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Bojun Education Company Limited

博駿教育有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1758)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Bojun Education Company Limited (the “**Company**”) will be held at Meeting Room, 2/F., Bojun Education Company Limited, 209 Sanse Road, Jinjiang District, Chengdu, Sichuan Province, the PRC on Thursday, 20 July 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions to be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the amended and restated equity transfer agreement dated 10 April 2023 (the “**Amended Equity Transfer Agreement A**”), a copy of which is marked “A” and signed by the chairman of the Meeting for the purposes of identification, entered into by the Company, Chengdu Tianfu Bojun Education Management Company Limited* (成都天府博駿教育管理有限公司) (“**Chengdu Bojun**”), Chengdu Bomao Education Management Company Limited* (成都博懋教育管理有限公司) (“**Chengdu Bomao**”), Sichuan Yunmao Education Management Company Limited* (四川云懋教育管理有限公司) (“**Sichuan Yunmao**”), Sichuan Zhengzhuo Education Investment Company Limited* (四川正卓教育投資有限公司) (the “**Target Company A**”), Shenzhen Hongyuan Education Investment Company Limited* (深圳弘遠教育投資有限公司) (“**Shenzhen Hongyuan**”) and Sichuan Zhengzhuo Industry Company Limited* (四川正卓實業有限公司) (“**Sichuan Zhengzhuo**”), pursuant to which Sichuan Yunmao and Chengdu Bomao conditionally agreed to purchase and Sichuan Zhengzhuo and Shenzhen Hongyuan conditionally agreed to transfer 26.5% and 24.5% of equity interest in the Target Company A, respectively, for an aggregate consideration of RMB283,050,000, with (i) the earnest money of RMB73,500,000 used to set off part of the Consideration A to Shenzhen Hongyuan and (ii) partial consideration of

RMB51,810,044.22 being settled by allotment and issue of consideration shares of the Company, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) the amended and restated equity transfer agreement dated 10 April 2023 (the “**Amended Equity Transfer Agreement B**”, together with the Amended Equity Transfer Agreement A, the “**Amended Agreements**”), a copy of which is marked “B” and signed by the chairman of the Meeting for the purposes of identification, entered into by the Company, Sichuan Yunmao, Chengdu Bomao, Sichuan Zhengzhuo, Shenzhen Hongyuan and Sichuan Gaojiao Investment Company Limited* (四川高教投資有限公司) (the “**Target Company B**”), pursuant to which Sichuan Yunmao and Chengdu Bomao conditionally agreed to purchase and Sichuan Zhengzhuo and Shenzhen Hongyuan conditionally agreed to each transfer 25.5% of equity interest in the Target Company B for an aggregate consideration of the amount of RMB26,010,000, out of which partial consideration of RMB4,760,922.98 shall be settled by allotment and issue of consideration shares of the Company, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in 81,282,460 shares of the Company (“**Consideration Shares**”) at the issue price of HK\$0.85 per Consideration Share (the “**Issue Price**”), the directors of the Company be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue the Consideration Shares at the Issue Price pursuant to the terms and conditions of the Amended Agreements and the articles of association of the Company, provided that this Specific Mandate shall be in addition to, and shall not prejudice or revoke any existing or such other general or special mandates which may from time to time be granted to the directors of the Company prior to the passing of this resolution; and
- (d) any one or more directors of the Company (the “**Directors**”) be and are hereby authorised to execute all documents and do all such things and take all such steps which, in his opinion, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated in and for the completion of the Amended Agreements and to agree to such variation, amendment or waiver in relation thereto.”

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as a special resolution:

2. **“THAT** the second amended and restated articles of association of the Company (the **“Amended and Restated Articles of Association”**) (a copy of which has been produced to this meeting and marked “C” and initialled by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted in substitution for and to the exclusion of the existing amended and restated articles of association of the Company with immediate effect after the close of this meeting and that any director, officer, company secretary or registered office provider of the Company be and is hereby authorised to do all things necessary to implement the adoption of the Amended and Restated Articles of Association including filings with Registrar of Companies in Cayman Islands and Hong Kong.”

By Order of the Board
Bojun Education Company Limited
Wang Jinglei
Chairman and Chief Executive Officer

28 June 2023

Notes:

- (1) Any shareholder of the Company (the **“Shareholder(s)”**) entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more shares of the Company (the **“Shares”**) may appoint more than one proxy to attend on the same occasion. A proxy needs not be a Shareholder.
- (2) In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
- (3) Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM convened and in such event, the form of proxy shall be deemed to be revoked.
- (4) In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the EGM, 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 registered holders be present at the EGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- (5) 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, 17 July 2023 to Thursday, 20 July 2023 (both days inclusive). In order to qualify for the right to attend and vote at the EGM, 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, 14 July 2023.
- (6) As at the date of this notice, the executive Director is Mr. Wang Jinglei; the non-executive Director is Mr. Wu Jiwei; and the independent non-executive Directors are Mr. Cheng Tai Kwan Sunny, Mr. Mao Daowei, Ms. Luo Yunping and Mr. Yang Yuan.

* *for identification purposes only*