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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in **Alliance International Education Leasing Holdings Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**ALLIANCE INTERNATIONAL EDUCATION LEASING HOLDINGS LIMITED**

**友聯國際教育租賃控股有限公司**

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

**(Stock Code: 1563)**

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Alliance International Education Leasing Holdings Limited to be held at 12<sup>th</sup> Floor, T4, Qiaochengfang, No. 4080, Qiaoxiang Road, Nanshan District, Shenzhen, Guangdong, the PRC on Wednesday, 24 May 2023, at 10:30 a.m., at which a number of matters including the above proposals will be considered, is set out on pages 23 to 27 of this circular.

Whether or not you are able to attend the annual general meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof (excluding any part of a day that is a public holiday). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so desire.

24 April 2023

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 12 <sup>th</sup> Floor, T4, Qiaochengfang, No. 4080, Qiaoxiang Road, Nanshan District, Shenzhen, Guangdong, PRC on 24 May 2023, at 10:30 a.m. or where the context so admits, any adjournment thereof
“AGM Notice”	the notice convening the AGM as set out on pages 23 to 27 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“Company”	Alliance International Education Leasing Holdings Limited (友聯國際教育租賃控股有限公司), a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (Stock code: 1563)
“Director(s)”	the director(s) of the Company
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with Shares in the manner as set out in the ordinary resolution numbered 4 of the AGM Notice (as extended by adding to it the aggregate number of issued Shares repurchased under the Repurchase Mandate pursuant to the ordinary resolution numbered 6 of the AGM Notice)
“Latest Practicable Date”	13 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

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## DEFINITIONS

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“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 which, for the purpose of this circular, excludes Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in the ordinary resolution numbered 5 of the AGM Notice
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of US\$0.000001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“%”	per cent

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**LETTER FROM THE BOARD**

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**ALLIANCE INTERNATIONAL EDUCATION LEASING HOLDINGS LIMITED**

**友聯國際教育租賃控股有限公司**

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

**(Stock Code: 1563)**

*Executive Directors:*

Mr. LI Luqiang (*Chief Executive Officer*)  
Mr. LIU Zhenjiang  
Mr. LUO Zhenming  
Mr. QIAO Renjie  
Mr. YUEN Kin Shan

*Registered office:*

Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Non-executive Directors:*

Mr. SONG Jianbo (*Chairman of the Board*)  
Mr. JIAO Jianbin

*Hong Kong principal place of business:*

Unit 2602, 26<sup>th</sup> Floor, One Hennessy  
No. 1 Hennessy Road  
Wan Chai  
Hong Kong

*Independent non-executive Directors:*

Mr. LIU Changxiang  
Mr. LIU Xuwei  
Mr. JIAO Jian  
Mr. SHEK Lai Him Abraham  
Ms. XING Li

24 April 2023

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you details of the following proposals which, together with other ordinary business, will be proposed at the AGM for consideration and, where appropriate, approval by the Shareholders:

- (i) re-election of Directors; and
- (ii) grant of the General Mandates.

The AGM Notice is set out on pages 23 to 27 of this circular.

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## LETTER FROM THE BOARD

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### 2. RE-ELECTION OF DIRECTORS

The Board currently comprises twelve Directors, of which five are executive Directors, namely Mr. Li Luqiang (Chief Executive Officer) and Mr. Liu Zhenjiang, Mr. Luo Zhenming, Mr. Qiao Renjie and Mr. Yuen Kin Shan, two are non-executive Directors, namely Mr. Song Jianbo (Chairman of the Board) and Mr. Jiao Jianbin and five are independent non-executive Directors, namely Mr. Liu Changxiang, Mr. Liu Xuewei, Mr. Jiao Jian, Mr. Shek Lai Him Abraham and Ms. Xing Li.

In accordance with Article 83(3) of the Articles, any Director appointed by the Board 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. Song Jianbo, Mr. Yuen Kin Shan and Ms. Xing Li, who have been appointed by the Board on 9 January 2023, and Mr. Luo Zhenming and Mr. Qiao Renjie, who have been appointed by the Board on 18 August 2022, respectively, shall hold office until the AGM pursuant to Article 83(3) of the Articles, and being eligible, offer themselves for re-election at the AGM.

In addition, in accordance with Articles 84(1) and (2) of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Li Luqiang, Mr. Jiao Jianbin and Mr. Jiao Jian shall retire at the AGM, and being eligible, offer themselves for re-election at the AGM.

