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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bojun Education 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.

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博駿教育
BOJUN EDU
Bojun Education Company Limited
博駿教育有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1758)

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

A notice convening an annual general meeting of Bojun Education Company Limited (the “**Company**”) to be held at Meeting Room, 2/F., Bojun Education Company Limited, 239 Sanse Road, Jinjiang District, Chengdu, Sichuan Province, the People’s Republic of China on Thursday, 16 January 2025 at 10:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it 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 and in any event no less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meeting should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

24 December 2024

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DEFINITIONS

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

“Act Best”	Act Best Global Limited (萬福全球有限公司), a company incorporated in the BVI with limited liability on 28 November 2019 and is wholly-owned by Mr. Wang Jinglei
“Act Glory”	Act Glory Global Limited (鴻藝全球有限公司), a company incorporated in the BVI with limited liability on 29 November 2019 and is wholly-owned by Act Best
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Meeting Room, 2/F., Bojun Education Company Limited, 239 Sanshe Road, Jinjiang District, Chengdu, Sichuan Province, the People’s Republic of China on Thursday, 16 January 2025 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-5 of this circular
“Articles”	the articles of association of the Company, and an “Article” shall mean an article of the Articles
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“BVI”	British Virgin Islands
“Companies Law”	the Companies Law, Chapter 22, (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Bojun Education Company Limited (博駿教育有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Graymind”	Graymind Investments Limited, a company incorporated in the Republic of Seychelles with limited liability on 9 July 2024 and is wholly-owned by Ms. Tang Hui
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general mandate to be granted to the Board at the AGM to exercise the powers of the Company to allot and issue Shares (including any sale or transfer of Treasury Shares) not exceeding 20% of the aggregate nominal amount of the entire issued share capital of the Company (excluding any Treasury Shares), being the mandate referred to in resolution numbered 5 in the AGM Notice
“Latest Practicable Date”	17 December 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing the resolution for approving such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 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 Code on Takeovers and Mergers and Share Repurchases
“Treasury Share(s)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



博駿教育
BOJUN EDU

Bojun Education Company Limited

博駿教育有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1758)

Executive Director:

Mr. Wang Jinglei (*Chairman of the Board*)

Mr. Lin Juncheng (*Chief executive officer*)

Ms. Tang Hui

Non-executive Director:

Mr. Wu Jiwei

Independent Non-Executive Directors:

Mr. Yang Yuchuan

Mr. Tao Qizhi

Mr. Cheng Tai Kwan Sunny

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

2206-19, Jardine House

1 Connaught Place

Central

Hong Kong

24 December 2024

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to (i) the proposed general mandates to issue and repurchase Shares up to 20% and 10%, respectively, of the Company's total number of issued Shares (excluding any Treasury Shares) as at the date of the passing of the resolutions; and (ii) the proposed re-election of Directors in order to enable you to make an informed decision on whether to vote for or against the resolutions numbered 2, 5 to 7 to be proposed at the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

At the AGM, ordinary resolutions numbered 5 and 7 of the AGM Notice will be proposed which, if passed, will give the Directors a general mandate to issue new Shares representing up to (i) 20% of the aggregate nominal amount of the entire issued share capital of the Company at the date of passing the resolution plus (ii) the nominal amount of the share capital of the Company repurchased by the Company (under the Repurchase Mandate) subsequent to the passing of such resolution.

On the basis of a total of 903,138,460 Shares in issue (excluding any Treasury Shares) as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the AGM, the Issue Mandate (if granted by the Shareholders at the AGM) will empower the Directors to allot, issue or otherwise deal in (including any sale or transfer of Treasury Shares) up to a maximum of 180,627,692 new Shares, being 20% of the entire issued share capital of the Company as at the Latest Practicable Date.

3. GENERAL MANDATE TO REPURCHASE SHARES

The ordinary resolution numbered 6 of the AGM Notice, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company (excluding any Treasury Shares) at the date of passing the resolution at any time until the next annual general meeting of the Company following the passing of the said ordinary resolution or such earlier period as stated in the said ordinary resolution (the “**Repurchase Mandate**”).

