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

If you have sold or transferred all your shares in Bojun Education Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Bojun Education Company Limited (the “**Company**”) to be held at Meeting Room, 2/F., Bojun Education Company Limited, 209 Sanse Road, Jinjiang District, Chengdu, Sichuan Province, the People’s Republic of China on Thursday, 18 January 2024 at 10:00 a.m. is set out on pages AGM-1 to AGM-4 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meeting should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

28 December 2023

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DEFINITIONS

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

| | |
|-----------------------------------|---|
| “Act Best” | Act Best Global Limited (萬福全球有限公司), a company incorporated in the BVI with limited liability on 28 November 2019 and is wholly-owned by Mr. Wang Jinglei |
| “Act Glory” | Act Glory Global Limited (鴻藝全球有限公司), a company incorporated in the BVI with limited liability on 29 November 2019 and is wholly-owned by Act Best |
| “AGM” or “Annual General Meeting” | the annual general meeting of the Company to be held at Meeting Room, 2/F., Bojun Education Company Limited, 209 Sanshe Road, Jinjiang District, Chengdu, Sichuan Province, the People’s Republic of China on Thursday, 18 January 2024 at 10:00 a.m. |
| “AGM Notice” | the notice convening the AGM set out on pages AGM-1 to AGM-4 of this circular |
| “Articles” | the articles of association of the Company, and an “Article” shall mean an article of the Articles |
| “Audit Committee” | the audit committee of the Company |
| “Board” | the board of Directors |
| “BVI” | British Virgin Islands |
| “Companies Law” | the Companies Law, Chapter 22, (Law 3 of 1961, as consolidated and revised) of the Cayman Islands |
| “Company” | Bojun Education Company Limited (博駿教育有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | Hong Kong Special Administrative Region of the PRC |

DEFINITIONS

| | |
|---------------------------|--|
| “Issue Mandate” | a general mandate to be granted to the Board at the AGM to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the aggregate nominal amount of the entire issued share capital of the Company, being the mandate referred to in resolution no. 5 in the AGM Notice |
| “Latest Practicable Date” | 19 December 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Nomination Committee” | the nomination committee of the Company |
| “PRC” | the People’s Republic of China which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan |
| “Remuneration Committee” | the remuneration committee of the Company |
| “Repurchase Resolution” | the proposed ordinary resolution as referred to in resolution no. 6 in the AGM Notice |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | The Code on Takeovers and Mergers and Share Repurchases |
| “%” | per cent |

LETTER FROM THE BOARD



Bojun Education Company Limited

博駿教育有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1758)

Executive Director:

Mr. Wang Jinglei

(Chairman and Chief Executive Officer)

Non-executive Director:

Mr. Wu Jiwei

Independent Non-Executive Directors:

Mr. Cheng Tai Kwan Sunny

Mr. Mao Daowei

Ms. Luo Yunping

Mr. Yang Yuan

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

2206-19, Jardine House

1 Connaught Place

Central

Hong Kong

28 December 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to (i) the proposed general mandates to issue and repurchase Shares up to 20% and 10% respectively of the Company's total number of issued Shares as at the date of the passing of the resolutions; and (ii) the proposed re-election of Directors in order to enable you to make an informed decision on whether to vote for or against the resolutions nos. 2, 5 to 7 to be proposed at the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

At the AGM, ordinary resolutions nos. 5 and 7 of the AGM Notice will be proposed which, if passed, will give the Directors a general mandate to issue new Shares representing up to (i) 20% of the aggregate nominal amount of the entire issued share capital of the Company at the date of passing the resolution plus (ii) the nominal amount of the share capital of the Company repurchased by the Company (under the authority granted pursuant to the Repurchase Resolution) subsequent to the passing of such resolution.

On the basis of a total of 903,138,460 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the AGM, the Issue Mandate (if granted by the Shareholders at the AGM) will empower the Directors to allot, issue or otherwise deal in up to a maximum of 180,627,692 new Shares, being 20% of the entire issued share capital of the Company as at the Latest Practicable Date.

3. GENERAL MANDATE TO REPURCHASE SHARES

The ordinary resolution no.6 of the AGM Notice, if passed, will give the Directors a general and unconditional mandate to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution at any time until the next annual general meeting of the Company following the passing of the said ordinary resolution or such earlier period as stated in the said ordinary resolution (the “**Repurchase Mandate**”).

