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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China East Education Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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CHINA EAST EDUCATION HOLDINGS LIMITED

中國東方教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 667)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
RE-APPOINTMENT OF AUDITORS;
DECLARATION OF A FINAL DIVIDEND
OUT OF THE SHARE PREMIUM ACCOUNT;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of China East Education Holdings Limited to be held at Conference Room, Office Building, No. 1009 Xuelin Road, Vocational Education Town, Xinzhan District, Hefei City, Anhui Province, China on Wednesday, 25 May 2022 at 10:00 a.m. is set out on pages 17 to 22 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.chinaeastedu.com). Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting (or any adjournment thereof) if they so wish.

20 April 2022

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room, Office Building, No. 1009 Xuelin Road, Vocational Education Town, Xinzhan District, Hefei City, Anhui Province, China on Wednesday, 25 May 2022 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 17 to 22 of this circular
“Articles of Association”	the articles of association of the Company adopted (as amended from time to time)
“Board”	the board of Directors
“BVI”	British Virgin Islands
“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”	China East Education Holdings Limited (中國東方教育控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 4 October 2018
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting the General Mandate
“Group”	our Company, its subsidiaries and the consolidated affiliated entities from time to time
“HK\$”	Hong Kong dollars and cents respectively, the lawful currency for the time being of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Listing Date”	12 June 2019, being the date on which the Shares are listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.0001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which is approximately RMB3,267 million as at 31 December 2021 based on the audited consolidated financial statements of the Company for the year ended 31 December 2021
“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
“Wu Junbao Education”	Wu Junbao Education Company Limited (吳俊保教育有限公司), a limited liability company established under the laws of the BVI on 12 September 2018, which is directly wholly-owned by Mr. Wu Junbao
“Wu Wei Education”	Wu Wei Education Company Limited (吳偉教育有限公司), a limited liability company established under the laws of the BVI on 12 September 2018, which is directly wholly-owned by Mr. Wu Wei

DEFINITIONS

“Xiao Guoqing Education”	Xiao Guoqing Education Company Limited (肖國慶教育有限公司), a limited liability company established under the laws of the BVI on 12 September 2018, which is directly wholly-owned by Mr. Xiao Guoqing
“%”	per cent.

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

CHINA EAST EDUCATION HOLDINGS LIMITED
中國東方教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 667)

Executive Directors:

Mr. Wu Wei (*Chairman*)
Mr. Xiao Guoqing (*Deputy Chairman*)

Non-Executive Directors:

Mr. Wu Junbao
Mr. Lu Zhen

Registered office:

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

Independent Non-Executive Directors:

Mr. Hung Ka Hai, Clement
Dr. Zhu Guobin
Dr. Zang Yunzhi

*Head office and principal place of business
in China:*

No. 1009 Xuelin Road
Vocational Education Town
Yaohai District
Hefei City
Anhui Province
PRC

Principal place of business in Hong Kong:

Suite 3207
32/F, Central Plaza
18 Harbour Road
Wanchai, Hong Kong

20 April 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
RE-APPOINTMENT OF AUDITORS;
DECLARATION OF A FINAL DIVIDEND
OUT OF THE SHARE PREMIUM ACCOUNT;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (b) the re-election of the retiring Directors; (c) the re-appointment of the auditors of the Company; and (d) the declaration of a final dividend out of the Share Premium Account.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 5(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the total 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 2,174,879,302 Shares in issue. Subject to the passing of the ordinary resolution numbered 5(A) 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 434,975,860 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 5(C), the number of Shares repurchased by the Company under ordinary resolution numbered 5(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 5(A) provided that such additional amount shall represent up to 10% of the total number of issued Shares as at the date of passing the resolutions in relation to the General Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution numbered 5(B) will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

As at the Latest Practicable Date, there were 2,174,879,302 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 217,487,930 Shares pursuant to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed 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.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 84 of the Articles of Association, one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation and shall be eligible for

LETTER FROM THE BOARD

re-election and re-appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. In accordance with article 83(3) of the Articles of Association, any Director appointed by the Board either to fill a casual vacancy or as an addition to the Board will hold office until the next following general meeting of the Company after his/her appointment. Accordingly, Mr. Xiao Guoqing, Mr. Lu Zhen and Dr. Zang Yunzhi shall retire by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election as Directors thereat.