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

4. RE-ELECTION OF DIRECTORS

The Company has formulated a director nomination policy. The Nomination Committee is responsible for identifying candidates suitably qualified to become members of the Board and it may select candidates nominated for directorship. When formulating a recommendation to the Board for appointment of a Director (including an independent non-executive Director), the Nomination Committee shall consider various criteria in evaluating and selecting candidates for directorships, including, among others, (i) integrity and reputation, (ii) qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Group’s business and corporate strategy, (iii) willingness to devote adequate time to discharge duties as a member of the Board and other directorships and significant commitments, (iv) the number of existing directorships and other commitments that may demand the attention of the candidate, (v) the requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the requirements under the Listing Rules, (vi) the board diversity policy of the Company and any measurable objectives adopted by the Board for

LETTER FROM THE BOARD

achieving diversity on the Board, which including but not limited to sex, age, culture and education background, ethnicity, professional experience, skills, knowledge and terms of service, and (vii) such other perspective appropriate to the Group's business.

In accordance with the Articles, Mr. Lin Juncheng, Ms. Tang Hui, Mr. Yang Yuchuan and Mr. Tao Qizhi shall hold office of director until the AGM, whereas Mr. Wang Jinglei, Mr. Wu Jiwei and Mr. Cheng Tai Kwan Sunny will retire from office of directors by rotation and, being eligible, offer themselves for re-election as Directors at the AGM.

The Nomination Committee has assessed the independence of Mr. Yang Yuchuan, Mr. Tao Qizhi and Mr. Cheng Tai Kwan Sunny, all being independent non-executive Directors based on reviewing their written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that they remain independent. The Nomination Committee has also considered the profiles, qualifications and experience, diversity perspectives as set out in the board diversity policy of the Company and other factors of each of them as set out in Appendix II to this circular. The Nomination Committee is satisfied that each of them possesses the required character, integrity and experience to continuously fulfil their respective roles as executive Director and independent non-executive Directors effectively. The Board believe that their respective re-election as executive Director and independent non-executive Director would be in the best interest of the Company and the Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Mr. Wang Jinglei, Mr. Lin Juncheng, Ms. Tang Hui, Mr. Yang Yuchuan, Mr. Tao Qizhi and Mr. Cheng Tai Kwan Sunny stand for re-election as Directors at the AGM.

Brief biographical details of the newly appointed and retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING

The AGM Notice which contains, inter alia, resolutions to approve the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of the Directors is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy is herewith enclosed for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it 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 in accordance with the instructions printed thereon no later than 48 hours before the time of holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not prevent Shareholders from attending and voting at the AGM or any adjourned meeting if they so wish.

LETTER FROM THE BOARD

6. PROCEDURES BY WHICH A POLL MAY BE DEMANDED

Pursuant to the Article 66 and Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. Treasury Shares, if any, registered in the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, Treasury Shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Company's general meeting(s).

7. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM to be held on Thursday, 16 January 2025, the register of members of the Company will be closed from Monday, 13 January 2025 to Thursday, 16 January 2025, both days inclusive, during which period no transfer of shares will be registered. In order to be qualified for attending and voting at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Friday, 10 January 2025.

8. RECOMMENDATION

The Board believes that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of Directors as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice on page AGM-1 to AGM-5 of this circular.

9. 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.

Yours faithfully,
By order of the Board
Bojun Education Company Limited
Wang Jinglei
Chairman of the Board

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) and other relevant rules of the Listing Rules to provide requisite information for the Shareholders to consider the Repurchase Mandate to be proposed at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the entire issued share capital of the Company comprised 903,138,460 Shares (excluding any Treasury Shares).

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 90,313,846 Shares, (representing no more than 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of the AGM.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules, the Companies Law and any other applicable laws. Such funds legally available for repurchasing Shares include:

- (i) such funds made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital; and
- (ii) in the case of any premium payable on the repurchase, such funds made out of the profits of the Company or from sums standing the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 August 2024 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose 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.