An explanatory statement as required under the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

4. RE-ELECTION OF DIRECTORS

The Company has formulated a director nomination policy. The Nomination Committee is responsible for identifying candidates suitably qualified to become members of the Board and it may select candidates nominated for directorship. When formulating a recommendation to the Board for appointment of a Director (including an independent non-executive Director), the Nomination Committee shall consider various criteria in evaluating and selecting candidates for directorships, including, among others, (i) integrity and reputation, (ii) qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Group’s business and corporate strategy, (iii) willingness to devote adequate time to discharge duties as a member of the Board and other directorships and significant commitments, (iv) the number of existing directorships and other commitments that may demand the attention of the candidate, (v) the requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the requirements under the Listing Rules, (vi) the board diversity policy of the Company and any measurable objectives adopted by the Board for achieving diversity on the Board, which including but not limited to sex, age, culture and education background, ethnicity, professional experience, skills, knowledge and terms of service, and (vii) such other perspective appropriate to the Group’s business.

LETTER FROM THE BOARD

In accordance with the Articles, Mr. Wang Jinglei, Ms. Luo Yunping, Mr. Mao Daowei and Mr. Yang Yuan will retire from office of directors by rotation and, being eligible, offer themselves for re-election as Directors at the AGM.

The Nomination Committee has assessed the independence of Ms. Luo Yunping, Mr. Mao Daowei and Mr. Yang Yuan, all being independent non-executive Directors based on reviewing their written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that they remain independent. The Nomination Committee has also considered the profiles, qualifications and experience, diversity perspectives as set out in the board diversity policy of the Company and other factors of each of them as set out in Appendix II to this circular. The Nomination Committee is satisfied that each of them possesses the required character, integrity and experience to continuously fulfil their respective roles as executive Director and independent non-executive Directors effectively. The Board believe that their respective re-election as executive Director and independent non-executive Director would be in the best interest of the Company and the Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors, namely Mr. Wang Jinglei, Ms. Luo Yunping, Mr. Mao Daowei and Mr. Yang Yuan stand for re-election as Directors at the AGM.

Brief biographical details of the newly appointed and retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

5. ANNUAL GENERAL MEETING

The AGM Notice which contains, inter alia, resolutions to approve the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of the Directors is set out on pages AGM-1 to AGM-4 of this circular.

A form of proxy is herewith enclosed for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon no later than 48 hours before the time of holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not prevent Shareholders from attending and voting at the AGM or any adjourned meeting if they so wish.

6. PROCEDURES BY WHICH A POLL MAY BE DEMANDED

Pursuant to the Article 66 and Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meetings must be taken by poll except where the chairman, 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, all the proposed resolutions will be put to vote by way of poll at the AGM.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM to be held on Thursday, 18 January 2024, the register of members of the Company will be closed from Monday, 15 January 2024 to Thursday, 18 January 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be qualified for attending and voting at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 12 January 2024.

8. RECOMMENDATION

The Board believes that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of Directors as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. The Board recommends that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice on page AGM-1 to AGM-4 of this circular.

9. 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.

Yours faithfully,

By order of the Board

Bojun Education Company Limited

Wang Jinglei

Chairman of the Board and chief executive officer

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) and other relevant rules of the Listing Rules to provide requisite information for the Shareholders to consider the Repurchase Mandate to be proposed at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the entire issued share capital of the Company comprised 903,138,460 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 90,313,846 Shares (representing no more than 10% of the aggregate nominal amount of the entire issued share capital of the Company as at the date of passing the Repurchase Resolution).

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules, the Companies Law and any other applicable laws. Such funds legally available for repurchasing Shares include:

- (i) such funds made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital; and
- (ii) in the case of any premium payable on the repurchase, such funds made out of the profits of the Company or from sums standing the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 August 2023 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and the current month up to the Latest Practicable Date were as follows:

| Month | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|---|------------------------|-----------------------|
| December 2022 | 0.445 | 0.168 |
| January 2023 | 0.400 | 0.201 |
| February 2023 | 0.550 | 0.170 |
| March 2023 | 0.460 | 0.250 |
| April 2023 | 0.355 | 0.245 |
| May 2023 | 0.270 | 0.161 |
| June 2023 | 0.192 | 0.152 |
| July 2023 | 0.169 | 0.124 |
| August 2023 | 0.166 | 0.091 |
| September 2023 | 0.138 | 0.094 |
| October 2023 | 0.110 | 0.053 |
| November 2023 | 0.320 | 0.059 |
| December 2023 (up to the Latest Practicable Date) | 0.265 | 0.194 |

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules, the Articles and the applicable laws of Cayman Islands.