The above Directors will hold office as the Director until the Annual General Meeting and are subject to re-election. Details of the retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

Recommendations to the Board for the proposal for re-election of each of Mr. Xiao Guoqing, Mr. Lu Zhen and Dr. Zang Yunzhi as Directors were made by the Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

With reference to the qualifications and working experience of Dr. Zang Yunzhi as set out in Appendix I to this circular, the Board is of the view that with her expertise in accounting knowledge, Dr. Zang Yunzhi can bring invaluable advice to the Board and contribute to the Board's diversity. Given that she has confirmed in writing to the Company of her independence with reference to various factors set out in Rule 3.13 of the Listing Rules, the Board is satisfied with her independence and believes she is independent.

RE-APPOINTMENT OF AUDITORS

Deloitte Touche Tohmatsu will retire as the auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

DECLARATION AND PAYMENT OF FINAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

At the meeting of the Board held on 24 March 2022, the Board recommended the payment of a final dividend of HK\$0.245 per Share in respect of the year ended 31 December 2021.

As at the Latest Practicable Date, there were a total of 2,174,879,302 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the final dividend, if declared and paid, will amount to approximately HK\$533 million in total. Subject to the fulfilment of the conditions set out in the section headed "Conditions of the Payment of the

LETTER FROM THE BOARD

Final Dividend out of the Share Premium Account” below, the final dividend are intended to be paid out of the Share Premium Account pursuant to article 134 of the Articles of Association and in accordance with the Companies Act.

As at 31 December 2021, based on the audited consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account was approximately RMB3,267 million. Following the payment of the final dividend, there will be a remaining balance of approximately RMB2,833 million standing to the credit of the Share Premium Account.

Conditions of the Payment of the Final Dividend out of the Share Premium Account

The payment of the final dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the final dividend out of the Share Premium Account pursuant to article 134 of the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is or will be, immediately following the date on which the final dividend are paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the final dividend will be paid in cash on or about Thursday, 23 June 2022 to those Shareholders whose names appear on the register of members at close of business on Monday, 6 June 2022, being the record date of determination of entitlements of the final dividend.

Reasons for and Effect of the Payment of the Final Dividend out of the Share Premium Account

To reward the Shareholders, the Board considers it appropriate to distribute the final dividend to repay the Shareholders’ support.

After taking into account a number of factors including cash flow and financial condition of the Company, the Board considers it is appropriate and proposes that the final dividend be paid out of the Share Premium Account in accordance with article 134 of the Articles of Association and the Companies Act. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the final dividend out of the Share Premium Account will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed from Friday, 20 May 2022 to Wednesday, 25 May 2022 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the Annual General Meeting scheduled to be held on Wednesday, 25 May 2022. The record date will be Wednesday, 25 May 2022. In order to be eligible to attend and vote at the Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. Thursday, 19 May 2022.

The register of members will be closed from Wednesday, 1 June 2022 to Monday, 6 June 2022 (both days inclusive), for the purpose of determining the entitlement to the final dividend in respect of the year ended 31 December 2021. The record date will be Monday, 6 June 2022. In order to qualify for the final dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. Tuesday, 31 May 2022.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 17 to 22 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors, the re-appointment of the auditors of the Company, and the declaration of a final dividend out of the Share Premium Account.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chinaeastedu.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

There is no Shareholder who has any material interest in the proposed resolutions, therefore none of the Shareholders is required to abstain from voting on such resolutions.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules and article 66(1) of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the annual general meeting, 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, each of the resolutions set out in the notice will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

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.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors, the re-appointment of auditors of the Company and the declaration of the final dividend is in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

GENERAL INFORMATION

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

Yours faithfully
By order of the Board
China East Education Holdings Limited
Wu Wei
Chairman

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Except for Mr. Wu Wei, Mr. Xiao Guoqing and Mr. Wu Junbao, who are cousins of each other, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

EXECUTIVE DIRECTOR

Mr. Xiao Guoqing

Mr. Xiao Guoqing (肖國慶), aged 53, is an executive Director and the deputy chairman of the Board of the Company and is responsible for business management and providing opinion and judgement to our Board.

