
IMPORTANT

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

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



China Chuanglian Education Group Limited **中國創聯教育集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2371)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, EXTENSION OF GENERAL MANDATE TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

Resolutions will be proposed at the annual general meeting of China Chuanglian Education Group Limited (the “Company”) to be held at 33/F., Shui On Centre, Nos. 6-8 Harbour Road, Wanchai, Hong Kong on Thursday, 15 June 2017 at 3:00 p.m. (the “AGM”) to approve the matters referred to in this circular.

A form of proxy for the AGM is enclosed in this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy and return it to the Company at Room 905-06, China Evergrande Centre, 38 Gloucester Road, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

28 April 2017

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
— Introduction	3
— General Mandate to Issue Shares	4
— General Mandate to Repurchase Shares	4
— Extension of General Mandate to Issue Shares	5
— Re-election of Retiring Directors	5
— Listing Rules Requirement	6
— Annual General Meeting	6
— Recommendation	7
Appendix I — Explanatory Statement of the Share Repurchase Mandate	8
Appendix II — Biographical Details of the Retiring Directors	11
Notice of AGM	15

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 33/ F., Shui On Centre, Nos. 6-8 Harbour Road, Wanchai, Hong Kong on Thursday, 15 June 2017 at 3:00 p.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of AGM;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	China Chuanglian Education Group Limited;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the proposed issue mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the issued shares of the Company as at the date of passing the resolution for approving the issue mandate;
“Latest Practicable Date”	20 April 2017, being the latest practicable date prior to the printing of this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	the proposed repurchase mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued shares of the Company as at the date of passing the resolution for approving the repurchase mandate;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;

DEFINITIONS

“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases approved by the Securities and Futures Commission as amended from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



China Chuanglian Education Group Limited **中國創聯教育集團有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2371)

Executive Directors

Mr. Lu Xing (*Chairman*)
Mr. Li Jia
Mr. Wu Xiaodong
Mr. Wang Cheng
Mr. Li Dongfu

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent Non-executive Directors

Mr. Leung Siu Kee
Mr. Wu Yalin
Ms. Wang Shuping

Principal Place of Business
in Hong Kong:

Room 905-06
China Evergrande Centre
38 Gloucester Road
Wanchai
Hong Kong

To the Shareholders,

28 April 2017

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed at the AGM for the approval of (a) the Issue Mandate; (b) the Repurchase Mandate; (c) the extension of the Issue Mandate; and (d) the re-election of retiring Directors.

LETTER FROM THE BOARD

An explanatory statement contains all the information necessary to enable the Shareholders to make informed decisions on whether to vote for or against the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 15 June 2016, an ordinary resolution was passed by the Shareholders granting the existing issue mandate to the Directors to issue Shares. Such mandate will be lapsed at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors, i.e. a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with, otherwise than by way of rights issue or any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any shares of the Company issued as scrip dividends pursuant to the memorandum and articles of association of the Company, additional Shares not exceeding 20% of the issued shares of the Company at the date of the passing of such resolution. Subject to the passing of the ordinary resolution approving the Issue Mandate, based on 4,652,522,578 Shares in issue as at the Latest Practicable Date and assuming no further Share is issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to issue up to 930,504,515 Shares (being 20% of the Shares in issue) and the Issue Mandate will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 15 June 2016, an ordinary resolution was passed by the Shareholders granting the existing repurchase mandate to the Directors to repurchase Shares. Such mandate will be lapsed at the conclusion of the AGM.

LETTER FROM THE BOARD

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors, i.e. a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares subject to the maximum number of Shares of up to 10% of the issued shares of the Company at the date of passing of such resolution. The Repurchase Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Conditional upon the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by an amount representing the Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the issued shares of the Company at the date of passing the resolution for approving the Issue Mandate.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 86(3) of the Articles of Association, Mr. Li Dongfu and Mr. Wu Yalin will hold office only until the AGM and, being eligible, will offer himself for re-election at the AGM.

In accordance with article 87(1) of the Articles of Association, Mr. Lu Xing and Ms. Wang Shuping will retire from office by rotation and, being eligible, will offer themselves for re-election at the AGM.

Mr. Wu Yalin and Ms. Wang Shuping had made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Wu Yalin and Ms. Wang Shuping are independent in accordance with the independence guidelines.

To enable Shareholders to make an informed decision on the re-election of Mr. Lu Xing, Mr. Li Dongfu, Mr. Wu Yalin and Ms. Wang Shuping, their biographical details are set out in Appendix II to this circular for information of Shareholders.

LETTER FROM THE BOARD

LISTING RULES REQUIREMENT

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting 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. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to article 66 of the Articles of Association. The results of poll will be published on the websites of the Stock Exchange and the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 33/F., Shui On Centre, Nos. 6-8 Harbour Road, Wanchai, Hong Kong on Thursday, 15 June 2017 at 3:00 p.m. is set out in the accompanying notice of AGM in pages 15 to 19 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of Issue Mandate and Repurchase Mandate and extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website at (www.chinahrt.com). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and delivered to the Company at Room 905-06, China Evergrande Centre, 38 Gloucester Road, Wanchai, Hong Kong, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the meeting if so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the resolutions as set out in the notice of AGM including the granting of Issued mandate and Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are all in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions at the AGM.