The Nomination Committee has reviewed the annual confirmations of independence provided by Mr. Jiao Jian and Ms. Xing Li, the independent non-executive Directors proposed for re-election, and was satisfied that all of them meet the independence criteria as set out in Rule 3.13 of the Listing Rules. Given that Mr. Jiao Jian and Ms. Xing Li have experience in various fields and professions and during their tenure serving on the Board, each of Mr. Jiao Jian and Ms. Xing Li has demonstrated his/her abilities to provide independent views to the Company's matters, and the Nomination Committee was satisfied that both Mr. Jiao Jian and Ms. Xing Li have the required character, integrity and experience to continue fulfilling the role of independent non-executive Directors.

The Nomination Committee has also reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and nomination policy (including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, industry and regional

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## LETTER FROM THE BOARD

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experience, length of service). The Nomination Committee has recommended to the Board on the re-election of all the aforesaid retiring Directors who, being eligible, will offer themselves for re-election at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, the details of the Directors proposed to be re-elected at the AGM required under Rule 13.51(2) of the Listing Rules are set out in Appendix I.

### **3. GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES**

The current general mandates granted to the Directors to issue and repurchase Shares will expire at the conclusion of the AGM and, therefore, ordinary resolutions will be proposed at the AGM to grant general mandates as follows:

- (i) to grant to the Directors the Issue Mandate to allot, issue and otherwise deal with additional Shares not exceeding 20% of the number of issued Shares at the date of passing of the resolution (i.e. issue of new Share(s) not exceeding 338,182,800 Shares based on the number of issued Shares of 1,690,914,000 Shares as at the Latest Practicable Date, assuming that no further Shares will be allotted and issued prior to the passing of the relevant ordinary resolution at the AGM);
- (ii) to grant to the Directors the Repurchase Mandate to purchase or repurchase issued and fully paid up Shares not exceeding 10% of the number of issued Shares at the date of passing of the resolution (i.e. not exceeding 169,091,400 Shares based on the number of issued Shares of 1,690,914,000 Shares as at the Latest Practicable Date, assuming that no further Shares will be allotted and issued prior to the passing of the relevant ordinary resolution at the AGM); and
- (iii) conditional upon the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, to extend the Issue Mandate by the addition thereto the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

Full text of the relevant ordinary resolutions in relation to the general mandates described in (i), (ii) and (iii) above are set out as resolutions numbers 4, 5 and 6 respectively in the AGM Notice.

The Directors have no immediate plans to allot, issue, or deal with any new Shares other than Shares which may fall to be issued under the share option scheme(s) (if any) of the Company or pursuant to any scrip dividend scheme or under similar arrangement which may be approved by the Shareholders from time to time or as a result of conversion of any convertible preference share or perpetual convertible bond securities of the Company in issue or repurchase any Shares pursuant to the relevant mandates.

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## LETTER FROM THE BOARD

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In accordance with Rule 10.06(1)(b) of the Listing Rules, the Company is required to send to Shareholders an explanatory statement containing information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its Shares. This explanatory statement is set out in Appendix II to this circular.

#### **4. 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.

#### **5. ANNUAL GENERAL MEETING**

The AGM Notice is set out on pages 23 to 27 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 10:30 a.m. on Monday, 22 May 2023) or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

#### **6. VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll save that the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

None of the Shareholders is required to abstain from voting at the AGM pursuant to the Listing Rules and/or the Articles.

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## LETTER FROM THE BOARD

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### 7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 19 May 2023 to Wednesday, 24 May 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attendance of the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 18 May 2023.

### 8. RECOMMENDATION

The Directors consider that the proposals described in this circular are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolutions regarding the re-election of Directors and the grant of the General Mandates to be proposed at the AGM.

### 9. GENERAL

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

Yours faithfully,  
For and on behalf of the Board  
**Alliance International Education Leasing Holdings Limited**  
**Song Jianbo**  
*Chairman*

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

**MR. SONG JIANBO — CHAIRMAN OF THE BOARD AND NON-EXECUTIVE DIRECTOR**

Mr. SONG Jianbo (宋建波) (“**Mr. Song**”), aged 52, is the chairman of the Board and a non-executive Director appointed to the Board on 9 January 2023. He is responsible for (i) convening and chairing general meetings and Board meetings; and (ii) providing overall corporate strategic advice to the Group, as well as developing and implementing business strategy.