Mr. Xiao obtained the qualification of senior economist granted by the Personnel Bureau of Hefei City* (合肥市人事局) in July 2004. He graduated from Renmin University of China (中國人民大學) in Beijing, the PRC with a degree of master of business administration in April 2004 and a degree of executive master of business administration in January 2009, and from Cheung Kong Graduate School of Business (長江商學院) with a degree of executive master of business administration in October 2012. Mr. Xiao Guoqing has over 20 years of experience in education.

Save as Mr. Xiao has been a director of Anhui Xin'an Financial Group Co., Ltd.* (安徽新安金融集團有限公司), a company whose shares are listed on the National Equities Exchange and Quotations (stock code: 834397) since August 2014, Mr. Xiao Guoqing did not hold any directorship in any other listed companies during the last three years.

Mr. Xiao Guoqing has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either Mr. Xiao Guoqing or the Company and subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the services contracts entered into between the Group and Mr. Xiao Guoqing, Mr. Xiao Guoqing is entitled to Director's fee of HK\$360,000 per annum and remuneration of

RMB120,000 per annum, which is determined based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other listed issuers and is approved by the Board with reference to the prevailing market situation.

As at the Latest Practicable Date, Mr. Xiao Guoqing was deemed to be interested in 437,993,495 Shares within the meaning of Part XV of the SFO.

NON-EXECUTIVE DIRECTOR

Mr. Lu Zhen

Mr. Lu Zhen (陸真), aged 46, is a non-executive Director of the Company and is responsible for providing opinion and judgment to our Board.

Mr. Lu graduated from Zhengzhou Institute of Textile Engineering* (鄭州紡織工學院), currently known as Zhongyuan University of Technology* (中原工學院), in Zhengzhou, Henan province, the PRC, with a bachelor degree majoring in mechanical engineering in July 1999, and from Nanjing University (南京大學) in Nanjing, Jiangsu province, the PRC, with a degree of master of business administration in March 2009. Mr. Lu has over 10 years of experience in education.

Save as Mr. Lu has been an executive director of China Xinhua Education Group Limited (stock code: 2779) since October 2017, Mr. Lu did not hold any directorship in any other listed companies during the last three years.

Mr. Lu Zhen has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date, subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the services contracts entered into between the Group and Mr. Lu Zhen, Mr. Lu Zhen is entitled to Director's fee of HK\$360,000 per annum, which is determined based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other listed issuers and is approved by the Board with reference to the prevailing market situation.

As at the Latest Practicable Date, Mr. Lu Zhen was deemed to be interested in 872,510 Shares within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Dr. Zang Yunzhi**

Dr. Zang Yunzhi (臧蘊智), aged 42, is an independent non-executive Director of the Company.

Dr. Zang holds a doctor degree in Business Administration (Accounting) granted by Duke University in May 2006 and a bachelor degree in Accounting granted by Tsinghua University in July 2001. Dr. Zang served as an assistant professor at Simon School of Business, University of Rochester from July 2006 to June 2009, and as an assistant professor at department of accounting of Hong Kong University of Science and Technology from July 2009 to July 2015. Since July 2015, Dr. Zang has served as an associate professor of department of accounting of Hong Kong University of Science and Technology. Dr. Zang has extensive experience in accounting and teaching and she also held position at the editorial board of The Accounting Review since 2017, at CAPANA Program Committee since 2018 and as ad hoc reviewers of various journals in accounting area. Dr. Zang has passed all exams at Certified General Accountants Association of Canada.

Save as disclosed above, Dr. Zang Yunzhi did not hold any directorship in any other listed companies during the last three years.

Dr. Zang Yunzhi has entered a letter of appointment with the Company for a term of one year commencing from the date of her appointment and will be renewed automatically upon expiry, subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service contract entered into between the Company and Dr. Zang Yunzhi, Dr. Zang Yunzhi is entitled to Director's fee of HK\$360,000 per annum, which is determined based on appropriate criteria including but not limited to meritocracy and common market practice for comparable board compensations of other listed issuers and is approved by the Board with reference to the prevailing market situation.

