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**CHINA CHUNLAI EDUCATION GROUP CO., LTD.**

**中國春來教育集團有限公司**

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

**(Stock Code: 1969)**

**PROPOSED ADOPTION OF NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION OF THE COMPANY**

This announcement is made by China Chunlai Education Group Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend certain provisions of its amended and restated articles of association (the “**Articles**”) by way of adoption of a new Articles in order to (i) conform with the core shareholder protection standards set out in Appendix 3 (the “**Core Protection Standards**”) to the Listing Rules which took effect on 1 January 2022, (ii) permit the Company to hold general meetings in different physical locations simultaneously or as hybrid meetings or electronic meetings, and (iii) make certain housekeeping amendments. The proposed adoption of the Articles is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company to be held on Monday, 6 February 2023 (the “**AGM**”).

A summary of the major proposed amendments is set out below:

1. to provide more flexibility in relation to the conduct of general meetings of the Company by allowing general meetings to be held at different physical locations simultaneously, or to be held as hybrid meetings or electronic meetings which may be attended by the Shareholders by means of electronic facilities;
2. to insert and/or revise the definitions of “electronic communication”, “electronic meeting”, “hybrid meeting”, “Meeting Location”, “physical meeting” and “Principal Meeting Place”, and make corresponding changes to the relevant articles;
3. to provide for the proceedings of general meetings which are held at one or more locations, or as hybrid meetings or electronic meetings, and the powers of the Board and the chairman of the meeting in relation thereto;
4. to expressly provide that any Shareholder or Director attending and participating at a meeting convened and held in any manner permitted by the Articles by means of electronic facilities shall be deemed to be present at that meeting;
5. to provide that all Shareholders have the right to speak and vote at a general meeting of the Company, except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
6. to specify that a Shareholder who is a clearing house may appoint representative(s) to attend any general meeting of the Company or any meeting of any class of Shareholders, and such representative(s) so appointed shall be deemed to be duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house;
7. to allow the delivery of a notice or document by and to the Company through electronic facilities;
8. to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;
9. to provide that the appointment, removal and remuneration of the auditor of the Company shall be approved by Shareholders by ordinary resolution;
10. to make appropriate updates to reflect the Core Protection Standards; and

11. to make other housekeeping amendments, and make consequential amendments in line with the above amendments to the existing articles of association.

The proposed adoption of the Articles is subject to the approval by the Shareholders by way of a special resolution to be considered and, if thought fit, passed at the AGM. The Articles, if approved by the Shareholders, will become effective upon the approval by the Shareholders at the AGM. A circular containing, among other things, details of the proposed adoption of the Articles, together with the notice of the AGM, will be despatched to the Shareholders in due course.

By order of the Board  
**China Chunlai Education Group Co., Ltd**  
**Hou Junyu**  
*Executive Director*

Hong Kong, 14 December 2022

*As at the date of this announcement, the Board comprises Mr. Hou Junyu and Ms. Jiang Shuqin as executive Directors, Ms. Zhang Jie as executive Director and chief executive officer, Mr. Hou Chunlai as non-executive Director and chairman, and Dr. Jin Xiaobin, Ms. Fok, Pui Ming Joanna and Mr. Lau, Tsz Man as independent non-executive Directors.*