

---

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

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

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

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

**(Stock Code: 6913)**

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

---

A notice convening the annual general meeting of South China Vocational Education Group Company Limited to be held at Room 905, Library Building, No. 492 Da Guan Zhong Road, Tianhe District, Guangzhou, Guangdong Province, PRC on Tuesday, 28 May 2024 at 10:00 a.m. is set out on pages 20 to 24 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 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 meeting (i.e. 10:00 a.m. on Sunday, 26 May 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjournment thereof if they so wish and in such event, the authority of your proxy will be revoked.

24 April 2024

---

# CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	5
2. Proposed Declaration of Final Dividend .....	6
3. Proposed Re-election of Retiring Directors .....	6
4. Proposed Re-Appointment of Auditor .....	7
5. Proposed Granting of General Mandate to Issue Shares .....	7
6. Proposed Granting of Repurchase Mandate to Repurchase Shares .....	8
7. Closure of Register of Members .....	8
8. Annual General Meeting and Proxy Arrangement .....	9
9. Voting by way of Poll .....	9
10. Responsibility Statement .....	9
11. General Information .....	10
12. Recommendation .....	10
<b>Appendix I – Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting</b> .....	11
<b>Appendix II – Explanatory Statement on the Repurchase Mandate</b> .....	16
<b>Notice of Annual General Meeting</b> .....	20

---

## 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 Room 905, Library Building, No. 492 Da Guan Zhong Road, Tianhe District, Guangzhou, Guangdong Province, PRC on Tuesday, 28 May 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 20 to 24 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“China Foreign Education”	China Foreign Education Limited, a limited liability company incorporated under the laws of the BVI on 9 August 2018 and is wholly owned by Ms. He Huifen, and is one of the Controlling Shareholders
“Companies Act”	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented and/or otherwise modified from time to time
“Company”	South China Vocational Education Group Company Limited (中國華南職業教育集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 15 August 2018 and the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 6913)
“Controlling Shareholder(s)”	has the meaning ascribed to it in the Listing Rules and unless the context requires otherwise, refers to the controlling shareholders of the Company, namely Mr. He Huishan, Ms. Zhou Lanqing, Ms. He Huifen, Ms. He Huifang <sup>#</sup> , and the corporate Shareholders controlled by them, namely, Zhihui Guang, China Foreign Education, Fangyuan Education and Good Booming
“Director(s)”	the director(s) of the Company from time to time

---

## DEFINITIONS

---

“Fangyuan International Education”	Fangyuan International Education Investment Limited, a limited liability company incorporated under the laws of the BVI on 10 August 2018 and is wholly owned by Ms. He Huifang <sup>#</sup> , and is one of the Controlling Shareholders
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares of not exceeding 20% of the total number of the Shares in issue as at the date of passing of relevant resolution at the Annual General Meeting
“Good Booming”	Good Booming Limited, a limited liability company incorporated under the laws of the BVI on 20 August 2018 and is wholly-owned by Mr. He Huishan, and is one of the Controlling Shareholders
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Lingnan Education”	Guangzhou Lingnan Education Group Co., Ltd.* (廣州嶺南教育集團有限公司), a limited liability company established under the laws of the PRC on 6 September 1993, and controlled by Lingnan WFOE pursuant to a series of contractual arrangements
“Lingnan Institute of Technology”	Guangdong Lingnan Institute of Technology* (廣東嶺南職業技術學院), a private education institution registered under the laws of the PRC on 24 May 2002, the school sponsor’s interest of which is wholly-owned by Lingnan Education
“Lingnan International Kindergarten”	Guangzhou Tianhe Lingnan International Kindergarten* (廣州市天河區嶺南中英文幼兒園), a private kindergarten registered under the laws of the PRC on 11 July 2001

---

## DEFINITIONS

---

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

---

## DEFINITIONS

---

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

*Note:*

# Ms. He Huifang passed away on 26 September 2022 and her equity interest in the relevant entities is pending transmission and under the succession arrangement in accordance with BVI and PRC laws (where appropriate).

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

---

## LETTER FROM THE BOARD

---

### SOUTH CHINA VOCATIONAL EDUCATION GROUP COMPANY LIMITED

### 中國華南職業教育集團有限公司

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

**(Stock Code: 6913)**

*Executive Directors:*

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

*Independent non-executive Directors:*

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

*Registered Office:*

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

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

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

*Principal Place of Business in  
Hong Kong:*

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

24 April 2024

*To the Shareholders*

Dear Sir/Madam,

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

#### **1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Tuesday, 28 May 2024.

---

## LETTER FROM THE BOARD

---

### 2. PROPOSED DECLARATION OF FINAL DIVIDEND

The board recommended a final dividend of HK4.8 cents per Share in respect of the year ended 31 December 2023, totaling approximately HK\$58.08 million, which is subject to the approval of the Shareholders at the Annual General Meeting. Such dividend will be distributed from share premium of the Company.