As at the Latest Practicable Date, Dr. Zang Yunzhi did not hold any Shares within the meaning of Part XV of the SFO.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 2,174,879,302 Shares of nominal value of HK\$ 0.0001 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 217,487,930 Shares which represent 10% of the total number of issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF REPURCHASES

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

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules, the Companies Act and any other applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital and gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

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

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association, the Companies Act, and any other applicable laws of the Cayman Islands.

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

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 Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following Shareholders were directly or indirectly interested in 10% or more of the number of issued Shares that carry a right to vote in all circumstances at general meetings of the Company:

Name	Capacity and 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
Wu Junbao Education	Beneficial interest	721,792,602	33.19%	36.88%
Wu Wei Education	Beneficial interest	490,361,609	22.55%	25.05%
Xiao Guoqing Education	Beneficial interest	437,993,495	20.14%	22.38%
Mr. Wu Junbao	Interest in controlled corporation	721,792,602	33.19%	36.88%

Name	Capacity and 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. Wu Wei	Interest in controlled corporation	490,361,609	22.55%	25.05%
Mr. Xiao Guoqing	Interest in controlled corporation	437,993,495	20.14%	22.38%
Ms. Zhou Jiaju	Interest of spouse	721,792,602	33.19%	36.88%
Ms. Cheng Jing	Interest of spouse	490,361,609	22.55%	25.05%
Ms. Wei Zhiling	Interest of spouse	437,993,495	20.14%	22.38%

In the event that the Directors exercised in full the power to repurchase Shares in accordance with the terms of the ordinary resolution numbered 5(B) to be proposed at the Annual General Meeting, the aforesaid interests of the abovementioned substantial Shareholders in the issued share capital of the Company would be proportionally increased as set out above. Such increase will give rise to an obligation for Wu Junbao Education, Mr. Wu Junbao and Ms. Zhou Jiaju to make a mandatory general offer under the Takeovers Code.

The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code to make a mandatory offer.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had repurchased its Shares on the Stock Exchange as follows:

Date of repurchase	Number of Shares repurchased	Highest price paid	Lowest price paid
27/10/2021	100,000	7.50	7.50
28/10/2021	164,500	7.50	7.50
29/10/2021	200,000	7.50	7.50
2/11/2021	3,340,000	7.37	7.02
3/11/2021	5,602,500	7.37	7.08
4/11/2021	101,000	7.10	7.08
5/11/2021	1,558,500	7.07	7.04
8/11/2021	1,448,000	7.03	7.00
9/11/2021	1,100,000	7.00	6.80
Total number of shares repurchased	<u>13,614,500</u>		

SHARE PRICES

During each of the previous twelve calendar months immediately preceding the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

Month	Highest prices HK\$	Lowest prices HK\$
2021		
April	19.08	15.60
May	19.50	16.24
June	17.32	11.46
July	12.34	8.07
August	9.14	7.49
September	9.85	7.53
October	10.24	7.34
November	8.73	6.53
December	7.60	4.47
2022		
January	4.97	3.59
February	4.96	3.71
March	5.28	3.16
April (up to the Latest Practicable Date)	4.84	4.24