Mr. Song, has held various positions of a number of companies established in the PRC over the years. For instance, he is a chairman of the board of directors of Nanshan Group Co., Ltd.\* (南山集團有限公司) (“**Nanshan Group**”) since February 2015. In March 1993, he joined Shandong Nanshan Aluminium Co., Ltd.\* (山東南山鋁業股份有限公司) (“**Nanshan Aluminium**”), which is listed on the Shanghai Stock Exchange (stock code: 600219). During his tenure at Nanshan Aluminium, Mr. Song had been a director, the vice chairman of the board of directors, the general manager and the chairman of the board of directors. For the last three years, Mr. Song had been a director of Nanshan Aluminium until November 2021.

Mr. Song graduated from Beijing International Studies University (北京第二外國語學院) majoring in English in June 1990 and completed a tertiary college online course on economic management of Jilin University (吉林大學) in January 2015.

Mr. Song was the director and/or legal representative of certain companies, which were incorporated in the PRC, immediately prior to their dissolutions. For further details, please refer to the announcement of the Company dated 9 January 2023.

Mr. Song is the spouse of Ms. Sui Yongqing, one of the controlling shareholders of the Company. Therefore, he is deemed to be interested in the 768,475,221 Shares (representing approximately 45.45% of the issued Shares) in which Ms. Sui Yongqing is interested pursuant to the SFO.

In the event that there is a potential conflict of interest arising out of any transaction to be entered into between the Group and Mr. Song or his associates (including Nanshan Group), Mr. Song shall abstain from voting at the relevant board meetings of the Company in respect of such transactions and shall not be counted in forming quorum subject to the provision of the Articles.

Mr. Song entered into a letter of appointment with the Company for a term of three years commencing on 9 January 2023, subject to termination by either party giving one month's written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles and the Listing Rules. Pursuant to the said letter of appointment, Mr. Song is entitled to receive an annual director's fee of HK\$120,000, which was determined with reference to his duties and responsibilities as a Director, the Company's remuneration policy, the prevailing market conditions and recommendations of the remuneration committee of the Company (the "**Remuneration Committee**"). Mr. Song's remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to his responsibilities, time commitment and performance as a Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Song:

- (i) did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (ii) did not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined within the meaning of Part XV of the SFO);
- (iii) did not hold any other position in the Company or its subsidiaries; and
- (iv) did not have any other relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters which need to be brought to the attention of the Shareholders in relation to Mr. Song's re-election.

#### **MR. YUEN KIN SHAN — EXECUTIVE DIRECTOR**

Mr. YUEN Kin Shan (袁建山) ("**Mr. Yuen**"), aged 41, is an executive Director appointed to the Board on 9 January 2023. He is responsible for the corporate finance and accounting management of the Group. Mr. Yuen joined the Company as chief financial officer in September 2020. He was then appointed as the company secretary and an authorised representative of the Company in December 2020. Mr. Yuen is also a director of Hong Kong Alliance Financial Leasing Co., Limited, a wholly-owned subsidiary of the Company.

Mr. Yuen has over 10 years of experience in auditing, accounting, financial management and corporate finance. Prior to joining the Group, he had served as the financial controller of Solargiga Energy Holdings Limited (陽光能源控股有限公司), which is listed on the Stock Exchange (stock code: 0757) from September 2014 to September 2020.

Mr. Yuen has obtained a bachelor of commerce degree in finance and accounting from the University of New South Wales in Australia in October 2003 and a master degree of business administration from The Hong Kong University of Science and Technology in August 2017. He is also a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia.

Mr. Yuen entered into a service contract with the Company for a term of three years commencing on 9 January 2023, subject to termination by either party giving one months' written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles and the Listing Rules. Pursuant to the said service contract, Mr. Yuen is entitled to an annual director's fee of HK\$120,000, which was determined with reference to his duties and responsibilities as a Director, the Company's remuneration policy, the prevailing market conditions and recommendations of the Remuneration Committee. Mr. Yuen's remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to his responsibilities, time commitment and performance as a Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yuen:

- (i) did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (ii) did not have, and/or was not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined within the meaning of Part XV of the SFO);
- (iii) did not hold any other position in the Company or its subsidiaries; and
- (iv) did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters which need to be brought to the attention of the Shareholders in relation to Mr. Yuen's re-election.

**MS. XING LI — INDEPENDENT NON-EXECUTIVE DIRECTOR**

Ms. XING Li (邢莉) (“**Ms. Xing**”), aged 32, is an independent non-executive Director appointed to the Board on 9 January 2023. She is responsible for supervising and providing independent advice to the Board.