Yours faithfully,
On behalf of the Board
China Chuanglian Education Group Limited
Lu Xing
Chairman

This is an explanatory statement given to all Shareholders, as required by the Rule 10.06(1)(b) of the Listing Rules, to provide requisite information of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

Under the Repurchase Mandate, the number of Shares that may repurchase shall not exceed 10% of the issued shares of the Company at the date of the passing of the relevant resolutions. As at the Latest Practicable Date, there were in issue an aggregate of 4,652,522,578 Shares. Subject to the passing of the ordinary resolution approving the Repurchase Mandate, and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to 465,252,257 Shares (being 10% of the Shares in issue) during the period up to the next annual general meeting in 2017 or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase as and when appropriate and is beneficial to the Company. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share.

3. IMPACT ON THE WORKING CAPITAL OR GEARING POSITION

As compared with the financial position of the Company as disclosed in its most recent published audited consolidated accounts as at 31 December 2016, the Directors consider that there might be material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. However, the Directors will not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels.

4. FUNDING OF REPURCHASES

Repurchase of the Shares will be funded out of the funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands and Hong Kong and the Listing Rules.

The Company is empowered by its memorandum and articles of association to repurchase Shares. The Companies Law of the Cayman Islands (the “Law”) provides that Shares may only be purchased out of the profits of the Company or out of the proceeds of a new issue of Shares made for such purpose or, if so authorised by the Articles of Association and subject to the provisions of the Law, out of capital. Under the Law, Shares repurchased will be treated as cancelled and the amount of the Company’s issue share capital will be diminished accordingly.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the close associates (as defined in the Listing Rules) of any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

At the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company or its subsidiaries, nor has he/she undertaken not to do so in the event that the Company is authorised to make repurchases of Shares.

6. UNDERTAKING OF THE DIRECTORS

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 repurchase of its Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum and articles of association of the Company and any applicable laws of the Cayman Islands.

7. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If a Shareholder’s proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase its Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase of Shares made under the Repurchase Mandate, since none of the substantial Shareholders would hold 30% or more of the shareholding of the Company after the repurchase.

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase and no disposal by any of the substantial Shareholders of their interests in the Shares, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than 25% of the Shares being held by the public.

8. SHARE PURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. SHARE PRICES

During each of the previous 12 months, the highest and lowest prices at which the Shares on Stock Exchange prior to the Latest Practicable Date were as follows:

Month	Traded Prices	
	Highest HK\$	Lowest HK\$
2016		
April	0.238	0.155
May	0.340	0.210
June	0.265	0.205
July	0.238	0.171
August	0.207	0.166
September	0.182	0.157
October	0.207	0.156
November	0.179	0.148
December	0.172	0.144
2017		
January	0.160	0.140
February	0.150	0.130
March	0.144	0.129
April (up to the Latest Practicable Date)	0.145	0.130

The biographical and other details of the retiring Directors standing for re-election at the AGM as required by the Listing Rules are set out below:

Mr. Lu Xing (“Mr. Lu”), aged 49, is an executive Director and chairman of the Board. Mr. Lu holds a bachelor degree. He worked in the PRC banking system for many years and accumulated extensive experience in financial management, project financing, risk assessment and control. Mr. Lu Xing was an executive director of V1 Group Limited (a company listed on the main board of Stock Exchange, stock code: 00082) and China Public Procurement Limited (a company listed on the main board of Stock Exchange, stock code: 01094) respectively and held various positions including Chief Operating Officer and Chief Financial Officer during his tenure as executive director. He has gained ample expertise, resources and networking in strategic planning, overall operation and financial management relating to Internet and media corporates, and has unique in-depth insights, all-rounded strategic vision and sophisticated operation capability for successfully transforming operation of traditional industries into Internet business mode. Since the establishment of Chuanglian Education, Mr. Lu has been committed to transforming traditional teaching patterns into online education mode. So far Online Chuanglian Education has become the largest vocational education training platform in the PRC.

Mr. Lu entered into a formal service contract with the Company for a fixed term of 3 years commencing from 11 December 2014 and can be terminated by either party with a written notice of not less than 3 months, but in any event subject to retirement by rotation and re-election in the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Lu is entitled to a monthly emolument of HK\$30,000. This fee was determined after arm’s length negotiation between Mr. Lu and the Company, with reference to market conditions and his experience and qualification.

As at the Latest Practicable Date, Mr. Lu holds 819,764,323 shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. Lu has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) Mr. Lu has not held any other positions in the Company or any of its subsidiaries; (iii) Mr. Lu does not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company; (iv) Mr. Lu does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO; and (v) there is no information relating to Mr. Lu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning Mr. Lu that needs to be brought to the attention of the Shareholders.