NOTICE OF ANNUAL GENERAL MEETING

CHINA EAST EDUCATION HOLDINGS LIMITED

中國東方教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 667)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of China East Education Holdings Limited (the “Company”) will be held at Conference Room, Office Building, No. 1009 Xuelin Road, Vocational Education Town, Xinzhan District, Hefei City, Anhui Province, China on Wednesday, 25 May 2022 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2021 and the reports of the directors of the Company (the “Directors”) and auditors thereon.
2. To declare a final dividend of HK\$0.245 per ordinary share in respect of the year ended 31 December 2021 out of the share premium account of the Company.
3. (a) To re-elect the following retiring Directors:
 - (i) Mr. Xiao Guoqing as an executive Director;
 - (ii) Mr. Lu Zhen as a non-executive Director; and
 - (iii) Dr. Zang Yunzhi as an independent non-executive Director;
- (b) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.
4. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2022.
5. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares 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 authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) 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 defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to paragraph (i) of this resolution, otherwise than pursuant to:
 - (a) any Rights Issue (as defined hereinafter);
 - (b) the grant or exercise of any option under any share option scheme of the Company (if applicable) 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 and/or other eligible participants specified thereunder of options to subscribe for shares or rights to acquire shares;
 - (c) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or
 - (d) any issue of shares 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, shall not exceed the aggregate of:
 - (1) 20% of the number of issued shares of the Company as at the date of passing this resolution; and
 - (2) (if the Board is so authorised by resolution numbered 5(C)) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 5(B) (up to a maximum equivalent to 10% of the total number of issued shares of the Company as at the date of passing resolution numbered 5(B)),

and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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 expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or

(3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and

(b) “Rights Issue” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, 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 recognised regulatory body or any stock exchange applicable to the Company).”

(B) “That:

(i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) of this resolution 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
- (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 expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

- (C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 5(A) set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5(B) set out in this notice, provided that such extended amount shall represent up to 10% of the total number of issued shares of the Company as at the date of passing of the said resolutions.”

By order of the Board
China East Education Holdings Limited
Wu Wei
Chairman

Hong Kong, 20 April 2022

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

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

*Principal place of business and
head office in China:*

No. 1009 Xuelin Road
Vocational Education Town
Yaohai District
Hefei City
Anhui Province
PRC

Principal place of business in Hong Kong:

Suite 3207
32/F, Central Plaza
18 Harbour Road
Wanchai, Hong Kong

Notes:

- (i) Resolution numbered 5(C) will be proposed to the shareholders of the Company for approval provided that resolutions numbered 5(A) and 5(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (iii) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iv) In order to be valid, the completed form of proxy, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The register of members of the Company will be closed from Friday, 20 May 2022 to Wednesday, 25 May 2022, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 19 May 2022.
- (vi) The register of members of the Company will be closed from Wednesday, 1 June 2022 to Monday, 6 June 2022, both days inclusive, in order to determine the entitlement of shareholders to receive the final dividend of the Company, during which period no share transfers will be registered. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 31 May 2022.

NOTICE OF ANNUAL GENERAL MEETING

- (vii) In respect of resolutions numbered 3 above, those Directors will retire, and being eligible to be re-elected. Details of the above retiring Directors are set out in Appendix I to the circular of the Company dated 20 April 2022.
- (viii) In respect of the resolution numbered 5(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (ix) In respect of resolution numbered 5(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular of the Company dated 20 April 2022.
- (x) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.
- (xi) In order to cooperate with the prevention and control of the novel coronavirus pneumonia pandemic so as to safeguard the health and safety of the shareholders and the participants at the Annual General Meeting, at the same time ensuring that the shareholders may exercise their respective shareholders' rights, the Company recommends shareholders and their proxies intending to attend the Annual General Meeting to vote by completing and submitting the proxy form, i.e. to indicate how you wish your votes to be casted in the proxy form, and appoint the Chairman of the Annual General Meeting as your proxy to vote on your behalf on site.

In case shareholders of their proxies choose to attend the meeting in person by then, they must comply with the policies and requirements of Hefei City regarding the containment of novel coronavirus pneumonia pandemic. On the way to, from and at the venue of the Annual General Meeting, please adopt proper personal preventive measures. Upon arrival at the venue of the Annual General Meeting, please follow the arrangement and guidance of the staff and cooperate with the pandemic prevention and control requirements including, among others, attendee registration, temperature check and wearing of masks.

- (xii) The Annual General Meeting is expected to last for no more than a half of a working day. Shareholders and their proxies attending the meeting shall be responsible for their own traveling and accommodation expenses.

As at the date of this notice, the Board comprises Mr. Wu Wei and Mr. Xiao Guoqing as executive Directors; Mr. Wu Junbao and Mr. Lu Zhen as non-executive Directors; and Mr. Hung Ka Hai, Clement, Dr. Zhu Guobin and Dr. Zang Yunzhi as independent non-executive Directors.