Ms. Xing has been an executive director of HY International Holdings Limited since April 2021, a responsible officer of Huayu Securities Limited since September 2021 and a director of New Asia Ferrell Asset Management Limited since October 2021. Both Huayu Securities Limited (a corporation licensed to carry on Type 1 — Dealing in Securities and Type 4 — Advising on Securities regulated activities under the SFO) and New Asia Ferrell Asset Management Limited (a corporation licensed to carry on Type 4 — Advising on Securities and Type 9 — Asset Management regulated activities under the SFO) are corporations regulated by the Securities and Futures Commission. Ms. Xing worked as an investment consultant at the Wealth Management Department of China Merchants Securities Co., Ltd, which is listed on the Stock Exchange (stock code: 6099), from July 2011 to July 2013. She was then an associate of China Investment Securities (Hong Kong) Financial Holdings Ltd. from July 2014 to August 2017. Thereafter, she had been a vice president of CRIC Securities Company Limited from April 2018 to April 2021.

Ms. Xing obtained the degree of Bachelor of Economics in Finance from Southwestern University of Finance & Economics in July 2011 and Master of Science in Corporate Governance and Directorship from Hong Kong Baptist University in July 2014.

Ms. Xing entered into a letter of appointment with the Company for a term of three years commencing on 9 January 2023, subject to termination by either party giving one month’s written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles and the Listing Rules. Pursuant to the said letter of appointment, Ms. Xing is entitled to receive an annual director’s fee of HK\$120,000, which was determined with reference to her duties and responsibilities as Directors, the Company’s remuneration policy, the prevailing market conditions and recommendations of the Remuneration Committee. Ms. Xing’s remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to her responsibilities, time commitment and performance as a Director.

Save as disclosed above, as at the Latest Practicable Date, Ms. Xing:

- (i) did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (ii) did not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined within the meaning of Part XV of the SFO);
- (iii) did not hold any other position in the Company or its subsidiaries; and

- (iv) did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters which need to be brought to the attention of the Shareholders in relation to Ms. Xing's re-election and she meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

#### MR. LUO ZHENMING — EXECUTIVE DIRECTOR

Mr. LUO Zhenming (羅振明) (“**Mr. Luo**”), aged 54, is an executive Director appointed to the Board on 18 August 2022. Mr. Luo is a vice-principal and a supervisor of Yantai Nanshan University\* (煙台南山學院) (“**Yantai Nanshan University**”). He has been the school's vice-principal since he joined Nanshan Vocational College\* (南山職業專修學院), the predecessor of the Yantai Nanshan University in July 1996. Mr. Luo is responsible for human resources and integration of teaching and research. Mr. Luo has over 25 years of experience in education. Mr. Luo was honoured as the National Model Teacher\* (全國模範教師) by Ministry of Education of Human Resources of the PRC in September 2004.

Mr. Luo graduated from Yantai Education College\* (煙台師範學院) (now known as Ludong University) in Shandong, PRC in July 1996 with a diploma study in Mathematics through correspondence learning.

Mr. Luo entered into a service contract with the Company for an initial term of three years commencing on 18 August 2022, which is subject to termination by either party giving one month's written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles and the Listing Rules. Mr. Luo is entitled a director's fee of RMB156,000 per annum, which was determined with reference to his respective duties and responsibilities, the Company's remuneration policy, the prevailing market conditions and recommendations of the Remuneration Committee, and is eligible to receive a discretionary bonus. Mr. Luo's remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to his responsibilities and performance.

Save as disclosed above, as at the Latest Practicable Date, Mr. Luo:

- (i) did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (ii) did not have, and/or was not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined within the meaning of Part XV of the SFO);
- (iii) did not hold any other position in the Company or its subsidiaries; and

- (iv) did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters which need to be brought to the attention of the Shareholders in relation to Mr. Luo's re-election.

#### MR. QIAO RENJIE — EXECUTIVE DIRECTOR

Mr. QIAO Renjie (喬仁潔) (“Mr. Qiao”), aged 43, is an executive Director appointed to the Board on 18 August 2022. Mr. Qiao has been a vice-principal and a director of Yantai Nanshan University since March 2016 and April 2022, respectively, and is responsible for ideological and political education and party affairs. Mr. Qiao joined Yantai Nanshan University in May 2008 as a division chief of the Academic Affairs Office and has over 13 years of experience in education.

Mr. Qiao graduated from Qufu Normal University in Shandong, PRC with a bachelor's degree in Management of Public Affairs (Education) in July 2003 and with a master's degree in Andragogy in June 2008. Mr. Qiao obtained the teaching qualification for higher education\* (高等學校教師資格) granted by the Education Authority in June 2009.