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

As at the Latest Practicable Date, no connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on the exercise of the power to repurchase 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 for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Wang Jinglei, being an executive Director, is deemed, or taken to be interested in an aggregate of 233,920,000 Shares held by controlled corporation, Act Glory, representing approximately 25.90% of the total issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full and assuming that there is no change in the aggregate number of Shares controlled by Mr. Wang Jinglei and there is no other change to the issued share capital of the Company, the shareholding controlled by Mr. Wang Jinglei, in aggregate, will be increased to approximately 28.78%. Based on the information known to date, the Directors consider that such increase in the said shareholding would give rise to an obligation to make a mandatory general offer under the Takeovers Code as a result of repurchase to be made in full under the Repurchase Mandate. Nevertheless, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, trigger any potential consequences under the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25% of the entire issued share capital of the Company.

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months up to the Latest Practicable Date.

The followings are the particulars of newly appointed and retiring Directors who are proposed to be re-elected at the AGM:

Mr. Wang Jinglei, aged 51, has been appointed as an executive Director, the Chairman of the Board and the Chairman of the Nomination Committee on 25 March 2020. He was appointed as the chief executive officer of the Company on 26 November 2020. Mr. Wang Jinglei is mainly responsible for the Group's overall business development and strategic planning. He is also the legal representative, director or council member of certain members of the Group.

Mr. Wang Jinglei has approximately 30 years of experience in the finance industry. He obtained a bachelor degree in accounting from the Open University of China* (國家開放大學) (formerly the Central Television Broadcast University* (中央廣播電視大學)) in July 2008. He worked at the Dazhou branch of Bank of China Limited from December 1990 to April 2013, with his final position as company business department manager. From May 2013 to December 2019, Mr. Wang worked as a general manager at Sichuan Xinxing Financial Guarantee Company Limited* (四川鑫星融資擔保有限公司), a company principally engaged in guarantee-related business.

As at the Latest Practicable Date, Mr. Wang Jinglei is the sole shareholder and sole director of Act Best, and Act Glory is wholly-owned by Act Best. Thus, Mr. Wang Jinglei and Act Best are deemed to be interested in the 233,920,000 Shares held by Act Glory under the SFO.

Mr. Wang entered into a service agreement with the Company for an initial term of three years commencing from 25 March 2020. The service agreement shall renew after expiry and continue thereafter, until it is terminated by either party giving to the other not less than three months' prior notice in writing. Mr. Wang will not receive salary as an executive Director from the Company during his tenure. Upon his appointment as the chief executive officer of the Company, he will be entitled to a salary of RMB800,000 per annum, which was determined by the Board with reference to his background, experience, duties and responsibilities with the Group and the prevailing market conditions. Upon completion of every 12 months of service, he may receive a discretionary management bonus of an amount to be recommended by the Remuneration Committee. The remuneration shall be reviewed annually by the Remuneration Committee with reference to his responsibilities, work load, the time devoted to the Group and the performance of the Group, and any variation to the salary shall be decided by the Board. Mr. Wang shall hold office only until the AGM and shall then be eligible for re-election and is also subject to retirement by rotation at least once every three years at annual general meetings in accordance with the Articles of Association.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang Jinglei (i) does not have any relationship with other Directors, senior management or substantial or controlling shareholders of the Company; and (ii) does not hold any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, Mr. Wang Jinglei is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Mao Daowei, aged 73, was appointed as our independent non-executive Director on 11 July 2018. He is primarily responsible for giving independent advice to the Board. Mr. Mao Daowei is also a member of each of our Audit Committee, Nomination Committee and Remuneration Committee. Mr. Mao Daowei was a professor in economic studies of Sichuan University (四川大學) in the PRC from July 2001 to July 2015 and has been a tutor of doctorate students since 2004.