The final dividend, if approved by the Shareholders at the Annual General Meeting, will be paid on 18 June 2024 to the Shareholders whose names appear on the register of members of the Company on 5 June 2024.

### 3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

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

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

Mr. Yeh Zhe-Wei has confirmed (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence. The Nomination Committee is also responsible for, inter alia, assessing the independence of Mr. Yeh Zhe-Wei. The Nomination Committee assessed and reviewed the Mr. Yeh Zhe-Wei annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and affirmed that Mr. Yeh Zhe-Wei remained independent to the Company.

---

## LETTER FROM THE BOARD

---

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

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

#### **4. PROPOSED RE-APPOINTMENT OF AUDITOR**

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

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

#### **5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

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

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

---

## LETTER FROM THE BOARD

---

### **6. PROPOSED GRANTING OF REPURCHASE MANDATE TO REPURCHASE SHARES**

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

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

### **7. CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining who is entitled to attend the Annual General Meeting, the register of members of the Company will be closed from Thursday, 23 May 2024 to Tuesday, 28 May 2024, both days inclusive, during which period no share transfers can be registered. In order to be eligible for attending and voting at the Annual General Meeting, all transfer instruments accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 22 May 2024.

In addition, for the purpose of determining the Shareholder's entitlement to the proposed final dividend of the Company, the register of members of the Company will be closed by the Group from Tuesday, 4 June 2024 to Wednesday, 5 June 2024, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to be qualified for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Group's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 3 June 2024.

---

## LETTER FROM THE BOARD

---

### **8. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 20 to 24 of this circular. Pursuant to Rule 13.39(4) of the Listing Rules and article 66 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.scvedugroup.com](http://www.scvedugroup.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 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 Annual General Meeting (i.e. no later than 10:00 a.m. on Sunday, 26 May 2024) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

### **9. VOTING BY WAY OF POLL**

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

### **10. RESPONSIBILITY STATEMENT**

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

---

## LETTER FROM THE BOARD

---

### 11. GENERAL INFORMATION

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

### 12. RECOMMENDATION

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

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



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

Ms. He has more than 26 years of experience in education. The following table shows her major working experience:

<b>Period</b>	<b>School/Company</b>	<b>Position</b>	<b>Roles and responsibilities</b>
January 1997 to present	Lingnan Education	Successively and/or concurrently served as president and director	Overall operation and management
December 2001 to June 2021	Lingnan International School	Supervisor	Providing suggestions to major decisions
May 2002 to present	Lingnan Institute of Technology	Director and chairman of the board of directors (since January 2022)	Assisting the chairman of the board of directors in managing its business and participate in major decision-making procedure
July 2005 to present	Lingnan Modern Technician College	Chairman of the board of directors and director	Making major decisions
January 2014 to present	Guangzhou Lingnan Tongwen Education Investment Management Co., Ltd.* (廣州嶺南同文教育投資 管理有限公司) (“Tongwen Investment”)	Chairman of the board of directors	Overall management
June 2015 to present	The Affiliated Foreign Language School of SCNU (“Foreign Language School”)	Chairman of school council	In charge of school council affairs

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

<b>Period</b>	<b>School/Company</b>	<b>Position</b>	<b>Roles and responsibilities</b>
July 2015 to present	Guangzhou Tongwen Education Investment Group Co., Ltd.* (廣州同文教育投資集團有限公司) (“Tongwen Education”)	Legal representative	Overall management of investment and cooperation

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

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

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





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

### **1. SHARE CAPITAL**

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

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

### **2. REASONS FOR SHARE REPURCHASES**

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

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **3. FUNDING OF REPURCHASES**

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

**4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2023) 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 each of the previous 12 months up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2023</b>		
April	1.3500	0.9300
May	1.4700	1.2300
June	1.4800	1.1300
July	1.4000	0.6600
August	0.7600	0.4600
September	0.7000	0.5400
October	0.5900	0.4050
November	0.4850	0.3850
December	0.4500	0.3500
<b>2024</b>		
January	0.4100	0.2750
February	0.3800	0.2800
March	0.3800	0.3000
April ( <i>up to the Latest Practicable Date</i> )	0.3800	0.3500