Mr. Qiao entered into a service contract with the Company for an initial term of three years commencing on 18 August 2022, which is subject to termination by either party giving one month's written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles and the Listing Rules. Mr. Qiao is entitled to a director's fee of RMB144,000 per annum, which was determined with reference to his respective duties and responsibilities, the Company's remuneration policy, the prevailing market conditions and recommendations of the Remuneration Committee, and is eligible to receive a discretionary bonus. Mr. Qiao's remuneration will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to his responsibilities and performance.

Save as disclosed above, as at the Latest Practicable Date, Mr. Qiao:

- (i) did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (ii) did not have, and/or was not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined within the meaning of Part XV of the SFO);
- (iii) did not hold any other position in the Company or its subsidiaries; and

- (iv) did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters which need to be brought to the attention of the Shareholders in relation to Mr. Qiao's re-election.

#### **MR. JIAO JIAN — INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. JIAO Jian (焦健) (“**Mr. Jiao Jian**”), aged 49, is an independent non-executive Director appointed to the Board on 20 February 2019. Mr. Jiao Jian is mainly responsible for providing independent advice to the Group.

Mr. Jiao Jian worked for Inner Mongolia Jian Zhong Law Firm (內蒙古建中律師事務所) from September 1996 to December 2006, where he had been a partner of the firm since October 2000. Mr. Jiao has been a partner of Beijing Zhongzhou Law Firm (北京市中洲律師事務所) since December 2006, and is primarily responsible for corporate, securities and finance-related projects.

In July 1996, Mr. Jiao Jian graduated from China University of Political Science and Law (中國政法大學) in Beijing, the PRC with a bachelor degree of law. He was accredited as a PRC lawyer by the Ministry of Justice of China in June 1998.

Mr. Jiao Jian entered into a letter of appointment with the Company for an initial fixed term of three years commencing from 15 March 2019 unless and until terminated by not less than three months' notice in writing served by either party on the other, subject to rotation and re-election in accordance with the Articles. Pursuant to the said letter of appointment, Mr. Jiao Jian is entitled to receive an annual director's fee of HK\$180,000. The Remuneration Committee will review and determine Mr. Jiao Jian's fee and compensation packages with reference to his responsibilities, workload, the time devoted to the Group and the performance of the Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiao Jian:

- (i) did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (ii) did not have, and/or was not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined within the meaning of Part XV of the SFO);
- (iii) did not hold any other position in the Company or its subsidiaries; and

- (iv) did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters which need to be brought to the attention of the Shareholders in relation to Mr. Jiao Jian's re-election and he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

#### MR. JIAO JIANBIN — NON-EXECUTIVE DIRECTOR

Mr. JIAO Jianbin (焦建斌) (“Mr. Jiao”), aged 27, is a non-executive Director appointed to the Board on 16 September 2020. Mr. Jiao joined the Group on 5 August 2020 and has become the chairman of board of directors and legal representative of Youlian International Financial Leasing (Shenzhen) Co., Ltd.\* (友聯國際融資租賃(深圳)有限公司) since 5 August 2020. He also served various positions with other members of the Group as follows:

Company name	Position	Period of service
Fortunate Gold Investments Limited 祥金投資有限公司	Director	Since September 2022
Leading Elite International Limited	Director	Since September 2022
Perfect Summit Enterprises Limited 美峰企業有限公司	Director	Since September 2022
Southern Horizon Ventures Limited 南景創投有限公司	Director	Since September 2022
Power City Group Limited 力城集團有限公司	Director	Since November 2022
Robust Team International Limited 強添國際有限公司	Director	Since November 2022
Lead Point Ventures Limited 立邦創投有限公司	Director	Since February 2023
Prime Guard Limited 始衛有限公司	Director	Since February 2023

Prior to joining the Group, Mr. Jiao worked at Hongkong Hongke Development Co., Limited (香港宏科發展有限公司) and Xinjin Investment Holding Limited (信金投資控股有限公司), and was involved in different areas of work including foreign and domestic trade and sales, research on overseas investment projects, industry analysis and market forecasts. In April 2020, Mr. Jiao is appointed as a director of TC Concord Securities Limited (天宸康合證券有限公司), principally responsible for business operation of the company.

Mr. Jiao obtained a degree of Bachelor of Science from the New York University Leonard N. Stern School of Business in January 2020 with a Business major and Mathematics and Computer Science minor.