Mr. Mao Daowei was an independent director of Sichuan Dikang Sci & Tech Pharmaceutical Industry Co., Ltd. (四川迪康科技藥業股份有限公司) (currently known as Sichuan Languang Development Co., Ltd. (四川藍光發展股份有限公司), which was a pharmaceutical company and the shares of which are listed on the Shanghai Stock Exchange (stock code: 600466), from April 2001 to October 2008.

Save as disclosed herein, Mr. Mao Daowei did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Group or other members of the Group.

Save as disclosed herein, Mr. Mao Daowei is not deemed to have and does not have any interest in the shares, underlying shares or debenture of the Company and/or its associated corporations (within the meaning of Part XV of the SFO). Mr. Mao Daowei does not have any relationship with any of the Directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Mao Daowei entered into a service agreement with the Company for an initial term of two years commencing from 31 July 2018. The service agreement shall renew after expiry and continue thereafter, subject to the rotation, removal, vacation or termination of such office as set out in the Articles or the disqualification to act as a director of the Company under the Articles, the Companies Law and the Listing Rules. He is entitled to an annual remuneration of RMB60,000, which is determined and adjustable by the Board with reference to his duties and responsibilities and subject to review from time to time. Mr. Mao will hold office only until the AGM and shall then be eligible and will offer himself for re-election, and is also subject to retirement by rotation at least once every three years at annual general meetings in accordance with the Articles of Association.

Save as disclosed above, Mr. Mao Daowei is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. Luo Yunping, aged 74, was appointed as our independent non-executive Director on 11 July 2018. She is primarily responsible for giving independent advice to the Board. She is also a member of each of our Audit Committee, Nomination Committee and Remuneration Committee. Ms. Luo Yunping joined our Group in June 2001 as a legal representative and school principal of Youshi Kindergarten and left our Group in April 2009. Ms. Luo Yunping has accumulated 44 years of working experience in the education industry. Ms. Luo Yunping served as executive director* (常務理事) and vice president* (副會長) of Chengdu Education Association Preschool Education Professional Committee* (成都市教育學會學前教育專業委員會) from 1993 to 2003. Ms. Luo Yunping was appointed as a member of the Evaluation Professional Group of the Normal Secondary School* (四川省範性中等師範學校評估專家組) in December 1998 by Education Committee of Sichuan Province* (四川省教育委員會) and a committee member of Professional Committee of Preschool Education Career Development and Management of China Preschool Education Research Association* (中國學前教育研究會學前教育事業發展與管理專業委員會) in June 1999. Ms. Luo Yunping was appointed as an expert of preschool bilingual education and training research group of the fifteen plan of the Ministry of Education of national education science* (全國教育科學“十五”規劃教育部重點課題“學前雙語教育師資培訓研究”的總課題組專家) in November 2005.

Save as disclosed herein, Ms. Luo Yunping did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Group or other members of the Group.

Save as disclosed herein, Ms. Luo Yunping is not deemed to have and does not have any interest in the shares, underlying shares or debenture of the Company and/or its associated corporations (within the meaning of Part XV of the SFO). Ms. Luo Yunping does not have any relationship with any of the Directors, senior management, substantial or Controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Luo Yunping entered into a service agreement with the Company for an initial term of two years commencing from 31 July 2018. The service agreement shall renew after expiry and continue thereafter, subject to the rotation, removal, vacation or termination of such office as set out in the Articles or the disqualification to act as a director of the Company under the Articles, the Companies Law and the Listing Rules. Ms. Luo Yunping is entitled to an annual remuneration of RMB60,000, which is determined and adjustable by the Board with reference to her duties and responsibilities and subject to review from time to time. Ms. Luo will hold office only until the AGM and shall then be eligible and will offer herself for re-election, and is also subject to retirement by rotation at least once every three years at annual general meetings in accordance with the Articles of Association.

Save as disclosed above, Ms. Luo Yunping is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Yang Yuan, aged 61, was appointed as an independent non-executive Director with effect from 1 September 2019. Mr. Yang Yuan has over 36 years of experience in education industry. He obtained a bachelor degree in foreign language from Chongqing Normal University in the PRC in July 1983 and completed a master degree in education from Southwest University (formerly known as Southwest Normal University* (西南師範大學)) in the PRC in October 2000. He has been working at Sichuan Nanchong Institute of Educational Science* (四川省南充市教育科學研究所) since July 1983 and is currently serving as the deputy manager of the high school department. He obtained qualification of advanced teacher in high school English granted by Department of Human Resources and Social Security of Sichuan Province in the PRC and received credentials as a high school teacher issued by the Ministry of Education in the PRC (formerly the State Education Commission).