4. SHARE PRICES

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

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
December 2023	0.265	0.186
January 2024	0.229	0.182
February 2024	0.214	0.180
March 2024	0.205	0.172
April 2024	0.205	0.165
May 2024	0.176	0.152
June 2024	0.155	0.099
July 2024	0.219	0.099
August 2024	0.219	0.134
September 2024	0.177	0.122
October 2024	0.200	0.134
November 2024	0.185	0.153
December 2024 (up to the Latest Practicable Date)	0.192	0.147

5. UNDERTAKING AND CONFIRMATION

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the resolution granting the Repurchase Mandate and in accordance with the Listing Rules, the Articles and the applicable laws of Cayman Islands. The Directors confirmed that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this Explanatory Statement nor the Repurchase Mandate has any unusual features.

If the Company purchases any Shares pursuant to the Share Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. To the extent that any Treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as Treasury Shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

As at the Latest Practicable Date, no connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on the exercise of the power to repurchase 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 for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued Shares:

Name	Number of Shares held/interested in	Approximate % of interest	
		As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full
Act Glory	233,920,000 <i>(Note (i))</i>	25.90%	28.78%
Graymind	144,212,000 <i>(Note (ii))</i>	15.97%	17.74%
Cosmic City Holdings Limited (宇都控股有限公司) ("Cosmic City")	82,853,550 <i>(Note (iii))</i>	9.17%	10.19%
Zhuotai Education Investment Limited* (卓泰教育投資有限公司)	81,282,460 <i>(Note (iv))</i>	9.00%	10.00%
Broad Skill Holdings Limited	56,510,000 <i>(Note (v))</i>	6.88%	6.95%

Notes:

- (i) Act Glory is an investment holding company incorporated in the BVI, and is solely and beneficially owned by Act Best, which is solely and beneficially owned by Mr. Wang Jinglei. Therefore, Mr. Wang Jinglei and Act Best are deemed to be interested in the 233,920,000 Shares held by Act Glory by virtue of the SFO.

- (ii) Graymind is an investment holding company incorporated in the Republic of Seychelles, and is wholly and beneficially owned by Ms. Tang Hui. Therefore, Ms. Tang was therefore deemed to be interested in the 144,212,000 Shares held by Graymind by virtue of the SFO.
- (iii) Cosmic City is an investment holding company incorporated in the BVI, and is wholly and beneficially owned by Mr. Xiong Tao. Therefore, Mr. Xiong was therefore deemed to be interested in the 82,853,550 Shares held by Cosmic City by virtue of the SFO. Mr. Xiong passed away on 18 August 2020.
- (iv) Zhuotai Education Investment Limited is an investment holding company incorporated in the BVI and is owned by Mr. Li Yafei as to 80% and Ms. Cao Youqin as to 20%. Therefore, Mr. Li is deemed to be interested in the 81,282,460 Shares held by Zhuotai Education by virtue of the SFO.
- (v) Broad Skill Holdings Limited is incorporated in the BVI and is solely owned by All Jovial Limited, which is solely owned by Ms. He Jing. Therefore, Ms. He is deemed to be interested in the 56,510,000 Shares held by her by virtue of the SFO.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the respective percentages as set out in the table above. The increase in voting rights of the above shareholders under different shareholding position is not expected to give rise to an obligation to make a mandatory offer pursuant to Rule 26 and Rule 32 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25% of the entire issued share capital of the Company.

7. SHARE REPURCHASE MADE BY THE COMPANY

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

The followings are the particulars of newly appointed and retiring Directors who are proposed to be re-elected at the AGM:

Mr. Wang Jinglei, aged 52, has been appointed as an executive Director, the Chairman of the Board and the Chairman of the Nomination Committee on 25 March 2020. He was the chief executive officer of the Company between 26 November 2020 and 5 September 2024. Mr. Wang Jinglei is mainly responsible for the Group's overall business development and strategic planning. He is also the legal representative, director or council member of certain members of the Group.

Mr. Wang Jinglei has approximately 30 years of experience in the finance industry. He obtained a bachelor degree in accounting from the Open University of China* (國家開放大學) (formerly the Central Television Broadcast University* (中央廣播電視大學)) in July 2008. He worked at the Dazhou branch of Bank of China Limited from December 1990 to April 2013, with his final position as company business department manager. From May 2013 to December 2019, Mr. Wang worked as a general manager at Sichuan Xinxing Financial Guarantee Company Limited* (四川鑫星融資擔保有限公司), a company principally engaged in guarantee-related business.