**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 will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

## 7. TAKEOVERS CODE

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

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

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

*Notes:*

1. Zhihui Guang is owned as to 51% by Mr. He Huishan and 49% by Ms. Zhou Lanqing, respectively. Ms. Zhou Lanqing is the spouse of Mr. He Huishan. Both Mr. He Huishan and Ms. Zhou Lanqing are therefore deemed to be interested in the Shares held by Zhihui Guang by virtue of the SFO, being 570,000,000 Shares. Mr. He Huishan is the sole shareholder of Good Booming. Ms. Zhou Lanqing is the spouse of Mr. He Huishan. Both Mr. He Huishan and Ms. Zhou Lanqing are therefore deemed to be interested in the Shares held by Good Booming by virtue of the SFO, being 50,000,000 Shares.
2. Ms. He Huifen is the sole shareholder of China Foreign Education. Mr. Han Liqing is the spouse of Ms. He Huifen. Both Ms. He Huifen and Mr. Han Liqing are therefore deemed to be interested in the Shares held by China Foreign Education by virtue of the SFO, being 190,000,000 Shares.
3. Ms. He Huifang is the sole shareholder of Fangyuan Education. Mr. Du Wenyu is the spouse of Ms. He Huifang. Both Ms. He Huifang and Mr. Du Wenyu are therefore deemed to be interested in the Shares held by Fangyuan Education by virtue of the SFO, being 190,000,000 Shares. Ms. He Huifang passed away on 26 September 2022 and her equity interest in Fangyuan Education is pending transmission in accordance with BVI law.

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

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

The Company confirms that neither this explanatory statement nor the proposed share repurchase has any unusual features.

## **8. REPURCHASE OF SHARES MADE BY THE COMPANY**

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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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

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

**(Stock Code: 6913)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of South China Vocational Education Group Company Limited (the “**Company**”) will be held at Room 905, Library Building, No. 492 Da Guan Zhong Road, Tianhe District, Guangzhou, Guangdong Province, PRC on Tuesday, 28 May 2024 at 10:00 a.m. to consider and if thought fit, transact the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Director(s)**”) and auditor of the Company for the year ended 31 December 2023.
2. To declare a final dividend of HK4.8 cents per ordinary share in respect of the year ended 31 December 2023 out of the share premium account of the Company.
3.
  - (a) To re-elect Ms. He Huifen as an executive Director;
  - (b) To re-elect Mr. Yeh Zhe-Wei as an independent non-executive Director; and
  - (c) To authorize the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
4. To re-appoint Ernst & Young as the Company’s auditor and to authorize the Board to fix their remuneration.
5. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:
  - (A) “**That:**
    - (i) subject to paragraph (iii) below, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall be in addition to any other authorization given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
  
- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly;
  
- (iv) for the purpose of this resolution:–
  - (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:–
    - 1. the conclusion of the next annual general meeting of the Company;
    - 2. the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws of the Cayman Islands or the articles of association of the Company; or

---

## NOTICE OF ANNUAL GENERAL MEETING

---

3. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) **“Rights Issue”** means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company).”
- (B) **“That:**
- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Listing Rules, be and is hereby generally and unconditionally approved;
  - (ii) the aggregate number of shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
  - (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(iv) for the purpose of this resolution:

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

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

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

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

Hong Kong, 24 April 2024

*Registered Office:*

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

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

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

*Principal Place of Business  
in Hong Kong:*

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

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

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

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

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the annual general meeting of the Company (i.e. no later than 10:00 a.m. on Sunday, 26 May 2024 or any adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determining the entitlement of shareholders to attend and vote at the above meeting, the register of members of the Company will be closed from Thursday, 23 May 2024 to Tuesday, 28 May 2024, both days inclusive, during which period no share transfers can be registered. In order to be eligible for attending and voting at the Annual General Meeting, all transfer instruments accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 22 May 2024.
5. In the event that the Annual General Meeting is adjourned to a date later than Tuesday, 28 May 2024 because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the above meeting will remain the same as stated above.
6. For the purpose of determining the shareholder of the Company's entitlement to the proposed final dividend of the Company, the register of members of the Company will be closed by the Group from Tuesday, 4 June 2024 to Wednesday, 5 June 2024, both days inclusive, during proposed which period no transfer of shares of the Company will be effected. In order to be qualified for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Group's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 3 June 2024.
7. Where there are joint holders of any shares carrying voting rights, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at any meeting the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names of the joint holders appear in the register of members of the Company in respect of the joint holding.
8. A circular containing resolutions nos. 2 to 5 set out in the above notice will be sent to the shareholders of the Company together with the annual report of the Company for the year ended 31 December 2023.
9. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

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