Mr. Yang Yuan entered into a letter of appointment with the Company for an initial term of three years commencing from 1 September 2019. The letter of appointment shall renew after expiry and continue thereafter, until it is terminated by either party giving to the other not less than one month's prior notice in writing. Mr. Yang Yuan is entitled to an annual remuneration of RMB60,000, which is determined and adjustable by the Board with reference to his duties and responsibilities and subject to review from time to time. Mr. Yang Yuan shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election and is also subject to retirement by rotation at least once every three years at annual general meetings in accordance with the articles of association of the Company.

As at the Latest Practicable Date, save as disclosed above, Mr. Yang Yuan (i) does not have any relationship with other Directors, senior management or substantial or controlling shareholders of the Company; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not hold any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have, and are not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which are required to be disclosed under Part XV of the SFO.

There is no information relating to the appointments of Mr. Yang Yuan as an independent non-executive Director which is required to be disclosed pursuant to Rules 13.51(2)(h)-(v) of the Listing Rules. Save as disclosed herein, there is no other matter relating to Mr. Yang Yuan that needs to be brought to the attention of the Shareholders and the Stock Exchange.

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING



Bojun Education Company Limited

博駿教育有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1758)

NOTICE IS HEREBY GIVEN that an annual general meeting of Bojun Education Company Limited (the “**Company**”) will be held at Meeting Room, 2/F., Bojun Education Company Limited, 209 Sanshe Road, Jinjiang District, Chengdu, Sichuan Province, the People’s Republic of China on Thursday, 18 January 2024 at 10:00 a.m. for the following purposes:

As ordinary businesses:

1. To receive and consider the audited financial statements and the reports of the directors and of the auditors of the Company for the year ended 31 August 2023;
2. Retirement and re-election of directors of the Company (the “**Directors**”, each a “**Director**”):
 - (a) To re-elect Mr. Wang Jinglei as executive Director;
 - (b) To re-elect Ms. Luo Yunping as independent non-executive Director;
 - (c) To re-elect Mr. Mao Daowei as independent non-executive Director; and
 - (d) To re-elect Mr. Yang Yuan as independent non-executive Director;
3. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
4. To re-appoint ZHONGHUI ANDA CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration;

As special businesses:

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**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 (“**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as

NOTICE OF ANNUAL GENERAL MEETING

hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company and 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 shares of the Company) 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 authorise the directors of the Company 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 shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- 5.3. the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company 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 shares of the Company, 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 shares of the Company, or (iv) an issue of shares as scrip dividends pursuant to the articles of association of the Company, from time to time shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company 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;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law 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 in general meeting of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares of the Company open for a period fixed by the directors of the Company to the holders of shares of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on the register on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. To consider as special business 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 during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- 6.2. the aggregate nominal amount of shares of the Company which the directors of the Company is authorised to repurchase pursuant to the approval in paragraph 6.1 above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly;
- 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;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law 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 in general meeting of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of resolutions no. 5 and 6 set out in this notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to the resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 6 as set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said resolution.”

By order of the Board
Bojun Education Company Limited
Wang Jinglei
Chairman of the Board and chief executive officer

Hong Kong, 28 December 2023

Notes:

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice (or any adjournment thereof) (the “**Meeting**”) is entitled to appoint a proxy to attend and vote on behalf of him, and one holding more than two Shares is entitled to appoint one or more than one proxy(ies) to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, 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. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting should they so wish.
4. 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, 15 January 2024 to Thursday, 18 January 2024 (both days inclusive). In order to qualify for the right to attend and vote at the Meeting, 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, 12 January 2024.
5. If a typhoon signal no. 8 or above is hoisted, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company at <http://bojuneducation.com> and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled Meeting.
6. As at the date hereof, the executive director of the Company is Mr. Wang Jinglei (chairman of the Board and chief executive officer); the non-executive director of the Company is Mr. Wu Jiwei; and the independent non-executive directors of the Company are Mr. Cheng Tai Kwan Sunny, Mr. Mao Daowei, Ms. Luo Yunping and Mr. Yang Yuan.