junjing Tang, Mr. Junying Tang and Mr. Gui Zhou as a group would be increased to approximately 60.21% of the issued shares of the Company.

The Directors consider that such an increase would not give rise to an obligation on them to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the percentage of Shares held by the public to less than 25% of the Company's total issued share capital. The Directors have no intention to exercise the Repurchase Mandate to such an extent as may result in

the public shareholding falling below the minimum public float requirement and will ensure that the Company shall comply with the requirements of the Listing Rules, including the minimum percentage of Shares being held in public hands.

8. REPURCHASES MADE BY THE COMPANY

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

NOTICE OF ANNUAL GENERAL MEETING



China Beststudy Education Group

卓越教育集團*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3978)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of China Beststudy Education Group (the “**Company**”) will be held at 41/F, Xinde Business Centre, Zhongshan 4th Road, Yuexiu District, Guangzhou, Guangdong, the People’s Republic of China on Tuesday, 16 May 2023 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 December 2022.
2.
 - (a) To re-elect Mr. Junjing Tang as an executive director of the Company.
 - (b) To re-elect Mr. Gui Zhou as an executive director of the Company.
 - (c) To re-elect Mr. Wai Ng as a non-executive director of the Company.
 - (d) To re-elect Ms. Yu Long as an independent non-executive director of the Company.
 - (e) To re-elect Mr. Jun Gan as an independent non-executive director of the Company.
 - (f) To authorise the board of directors of the Company to fix the remuneration of directors of the Company.
3. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of directors of the Company to fix auditors’ remuneration.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) 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 if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased 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 or subdivision shall be the same; and
- (c) 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 the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) an issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities which carry rights to subscribe for or are convertible into shares;
 - (iii) the exercise of options under a share option scheme of the Company; and
 - (iv) any scrip dividend scheme 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,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(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 the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board

China Beststudy Education Group

Junjing Tang

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 24 April 2023

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 to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited 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 more than one proxy to attend and, on a poll, vote instead of him. 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.
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 in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. before 2:30 p.m. on Sunday, 14 May 2023) or any adjournment thereof. 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 determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Thursday, 11 May 2023 to Tuesday, 16 May 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, unregistered holders of shares of the Company shall ensure that all transfer documents 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 for registration not later than 4:30 p.m. on Wednesday, 10 May 2023.
5. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 10:00 a.m. on Tuesday, 16 May 2023, the above meeting will not be held on Tuesday, 16 May 2023 but will be held on the first business day immediately after that date at the same time and place. The Company will post an announcement on the websites of the Company and The Stock Exchange of Hong Kong Limited to notify the Shareholders.