Mr. Jiao and the Company entered into a letter of appointment for a term of one year commencing on 16 September 2020 and a supplemental letter to the said letter of appointment extending the term to 15 September 2024, subject to termination by either party giving one month's written notice and retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Jiao shall be entitled to an annual director's fee of HK\$120,000. The remuneration of Mr. Jiao is determined by the Remuneration Committee of the Company and approved by the Board with reference to his position, time commitment, responsibilities, the remuneration policy of the Company as well as prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiao:

- (i) did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (ii) did not have, and/or was not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined within the meaning of Part XV of the SFO);
- (iii) did not hold any other position in the Company or its subsidiaries; and
- (iv) did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters which need to be brought to the attention of the Shareholders in relation to Mr. Jiao's re-election.

**MR. LI LUQIANG — EXECUTIVE DIRECTOR**

Mr. LI Luqiang (李璐強) (“**Mr. Li**”), aged 54, is an executive Director and chief executive officer of the Company. He was appointed to the Board as a Director on 13 January 2016 and was designated as an executive Director on 20 June 2018. He is primarily responsible for strategic planning and overall management of the Group, overseeing the business operations, finance and human resources. Mr. Li has been a director and general manager of Nanshan Financial Leasing (Tianjin) Co., Ltd.\* (南山融資租賃(天津)有限公司) since January 2014. He also served various positions with other members of the Group as follows:

<b>Company name</b>	<b>Position</b>	<b>Period of service</b>
Nanshan Baozhong (Tianjin) Leasing Co., Ltd.* (南山寶中(天津)租賃有限公司)	Executive director and manager	Since July 2015
Baochun Alliance Limited (友聯寶純有限公司)	Director	Since August 2015
Baoyin Alliance Limited (友聯寶音有限公司)	Director	Since August 2015
Baoqing Alliance Limited (友聯寶慶有限公司)	Director	Since August 2015
Beijing Nanshan Jinchuang Information Consulting Co., Ltd.* (北京南山金創信息諮詢有限公司)	Executive director and manager	Since January 2016
Tianjin Rongjin Enterprise Management & Consulting Co., Ltd.* (天津融金企業管理諮詢有限公司)	Director	Since September 2016
Hong Kong Alliance Financial Leasing Co., Limited (香港友聯租賃有限公司)	Executive director	Since December 2016
Lian Hai Finance Limited (聯海財務有限公司)	Director	Since December 2019
Fortunate Gold Investments Limited 祥金投資有限公司	Director	Since September 2022
Leading Elite International Limited	Director	Since September 2022
Perfect Summit Enterprises Limited 美峰企業有限公司	Director	Since September 2022
Southern Horizon Ventures Limited 南景創投有限公司	Director	Since September 2022
Power City Group Limited 力城集團有限公司	Director	Since November 2022
Robust Team International Limited 強添國際有限公司	Director	Since November 2022

Company name	Position	Period of service
Lead Point Ventures Limited 立邦創投有限公司	Director	Since February 2023
Prime Guard Limited 始衛有限公司	Director	Since February 2023

Mr. Li has over 20 years of experience in the finance leasing industry. From July 1995 to July 2001, Mr. Li worked at the business department of International Union Leasing Co., Ltd. (友聯國際租賃有限公司), where he was responsible for financial analysis, risk management, business development and collection of lease payments. Between February 2004 and May 2007, Mr. Li Luqiang worked for Guangcai Investment Group\* (光彩事業投資集團) (now known as Fanhai Energy Holdings Co., Ltd.\* (泛海能源控股股份有限公司)), an investment and asset management company, as the vice president of Investment Department, responsible for investor relationship and corporate governance. Mr. Li served as executive president in Fenghui Leasing Co., Ltd. (豐匯租賃有限公司) from December 2008 to December 2009. At that time, he was mainly responsible for management of leasing business. Prior to joining the Group, he worked for Chengtong Financial Leasing Company Limited (誠通融資租賃有限公司), and served as the leasing business director from January 2010 to March 2013. At that time, he was primarily responsible for financing and leasing business.

In July 1991, Mr. Li obtained a bachelor degree of Engineering in Mechanical Design and Manufacturing from Beijing Union University (北京聯合大學) in Beijing, PRC. He obtained a master of commerce degree in international professional accounting and a master of commerce degree in finance from the University of New South Wales in Sydney, Australia, in October 2001 and October 2002, respectively. He was admitted as an associate of CPA Australia in October 2001 and became a certified practising accountant of CPA Australia in August 2006.

Mr. Li was a director of the certain companies in the PRC immediately prior to their respective dissolution. For further details, please refer to the Company's prospectus dated 28 February 2019.