As at the Latest Practicable Date, Mr. Wang Jinglei is the sole shareholder and sole director of Act Best, and Act Glory is wholly-owned by Act Best. Thus, Mr. Wang Jinglei and Act Best are deemed to be interested in the 233,920,000 Shares held by Act Glory under the SFO.

Mr. Wang entered into a service agreement with the Company for an initial term of three years commencing from 25 March 2020. The service agreement shall renew after expiry and continue thereafter, until it is terminated by either party giving to the other not less than three months' prior notice in writing. Mr. Wang will not receive salary as an executive Director from the Company during his tenure. Upon his appointment as the chief executive officer of the Company, he will be entitled to a salary of RMB800,000 per annum, which was determined by the Board with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions. Upon completion of every 12 months of service, he may receive a discretionary management bonus of an amount to be recommended by the Remuneration Committee. The remuneration shall be reviewed annually by the Remuneration Committee with reference to his responsibilities, work load, the time devoted to the Group and the performance of the Group, and any variation to the salary shall be decided by the Board. Mr. Wang shall hold office only until the AGM and shall then be eligible for re-election and is also subject to retirement by rotation at least once every three years at annual general meetings in accordance with the Articles.

Mr. Lin Juncheng, aged 51, has been appointed as an executive Director and the Chief Executive Officer of the Company with effect from 4 July 2024.

He has years of experience in business management. He has been serving as the vice president of Guangdong Yingshuo Technology Company Limited* (廣東鷹碩科技有限公司), a company established under the laws of the People's Republic of China that is principally engaged in the business of operation of online reading platform since August 2018. He served as the honorary chairman of the Company between April 2024 and June 2024. Mr. Lin currently serves as a deputy director of the External Liaison Committee of the 12th Central Committee of the China Democratic National Construction Association* (中國民主建國會第十二屆中央委員會對外聯絡委員會副主任), a deputy director of the External Liaison Committee of the 10th Guangdong Committee of the China Democratic National Construction Association* (中國民主建國會廣東省第十屆委員會對外聯絡委員會副主任), a standing member of the 7th Shenzhen Committee of the China Democratic National Construction Association* (中國民主建國會深圳市第七屆委員會常務委員) and an vice chairman of the Enterprise Committee of the 7th Shenzhen Committee of the China Democratic National Construction Association* (中國民主建國會深圳市第七屆委員會企業委員會副會長). Mr. Lin was recognised by Guangdong Committee of China Democratic National Construction Association* (中國民主建國會廣東省委員會) as (i) excellent individual in political participation and consultation* (民建廣東省委會2018年度參政議政工作優秀個人) in June 2019; (ii) excellent individual participating in community service* (民建廣東省委會2018年度社會服務工作優秀個人) in July 2019; and (iii) advanced individual in political participation and consultation* (民建廣東省委會2020年度參政議政工作先進個人) in August 2021. He was recognized by the Central Committee of the China Democratic National Construction Association* (民建中央) as (i) advanced individual in fighting COVID* (抗擊新冠肺炎疫情先進個人) in December 2020; (ii) an advanced individual participating in poverty alleviation* (民建參與脫貧攻堅先進個人) in November 2021; and (iii) advanced individual in political participation and consultation* (民建中央2021年度參政議政工作先進個人) in December 2021. He was recognised by the General Office of the Central Committee of Democratic National Construction Association* (民建中央辦公廳) as an advanced individual in the designated assistance work of the Central Committee of Democratic National Construction Association* (民建中央定點幫扶工作先進個人) in December 2022. He was also recognised by Shenzhen Committee of China Democratic National Construction Association* (民建深圳市委員會) as (i) advanced individual participating in community service* (民建深圳市省委會2020年度社會服務工作先進個人) in January 2021; (ii) advanced individual participating in political participation and consultation* (民建深圳市省委會2021年度參政議政工作先進個人) in January 2022; (iii) advanced individual participating in community service* (民建深圳市省委會2022年度社會服務工作先進個人) in January 2023; and (iv) advanced individual participating in community service* (民建深圳市省委會2023年度社會服務工作先進個人) in December 2023.