Mr. Li Dongfu (“Mr. Li”), aged 37, is an executive Director. Mr. Li graduated from Economics and Management School of Wuhan University. Mr. Li joined the Group in 2005 and has served as various positions such as sales manager of marketing department, sales director and general manager of marketing department. Mr. Li is familiar with the latest condition of both domestic and overseas training industry and the relevant requirements of training policies, and has good communication channel with the relevant authorities of cadre training. He is also familiar with the business operation and technical solutions as well as training programme design solutions in respect of cadre training. During his tenure of service in the Group, he has participated in the development and operation of the major projects with various companies in Inner Mongolia, Sichuan province, Tianjin city and Hainan province, and accumulated rich experience in project management.

Mr. Li entered into a formal service contract with the Company for a fixed term of 3 years commencing from 1 July 2016 and can be terminated by either party with a written notice of not less than 3 months, but in any event subject to retirement by rotation and re-election in the annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Li is entitled to a monthly emolument of HK\$30,000. This fee was determined after arm’s length negotiation between Mr. Li and the Company, with reference to market conditions and his experience and qualification.

Save as disclosed above, (i) Mr. Li has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) Mr. Li has not held any other positions in the Company or any of its subsidiaries; (iii) Mr. Li does not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company; (iv) Mr. Li does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO; and (v) there is no information relating to Mr. Li that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning Mr. Li that needs to be brought to the attention of the Shareholders.

Mr. Wu Yalin (“Mr. Wu”), aged 55, is an independent non-executive Director. Mr. Wu is also the chairman of the nomination committee of the Company and a member of the audit committee and remuneration committee of the Company. Mr. Wu graduated from Wilfrid Laurier University in Canada with a master degree in Economic Geography in 1988. Mr. Wu has over 20 years of experience in financial consulting and financial investment services. He has successively held a range of key positions including chief executive officer, director and senior management in Deloitte and Cap Gemini Ernst & Young (凱捷安永會計師行), governmental environment protection center of Midland County, Canada (加拿大渥德蘭縣政府環保中心) and various financial consulting firms. Mr. Wu is familiar with the latest market information in domestic, international, and also emerging markets. He managed and participated in operation and consultation of several significant projects, and has accumulated rich experience in financial management. Mr. Wu is currently the independent director of Synutra International, Inc. and the chief executive officer of Northern Investment & Financial Consultants Ltd. Co. (北方投資諮詢公司).

Mr. Wu entered into a formal service contract with the Company for a fixed term of 3 years commencing from 30 December 2016 and can be terminated by either party with a written notice of not less than 3 months, but in any event subject to retirement by rotation and re-election in the next following general meeting of the Company in accordance with the articles of association of the Company. Mr. Wu is entitled to a monthly emolument of HK\$10,000. This fee was determined after arm’s length negotiation between Mr. Wu and the Company, with reference to market conditions and his experience and qualification.

Save as disclosed above, (i) Mr. Wu has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) Mr. Wu has not held any other positions in the Company or any of its subsidiaries; (iii) Mr. Wu does not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company; (iv) Mr. Wu does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO; and (v) there is no information relating to Mr. Wu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning Mr. Wu that needs to be brought to the attention of the Shareholders.

Ms. Wang Shuping (“Ms. Wang”), aged 58, is an independent non-executive Director. Ms. Wang is also the chairman of the remuneration committee of the Company and a member of the audit committee and nomination committee of the Company. She graduated from the Politics & Law Department of Capital Normal University with a major in Politics and Law in 1992. She holds the qualification of Corporate Accountant in the PRC. Ms. Wang has been engaged in banking related businesses for many years and accumulated 35 years of extensive experience in banking management. Ms. Wang held various positions during her service with China Construction Bank, including the head of accounting department, chief auditor, deputy manager and deputy general manager. Ms. Wang served as the deputy manager of Beijing Xuanwu Sub-branch of China Construction Bank during 1999 to 2002. Ms. Wang held the position of the deputy manager of Beijing Railway Sub-branch of China Construction Bank during 2002 to 2010. And Ms. Wang was the deputy general manager of the Cash Operation Centre of the Beijing Branch of China Construction Bank during 2010 to 2011.

Ms. Wang entered into a formal service contract with the Company for a fixed term of 3 years commencing from 11 January 2016 and can be terminated by either party with a written notice of not less than 3 months, but in any event subject to retirement by rotation and re-election in the annual general meetings of the Company in accordance with the articles of association of the Company. Ms. Wang is entitled to monthly emolument of HK\$10,000, which was determined with reference to her duties and responsibilities in the Company as well as the prevailing market conditions.

As at the Latest Practicable Date, Ms. Wang holds 1,000,000 Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Ms. Wang has not held any directorships in public companies the securities of which are listed in Hong Kong or overseas in the last three years; (ii) