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**China Vocational Education Holdings Limited**  
**中國職業教育控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code:1756)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of China Vocational Education Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) will be held at 6/F, The Administration Building of Guangzhou Huali Science and Technology Town, No. 11 Huali Road, Zengcheng District, Guangzhou, Guangdong Province, PRC on Monday, 31 July 2023 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

1. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) the entering into of the supplemental framework agreement dated 12 May 2023 between the Company and Guangdong Huali Construction Co., Ltd.\* (廣東華立建築有限公司) (“Huali Construction”) (the “Supplemental Construction Services Framework Agreement”), pursuant to which, Huali Construction and/or its subsidiaries have agreed to (i) revise the annual cap under the framework agreement dated 17 July 2020 for the year ending 31 August 2023; and (ii) provide construction services for the Group’s school campuses in the People’s Republic of China (including the existing campuses and the new campuses) for the period commencing from the date falling upon the passing of this resolution until 31 August 2024 (both dates inclusive) (a copy of the Supplemental Construction Services Framework Agreement marked “A” has been produced to the EGM and signed by the chairman of the EGM for the purpose of identification), the transactions contemplated thereunder and annual cap for the year ending 31 August 2024 (as set out in the circular of the Company dated 12 July 2023) be and are hereby approved, ratified and confirmed; and
- (b) any director of the Company or the authorised person(s) of the Company be and is(are) hereby authorised on behalf of the Company to sign, seal and execute all such other documents and agreements and to do all such acts and things as he/she may in his/her discretion consider necessary or desirable or expedient to implement and/or to give effect,

determine, revise, supplement or complete any matters relating to or in connection with the Supplemental Construction Services Framework Agreement and the transactions thereby contemplated and the annual caps.”

Yours faithfully,  
On behalf of the Board  
**China Vocational Education Holdings Limited**  
**Zhang Zhifeng**  
*Chairman*

Hong Kong, 12 July 2023

*Notes:*

1. The resolution proposed at the EGM will be voted by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on both the websites of The Stock Exchange of Hong Kong Limited of [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.cveduholdings.com](http://www.cveduholdings.com) in accordance with the Listing Rules.
2. A shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy needs not be a shareholder of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
4. A form of proxy for use of the EGM is enclosed with the circular of the Company. In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarised certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the EGM (or any adjourned meeting thereof) if they so wish.
5. The transfer books and register of members will be closed from Wednesday, 26 July 2023 to Monday, 31 July 2023, both days inclusive to determine the entitlement of the shareholders to attend the EGM, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investors Service Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 25 July 2023.
6. All times and dates specified herein refer to Hong Kong local times and dates.

*As at the date of this notice, the executive directors of the Company are Mr. Zhang Zhifeng, Mr. Ye Yaming, Mr. Zhang Yude and Mr. Zou Kang; and the independent non-executive directors of the Company are Ms Chiu Lai Kuen Susanna MH JP, Mr. Yang Ying and Mr. Ding Yi.*

*\* English translation of names in Chinese which is marked with “\*” in this notice is for identification purposes only*