Mr. Lin entered into a service agreement with the Company for an initial term of three years commencing from 4 July 2024. The service agreement shall renew after expiry and continue thereafter, until it is terminated by either party giving to the other not less than three months' prior notice in writing. He will not receive director's fees as an executive Director from the Company during his tenure but he will be entitled to a salary of RMB600,000 per annum as a chief executive officer of the Company, which was determined by the Board with

reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions. Upon completion of every 12 months of service, he may receive a discretionary management bonus of an amount to be recommended by the Remuneration Committee. The remuneration shall be reviewed annually by the Remuneration Committee with reference to his responsibilities, work load, the time devoted to the Group and the performance of the Group, and any variation to the salary shall be decided by the Board. He shall hold office only until the forthcoming general meeting of the Company and shall then be eligible for re-election and is also subject to retirement by rotation at least once every three years at annual general meetings in accordance with the Articles.

Ms. Tang Hui, aged 33, was appointed an Executive Director with effect from 5 September 2024. She has approximately eight years of experience in the investment, management and education industry. She obtained a master of science in international management from King's College London in December 2015 and a doctorate of business administration from the Faculty of Audencia Business School in May 2024. Between 2015 and 2021, she worked at a number of investment and management companies. She joined the Group in April 2022 and currently serves as the executive officer of a subsidiary of the Group.

Ms. Tang entered into a service agreement with the Company for an initial term of three years commencing from 5 September 2024. The service agreement shall be renewed after expiry and continue thereafter, until it is terminated by either party giving to the other not less than three months' prior notice in writing. She will not receive director's fees as an executive Director from the Company during her tenure. Upon completion of every 12 months of service, she may receive a discretionary management bonus of an amount to be recommended by the Remuneration Committee. The remuneration shall be reviewed annually by the Remuneration Committee with reference to her responsibilities, work load, the time devoted to the Group and the performance of the Group, and any variation to the salary shall be decided by the Board. She shall hold office only until the forthcoming general meeting of the Company and shall then be eligible for re-election and is also subject to retirement by rotation at least once every three years at annual general meetings in accordance with the Articles. As at Latest Practicable Date, Ms. Tang is the sole and ultimate beneficial owner of Graymind, a substantial shareholder of the Company, and is therefore deemed to be interested in 144,212,000 Shares held by Graymind under the SFO.

Mr. Wu Jiwei, aged 53, has been appointed as our non-executive Director on 1 September 2019. Mr. Wu is primarily responsible for giving independent advice to the Board. Mr. Wu Jiwei has approximately 8 years of experience in the financial industry. He obtained a bachelor degree in finance in June 1994 and a master degree in investments and economics in June 1999 from the Central University of Finance and Economics (formerly known as Central Finance and Economics College* (中央財政金融學院)) in the PRC. He also obtained the securities practicing qualification certificate* (證券從業資格證書) from the Securities Association of China* (中國證券業協會) in December 2001. He worked in Bank of China Group Investment Limited from February 2010 to July 2014. He served as an executive director and chief executive officer of Huajun International Group Limited (stock code: 377), the shares of which are listed on the Main Board of the Stock Exchange, from September 2014

to March 2018. Mr. Wu served as an independent non-executive director of Enviro Energy International Holdings Limited (stock code: 1102), the shares of which are listed on the Main Board of the Stock Exchange, from June 2020 to August 2020.

Mr. Wu Jiwei is the beneficial owner of 46,000 Shares, representing approximately 0.01% of the total issued Shares, as at the Latest Practicable Date.

Mr. Yang Yuchuan, aged 60, has been appointed as an independent non-executive Director and members of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 5 September 2024. He has over 20 years of experience in the finance industry. He has been a visiting professor of Hong Kong Financial Services Institute since September 2023, and the executive officer and chief macro economist of Prime China Securities Limited, responsible for the day-to-day management and operation of the company, since September 2016. He is also the executive officer and responsible person of Prime China Investments and Advisory Limited, responsible for the day-to-day management and operation of the company, since July 2019. He has been (i) the independent non-executive director of China Resources Gas Group Limited, the shares of which are listed on the Stock Exchange (stock code: 1193), since August 2018, and (ii) the independent non-executive director of China Resources Power Holdings Company Limited, the shares of which are listed on the Stock Exchange (stock code: 836), since September 2021.

