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## **China Gingko Education Group Company Limited**

**中國銀杏教育集團有限公司**

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

**(Stock Code: 1851)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of China Gingko Education Group Company Limited (the “**Company**”) will be held at 2 Jinli Zhonglu, Qingyang District, Chengdu, Sichuan Province, the People’s Republic of China, on Friday, 21 June 2019 at 10:00 a.m. for the following purposes:

#### **AS ORDINARY BUSINESSES**

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (including the consolidated affiliated entities) and the reports of the directors of the Company (the “**Directors**”) and of the Company’s auditors for the year ended 31 December 2018;
2. To re-elect the following Directors:
  - (a) Mr. Fang Gongyu as executive Director;
  - (b) Mr. Tian Tao as executive Director;
  - (c) Ms. Yu Yuan as executive Director;
  - (d) Ms. Liu Dan as executive Director;
  - (e) Mr. Jiang Qian as independent non-executive Director;
  - (f) Mr. Chong Man Hung Jeffrey as independent non-executive Director; and
  - (g) Mr. Yuan Jun as independent non-executive Director.

3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
4. To re-appoint PricewaterhouseCoopers as the Company’s auditors for the year ending 31 December 2019 and to authorise the Board to fix their remuneration.

#### **AS SPECIAL BUSINESSES**

5. To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

“**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 (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with additional shares of the Company (the “**Shares**”) 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 (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into the Shares) 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 be in addition to any other authorisation given to the Directors and shall authorise the Directors 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 the Shares) which would or might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

- 5.3. the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors 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 the Shares, 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 the Shares, or (iv) an issue of the Shares as scrip dividends or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company (the “**Articles of Association**”), from time to time shall not exceed 20% of the total number of Shares in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- 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; or
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of Cayman Islands 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 of the Company in general meeting.

“**Rights Issue**” means an offer of the Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of the Shares or any class of the Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their holdings of such Shares as at that date (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).”

6. To consider 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 (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back the shares in the share capital of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange under the Code on Share Buy-backs for this purpose, subject to and in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands, all applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Listing Rules or of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- 6.2. the aggregate number of Shares which may be bought back by the Company pursuant to the approval in paragraph 6.1 above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of the Shares in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- 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; or

- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of Cayman Islands 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 of the Company in general meeting.”

7. To consider 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 “**Notice**”), the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5 set out in the Notice be and is hereby extended by the addition thereto of such number of shares in the share capital of the Company bought back by the Company under the authority granted pursuant to the resolution numbered 6 set out in the Notice, provided that such amount of shares so bought back shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

By Order of the Board  
**China Gingko Education Group Company Limited**  
**Fang Gongyu**  
*Chairman*

Hong Kong, 6 May 2019

*Registered office:*

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

*Corporate headquarters and principal place of  
business in China:*

2 Jinli Zhonglu  
Qingyang District  
Chengdu, Sichuan Province  
PRC

*Principal place of business in Hong Kong*

31/F., 148 Electric Road  
North Point  
Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company but must be present in person at the AGM to represent the shareholder. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, a duly completed and signed form of proxy must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) as soon as possible and not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish, and in such event, the instrument appointment a proxy shall be deemed to be revoked.
4. The transfer books and register of members of the Company will be closed from Tuesday, 18 June 2019 to Friday, 21 June 2019, both days inclusive, in order to determine the entitlement of shareholders to attend and vote at the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company 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. on Monday, 17 June 2019.
5. In respect of ordinary resolutions numbered 2 above, Mr. Fang Gongyu, Mr. Tian Tao, Ms. Yu Yuan, Ms. Liu Dan, Mr. Jiang Qian, Mr. Chong Man Hung Jeffrey and Mr. Yuan Jun shall retire as Directors at the AGM and, being eligible, have offered themselves for re-election at the above meeting. Details of the above retiring directors are set out in Appendix II to the accompanying circular dated 6 May 2019.
6. In respect of the ordinary resolution numbered 4 above, the directors of the Company concurs with the views of the audit committee of the board of directors of the Company and has recommended that PricewaterhouseCoopers be re-appointed as the auditors of the Company for the year ending 31 December 2019.
7. In respect of the ordinary resolution numbered 5 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the Shareholders as a general mandate for the purposes of the Listing Rules.
8. In respect of ordinary resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred by the general mandate to buy back Shares in circumstances which they deem appropriate for the benefits of shareholders. An explanatory statement containing the information reasonably necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution, as required by the Listing Rules, is set out in Appendix I to the accompanying circular dated 6 May 2019.

9. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
10. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Fang Gongyu, Mr. Tian Tao, Ms. Yu Yuan and Ms. Liu Dan, and three independent non-executive Directors, namely Mr. Jiang Qian, Mr. Chong Man Hung Jeffrey and Mr. Yuan Jun.*