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# **DASHAN EDUCATION HOLDINGS LIMITED**

## **大山教育控股有限公司**

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

**(Stock Code: 9986)**

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

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (“AGM”) of Dashan Education Holdings Limited (the “**Company**”) will be held with the combination of an in-room meeting at 19th Floor, Guoxin Plaza, Crossroad of Zhongzhou Avenue and Minghong Road, Jinshui District, Zhengzhou, Henan Province, the PRC and an online virtual meeting via electronic facilities on Friday, 10 June 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited financial statements, the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2021.
2. (A) each as a separate resolution, to re-elect the following retiring directors of the Company (“**Directors**”) who are standing for re-election at the AGM:
  - (i) Mr. Jia Shuilin as a non-executive Director;
  - (ii) Mr. Lui Siu Keung as an independent non-executive Director; and
  - (iii) Mr. Li Gang as an independent non-executive Director.
- (B) to authorise the board of Directors (the “**Board**”) to fix the remuneration of Directors.
3. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix their remuneration.

4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:-

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period (as defined below);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme or similar arrangements of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the amended and restated articles of association of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares of the Company, shall not exceed 20% of the aggregate number of Shares of the share capital of the Company in issue on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares of the Company is effected, the maximum number of shares of the Company that may be issued as a percentage of the total number of issued Shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares of the Company shall be adjusted accordingly; and

(d) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:-

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of 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 holders of Shares of the Company on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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 existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:-

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all powers of the Company to purchase the shares of the Company on the Stock Exchange or any other stock exchange on which the Shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate number of Shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares of the Company is effected, the maximum number of Shares of the Company that may be purchased as a percentage of the total number of issued Shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares of the Company shall be adjusted accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the amended and restated articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the revocation or variation of the authority given to the Directors under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:-

“**THAT** conditional upon the resolutions numbered 4 and 5 above being passed, the general mandate granted to the Directors pursuant to the resolution numbered 4 above be and is hereby approved to be extended by adding an amount representing the total number of Shares repurchased by the Company pursuant to and in accordance with the authority granted under the resolution numbered 5 above.”

## SPECIAL RESOLUTION

7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:-

**“THAT:**

- (a) the second amended and restated memorandum and articles of association of the Company (the **“Second Amended and Restated Memorandum and Articles”**), which contain all the proposed amendments mentioned in the circular of the Company dated 10 May 2022 (the **“Circular”**) and a copy of which has been produced to this meeting and marked “A” and initialed 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 memorandum and articles of association of the Company with immediate effect; and
- (b) any one director, registered office provider or company secretary of the Company be and is/are hereby authorised to execute all such documents and do all such other acts and things as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to effect the adoption of the Second Amended and Restated Memorandum and Articles and any of the foregoing, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

Yours faithfully,

By Order of the Board

**Dashan Education Holdings Limited**

**Zhang Hongjun**

*Chairman, Executive Director and*

*Chief Executive Officer*

Zhengzhou, 10 May 2022

*Notes:*

1. The Company will conduct the AGM with the combination of an in-room meeting and an online virtual meeting. Shareholders of the Company (**“Shareholders”**) will have the option of joining the AGM either (a) through the in-room meeting at 19th Floor, Guoxin Plaza, Crossroad of Zhongzhou Avenue and Minghong Road, Jinshui District, Zhengzhou, Henan Province, the PRC; or (b) online through internet by using their smartphones, tablets or computer devices. Through the online virtual meeting, registered Shareholders will be able to attend the AGM, vote and submit questions online. Beneficial owners or CCASS non-registered Shareholders whose Shares are held

through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (“HKSCC”) may only attend the AGM, vote and submit questions online through the Tricor e-Meeting System as proxy or corporate representative of a registered shareholder. In this regard, they should consult directly with their Intermediary (as the case may be) to appoint themselves as proxy or corporate representative to attend the AGM and provide their email address(es) to their Intermediary before the time limit required by the relevant Intermediary, and for the necessary arrangements and the personalised login and access code will be sent to them upon receipt of request through their Intermediary.

2. Any Shareholder entitled to attend and vote at the AGM 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 may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a Shareholder. In addition, a proxy or proxies representing either a Shareholder who is an individual or a Shareholder which is a corporation shall be entitled to exercise the same powers on behalf of the Shareholder which he or they represent as such Shareholder could exercise.
3. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, 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.
4. The form of proxy must be received by 10:00 a.m. on Wednesday, 8 June 2022 (Hong Kong time), or not less than 48 hours before the time of the holding of any adjourned meeting.

In order to be valid, the completed 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 deposited by 10:00 a.m. (Hong Kong time) on Wednesday, 8 June 2022, or not less than 48 hours before the time of the holding of any adjourned meeting, at Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Any power of attorney or other authority relating to an appointment of a proxy cannot be submitted electronically and must be deposited as referred to above for the appointment to be valid.

Registered Shareholders submitting the form of proxy are requested to provide a valid email address of his/her/its proxy (except for the appointment of the chairman of the AGM) for the proxy to receive the username and password to participate online via Tricor e-Meeting system. If the proxy has not received the login details by email by 10:00 a.m. (Hong Kong time) on Thursday, 9 June 2022, you should contact Tricor Investor Services Limited for the necessary arrangements.

5. The register of members of the Company will be closed from Tuesday, 7 June 2022 to Friday, 10 June 2022 (both days inclusive) during which period no transfer of share(s) will be effected. In order to determine the eligibility to attend and vote at the AGM or any adjourned meeting thereof (as the case may be), all transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the Company’s share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 6 June 2022.
6. Delivery of an instrument appointing a proxy should not preclude a Shareholder from attending and voting in person or via online (if applicable) at the AGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Shareholders and proxies attending the meeting shall bear their own travel and accommodation expenses.

8. All times and dates specified herein refer to Hong Kong local times and dates.
9. The AGM will be conducted in Chinese and no translation will be provided.
10. Due to the constantly evolving COVID-19 pandemic situation in Zhengzhou, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website ([www.dashanedu.com](http://www.dashanedu.com)) or the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) for future announcements and update on the AGM arrangement.
11. The "Special Arrangements for the AGM" set out in the Circular shall form part of this notice.

*As at the date of this notice, the executive Directors are Mr. Zhang Hongjun and Mr. Shan Jingchao; the non-executive Director is Mr. Jia Shulin; and the independent non-executive Directors are Mr. Lui Siu Keung, Mr. Li Gang and Mr. Zhang Jian.*