He was (i) an executive director of Century Sunshine Group Holdings Limited, the shares of which are listed on the Stock Exchange (stock code: 0509), between July 2013 and August 2016; (ii) a non-executive director of Fintech Chain Limited (formerly known as TTG Fintech Limited), the shares of which are listed on the Australian Securities Exchange (stock code: FTC), between December 2011 and April 2015; (iii) an independent non-executive director of Huiyin Holdings Group Limited, the shares of which were previously listed on the Stock Exchange but were delisted in August 2022, between December 2018 and June 2020; and (iv) an executive director of Partners Capital Securities Limited and the chief executive of Sunshine Asset Management (HK) Limited, both financial institutions in Hong Kong.

He obtained a bachelor's degree in power mechanical engineering from Shanghai Jiao Tong University in July 1985 and a master of business administration from University of San Francisco in August 1993.

Mr. Yang entered into a letter of appointment with the Company for an initial term of three years commencing from 5 September 2024. The letter of appointment shall be renewed after expiry and continue thereafter, until it is terminated by either party giving to the other not less than one month's prior notice in writing. He is entitled to an annual remuneration of HK\$180,000, which is determined and adjustable by the Board with reference to his duties and responsibilities and subject to review from time to time. He shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election and is also subject to retirement by rotation at least once every three years at annual general meetings in accordance with the SFO.

Mr. Tao Qizhi, aged 45, has been appointed as an independent non-executive Director, members of the Audit Committee and the Nomination Committee and the chairman of the Remuneration Committee with effect from 5 September 2024. He has approximately 15 years of experience in the education industry. He obtained a bachelor's degree in international economics and trading from the China Foreign Affairs University in July 2002, a master of science in money, banking and finance from the University of Birmingham Business School in December 2003 and a degree of doctor in finance from the University of Edinburgh Business School in July 2009. He has been a professor of finance of Southwest University of Finance and Economics since April 2009.

Mr. Tao entered into a letter of appointment with the Company for an initial term of three years commencing from 5 September 2024. The letter of appointment shall be renewed after expiry and continue thereafter, until it is terminated by either party giving to the other not less than one month's prior notice in writing. He is entitled to an annual remuneration of RMB165,600, which is determined and adjustable by the Board with reference to his duties and responsibilities and subject to review from time to time. He shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election and is also subject to retirement by rotation at least once every three years at annual general meetings in accordance with the Articles.

Mr. Cheng Tai Kwan Sunny, aged 51, has been appointed as our independent non-executive Director, a member of the Remuneration Committee and chairman of the Audit Committee with effect from 11 July 2018. Mr. Cheng is primarily responsible for giving independent advice to the Board. Mr. Cheng Tai Kwan Sunny has over 19 years of experience in management, financial reporting and management accounting. He was an independent non-executive director of Champion Alliance International Holdings Limited (formerly known as Mengke Holdings Limited) (stock code: 1629), the shares of which are listed on the Main Board of the Stock Exchange, from November 2016 to December 2018. He was an independent non-executive director of Hua Lien International (Holding) Company Limited (stock code: 969), the shares of which are listed on the Main Board of the Stock Exchange, from December 2017 to September 2024. Since January 2014, Mr. Cheng has also been a director of Jolly Kingdom Franchise International Limited.

Mr. Cheng obtained a degree of Bachelor of Business Administration in Accounting from The Hong Kong University of Science and Technology in November 1996 and a degree of Master of Science from The Chinese University of Hong Kong in December 2006. He completed the Kellogg-HKUST Executive MBA Programme and was awarded a degree of Master of Business Administration from Northwestern University and The Hong Kong University of Science and Technology in December 2009. He obtained a Juris Doctor degree from The Chinese University of Hong Kong in November 2017. Mr. Cheng was admitted as an associate and a fellow of The Association of Chartered Certified Accountants in July 1999 and July 2004, respectively. He was also admitted as a member of the Hong Kong Institute of Certified Public Accountants (previously known as Hong Kong Society of Accountants) in September 2001. Mr. Cheng was a member of the Chinese People's Political Consultative Conference of Enping City, Guangdong Province* (中國人民政治協商會議廣東省恩平市委員會) from November 2011 to November 2016.

