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# **China Kepei Education Group Limited**

**中國科培教育集團有限公司**

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

**(Stock Code: 1890)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (“EGM”) of China Kepei Education Group Limited (the “**Company**”) will be held at Room 1603, 16th Floor, China Resources Building, No. 2666 Keyuan South Road, Nanshan District, Shenzhen City, Guangdong Province, the PRC on 14 August 2020 at 10:30 a.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

1. To consider and, if thought fit, pass with or without amendments, the following resolution, each being inter-conditional with each other, as an ordinary resolution of the Company

**“THAT**

- a) the grant of specific mandate to the Directors regarding the issue and allotment of an aggregate of maximum number of 40,015,973 Restricted Shares to the Trustee to hold on trust for Selected Participants for participation in the Scheme (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- b) grant of 2,000,000 Restricted Shares pursuant to the Scheme to Dr. Zhang Xiangwei be and is hereby approved and confirmed;
- c) grant of 1,200,000 Restricted Shares pursuant to the Scheme to Mr. Zha Donghui be and is hereby approved and confirmed;
- d) grant of 1,000,000 Restricted Shares pursuant to the Scheme to Ms. Li Yan be and is hereby approved and confirmed;
- e) grant of 700,000 Restricted Shares pursuant to the Scheme to Mr. Ye Xun be and is hereby approved and confirmed;
- f) grant of 800,000 Restricted Shares pursuant to the Scheme to Mr. Wang Chuanwu be and is hereby approved and confirmed;

- g) grant of 400,000 Restricted Shares pursuant to the Scheme to Dr. Xu Ming be and is hereby approved and confirmed;
- h) grant of an aggregate of 5,050,000 Restricted Shares pursuant to the Scheme to 8 current and former directors of certain subsidiaries of the Company who are connected persons to the Company be and is hereby approved and confirmed; and
- i) any one Director be and is hereby authorized to do all things and sign all documents in connection with the implementation of the Scheme, including the grant of the Restricted Shares pursuant to the Scheme.”

By order of the Board  
**China Kepei Education Group Limited**  
**Ye Nianqiao**  
*Chairman*

Hong Kong, 24 July 2020

*Registered office:*

Maples Corporate Services Limited  
P.O. Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Headquarters and principal place of  
business in the PRC:*

Qifu Road,  
Gaoyao District  
Zhaoqing City,  
Guangdong Province  
PRC

*Principal place of business in Hong Kong:*

31/F, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

*Notes:*

1. The ordinary resolution nos 1(a), 1(b), 1(c), 1(d), 1(e), 1(f), 1(g) 1(h) and 1(i) will be voted at the EGM (or any adjournment thereof) by way of one single resolution.
2. A shareholder of the Company entitled to attend and vote at the EGM (or any adjournment thereof) is entitled to appoint one or more proxies to represent him/her and vote on his/her behalf at the EGM. A proxy need not be a member of the Company.
3. In order to be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be delivered to the Company's branch share registrar in Hong Kong, 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 appointed for holding the EGM (or any adjournment thereof) (i.e. not later than 10:30 a.m. on 12 August 2020).
4. Completion and return of the form of proxy will not preclude Shareholder from attending and voting in person at the EGM (or any adjourned meeting) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any share in the Company, any one of such joint holders may vote at the EGM (or any adjournment thereof), either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM (or any adjournment thereof), the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), 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 joint holding.
6. Unless the context requires otherwise, terms defined in the circular of the Company dated 24 July 2020 of which this notice forms part have the same meanings in this notice.

*As at the date of this announcement, the Board comprises Mr. Ye Nianqiao, Dr. Zhang Xiangwei, Mr. Zha Donghui, Ms. Li Yan and Mr. Ye Xun as executive Directors, Mr. Wang Chuanwu as non-executive Director, and Dr. Xu Ming, Dr. Deng Feiqi and Dr. Li Xiaolu as independent non-executive Directors.*