A service contract was entered into between Mr. Li and the Company on 20 February 2019 for a term of three years from the date of listing of the Company, which was renewed to 14 March 2025 by way of a supplemental contract dated 15 February 2022, unless and until terminated by not less than three months' notice in writing served by either party on the other, subject to rotation and re-election in accordance with the Articles. Pursuant to the service contract, Mr. Li is entitled to a director's remuneration of HK\$588,000 plus RMB1,000,000 per year. The Remuneration Committee will review and determine Mr. Li's remuneration and compensation packages with reference to his responsibilities, workload, the time devoted to the Group and the performance of the Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li:

- (i) did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (ii) did not have, and/or was not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined within the meaning of Part XV of the SFO);
- (iii) did not hold any other position in the Company or its subsidiaries; and
- (iv) did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters which need to be brought to the attention of the Shareholders in relation to Mr. Li's re-election.

*This is an explanatory statement given to the Shareholders relating to proposed resolution granting the Repurchase Mandate to the Directors to be passed by the Shareholders at the AGM. This explanatory statement contains a summary of the information required pursuant to Rule 10.06(1)(b) of the Listing Rules which is set out as follows:*

### **EXERCISE OF THE REPURCHASE MANDATE**

Resolution numbered 5 set out in the AGM Notice will, if passed, give a general unconditional mandate to the Directors authorising the repurchase of the issued and fully paid Shares by the Company up to a maximum of 10% of the number of issued Shares as at the date of the AGM. It will be valid until the next annual general meeting unless revoked or varied before such meeting.

Exercise in full of the Repurchase Mandate would result in up to a maximum of 1,690,914,000 Shares (on the basis of 169,091,400 Shares in issue as at the Latest Practicable Date) being repurchased by the Company.

### **REASONS FOR THE REPURCHASE OF SECURITIES**

The Directors believe that it is in the interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders 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 and/or the earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

### **FUNDING OF REPURCHASE**

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with applicable laws of Cayman Islands, the memorandum of association of the Company and the Articles.

Any payment for repurchases by the Company may be made out of profits of the Company, the share premium account of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of either or both of the profits or from the share premium account of the Company, or, if authorised by the Articles and subject to the Companies Act, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period, it might not have a material adverse effect on the working capital and/or the gearing position of the Company (as compared with the financial position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2022). However, the Directors do not intend to make any repurchase to such an extent as would, in the

circumstances, have a material adverse effect on the working capital requirements and/or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### **DISCLOSURE OF INTERESTS**

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

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

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

### **EFFECT OF TAKEOVERS CODE**

If a Shareholder's proportionate interest in the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the controlling shareholders (as defined in the Listing Rules) of the Company, namely Union Capital Pte. Ltd. and Ms. Sui Yongqing (collectively, the "**Controlling Shareholders**") are entitled to exercise and/or control the exercise of approximately 45.5% of the voting rights in the general meetings of the Company.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the voting rights of the Controlling Shareholders in the Company would increase to approximately 50.5%. Such increase will give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code. The Directors have no present intention to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any repurchase of Shares pursuant to the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

**REPURCHASES OF SHARES MADE BY THE COMPANY**

The Company has not repurchased any Shares on the Stock Exchange or otherwise in the six months prior to the date of the Latest Practicable Date.

**SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
April	3.41	3.07
May	4.26	3.11
June	3.88	3.27
July	4.72	3.51
August	4.20	3.75
September	4.50	3.94
October	4.32	3.99
November	4.58	4.06
December	9.47	4.23
<b>2023</b>		
January	17.36	9.28
February	18.24	14.74
March	19.62	4.30
April (up to Latest Practicable Date)	6.96	4.80

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## NOTICE OF ANNUAL GENERAL MEETING

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### ALLIANCE INTERNATIONAL EDUCATION LEASING HOLDINGS LIMITED

### 友聯國際教育租賃控股有限公司

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

**(Stock Code: 1563)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Alliance International Education Leasing Holdings Limited (the “**Company**”) will be held at 12<sup>th</sup> Floor, T4, Qiaochengfang, No. 4080, Qiaoxiang Road, Nanshan District, Shenzhen, Guangdong, the PRC on Wednesday, 24 May 2023 at 10:30 a.m. to transact the following ordinary business. Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 24 April 2023.