Save as disclosed above, as at the Latest Practicable Date, each of the Directors (i) does not have any relationship with other Directors, senior management or substantial or controlling shareholders of the Company; (ii) do not hold any other positions with the Company or other members of the Group; (iii) does not hold any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iv) does not have any interest in nor is deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which are required to be disclosed under Part XV of the SFO; and (v) there is no information which is required to be disclosed pursuant to Rules 13.51(2)(h)-(v) of the Listing Rules or other matter relating to him/her that needs to be brought to the attention of the Shareholders and the Stock Exchange.

NOTICE OF ANNUAL GENERAL MEETING



博駿教育
BOJUN EDU

Bojun Education Company Limited

博駿教育有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1758)

NOTICE IS HEREBY GIVEN that an annual general meeting of Bojun Education Company Limited (the “**Company**”) will be held at Meeting Room, 2/F., Bojun Education Company Limited, 239 Sanshe Road, Jinjiang District, Chengdu, Sichuan Province, the People’s Republic of China on Thursday, 16 January 2025 at 10:00 a.m. for the following purposes:

As ordinary businesses:

1. To receive and consider the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 August 2024;
2. Retirement and re-election of directors of the Company (the “**Directors**”, each a “**Director**”):
 - (a) To re-elect Mr. Wang Jinglei as executive Director;
 - (b) To re-elect Mr. Lin Juncheng as executive Director;
 - (c) To re-elect Ms. Tang Hui as executive Director;
 - (d) To re-elect Mr. Wu Jiwei as non-executive Director;
 - (e) To re-elect Mr. Yang Yuchuan as independent non-executive Director;
 - (f) To re-elect Mr. Tao Qizhi as independent non-executive Director; and
 - (g) To re-elect Mr. Cheng Tai Kwan Sunny as independent non-executive Director;
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
4. To re-appoint ZHONGHUI ANDA CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

As special businesses:

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

“**THAT:**

- 5.1. subject to paragraph 5.3 below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) of the Company (the “**Treasury Shares**”) and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- 5.2. the approval in paragraph 5.1 above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- 5.3. the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph 5.1 above, other than (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company, or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or any other eligible person(s) of shares or rights to acquire shares of the Company, or (iv) an issue of shares as scrip dividends pursuant to the articles of association of the Company, from time to time shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company (excluding any Treasury Shares) as at the date of passing this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

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

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the directors of the Company to the holders of shares of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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

“**THAT:**

6.1. subject to paragraph 6.2 below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- 6.2. the aggregate nominal amount of shares of the Company which the directors of the Company is authorised to repurchase pursuant to the approval in paragraph 6.1 above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company (excluding any Treasury Shares) as at the date of passing this resolution, and the said approval shall be limited accordingly;
- 6.3. for the purposes 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 by the articles of association of the Company or any applicable law to be held; or
 - (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”
7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of resolutions numbered 5 and 6 set out in this notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares and/or to sale or transfer of Treasury Shares pursuant to the resolution numbered 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to the resolution numbered 6 as set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company (excluding any Treasury Shares) as at the date of passing the said resolution.”

By order of the Board
Bojun Education Company Limited
Wang Jinglei
Chairman of the Board

Hong Kong, 24 December 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice (or any adjournment thereof) (the “**Meeting**”) is entitled to appoint a proxy to attend and vote on behalf of him, and one holding more than two Shares is entitled to appoint one or more than one proxy(ies) to attend and vote in his stead. A proxy need not be a member of the Company. Holders of treasury Shares of the Company, if any, shall abstain from voting at the meeting in connection to such treasury Shares.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting 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.
3. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with 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 appointed for holding the Meeting should they so wish.
4. For the purpose of ascertaining shareholders who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 13 January 2025 to Thursday, 16 January 2025 (both days inclusive). In order to qualify for the right to attend and vote at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates should be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 10 January 2025.
5. If a typhoon signal no. 8 or above is hoisted, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company at <http://bojuneducation.com> and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled Meeting.
6. As at the date hereof, the executive directors of the Company are Mr. Wang Jinglei (chairman of the Board), Mr. Lin Juncheng (chief executive officer) and Ms. Tang Hui; the non-executive director of the Company is Mr. Wu Jiwei; and the independent non-executive directors of the Company are Mr. Yang Yuchuan, Mr. Tao Qizhi and Mr. Cheng Tai Kwan Sunny.