1. To consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditors (the “**Auditors**”) of the Company for the year ended 31 December 2022;
2.
  - (a) To re-elect Mr. Song Jianbo as a non-executive Director;
  - (b) To re-elect Mr. Yuen Kin Shan as an executive Director;
  - (c) To re-elect Ms. Xing Li as an independent non-executive Director;
  - (d) To re-elect Mr. Luo Zhenming as an executive Director;
  - (e) To re-elect Mr. Qiao Renjie as an executive Director;
  - (f) To re-elect Mr. Jiao Jian as an independent non-executive Director;
  - (g) To re-elect Mr. Jiao Jianbin as a non-executive Director;
  - (h) To re-elect Mr. Li Luqiang as an executive Director; and
  - (i) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
3. To re-appoint SHINEWING (HK) CPA Limited as the Auditors and to authorise the Board to fix their remuneration;

By way of special business, to consider and, if thought fit, to pass each of the following resolutions, with or without modification, as ordinary resolutions:

#### ORDINARY RESOLUTIONS

4. “**THAT:**
  - (a) subject to sub-paragraph (b) of this resolution, 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 in the capital of the

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## NOTICE OF ANNUAL GENERAL MEETING

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Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for Shares or convertible into Shares which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion under the terms of any warrants to be issued by the Company or any securities which are convertible into Shares; (iii) any Share Option Scheme (as hereinafter defined) of the Company; or (iv) any scrip dividend or other similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company (the “**Articles**”), shall not exceed 20 per cent of the number of issued Shares at the date of passing this resolution; and
- (c) 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in a general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held.

“**Rights Issue**” means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Share open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (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 in any territory outside Hong Kong); and

“**Share Option Scheme**” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue to eligible grantees of rights to acquire Shares.”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. **“THAT:**

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in sub- paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the number of issued Shares at the date of passing this resolution; and
- (c) 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in a general meeting; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws of the Cayman Islands to be held.”
6. **“THAT** conditional upon the ordinary resolutions 4 and 5 above being passed, the general mandate granted to the Directors to issue and otherwise deal with additional Shares in the capital of the Company pursuant to ordinary resolution 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of the Shares repurchased by the Company under the authority granted pursuant to ordinary resolution 5 above provided that such number of share shall not exceed 10 per cent of the number of issued Shares at the date of passing this resolution.”

By order of the Board  
**Alliance International Education Leasing Holdings Limited**  
**Song Jianbo**  
*Chairman*

Hong Kong, 24 April 2023

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## NOTICE OF ANNUAL GENERAL MEETING

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*Principal place of business in Hong Kong:*

Unit 2602, 26<sup>th</sup> Floor, One Hennessy  
No. 1 Hennessy Road  
Wan Chai  
Hong Kong

*Notes:*

1. All resolutions at the AGM will be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the 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 Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.aiel-holdings.com](http://www.aiel-holdings.com)) in accordance with the Listing Rules.
2. Any Shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of himself. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a Shareholder. A form of proxy for use at the AGM is enclosed herewith.
3. Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, 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 the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
5. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 19 May 2023 to Wednesday, 24 May 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attendance of the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 18 May 2023.
6. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the AGM (i.e. not later than 10:30 a.m. on Monday, 22 May 2023) or any adjournment thereof (as the case may be).
7. Delivery of the form of proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjourned meeting or upon the poll concerned and, in such event, the instrument appointing a proxy will be deemed to be revoked.
8. With regard to the proposed resolutions under agenda items 4 and 5 of this notice of AGM, the Directors wish to state that they have no immediate plans to issue any new Shares or repurchase any Shares pursuant to the general mandates referred thereunder.
9. A circular containing, among others things, an explanatory statement relating to the proposed resolution no. 5 of this notice of AGM has been despatched to the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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10. If a tropical cyclone warning signal number 8 or above or is hoisted, or “extreme conditions” caused by super typhoons or a black rainstorm warning is/are in force at or at any time after 7:30 a.m. on Wednesday, 24 May 2023, the AGM will not be held on Wednesday, 24 May 2023 but will be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company. Shareholders may contact Customer Service Hotline of Tricor Investor Services Limited at (852) 2980 1333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.
11. As at the date of this notice of AGM, the Board comprises Mr. Li Luqiang, Mr. Liu Zhenjiang, Mr. Luo Zhenming, Mr. Qiao Renjie and Mr. Yuen Kin Shan as executive Directors; Mr. Song Jianbo and Mr. Jiao Jianbin as non-executive Directors; and Mr. Liu Changxiang, Mr. Liu Xuewei, Mr. Jiao Jian, Mr. Shek Lai Him Abraham and Ms. Xing Li as independent non-executive Directors.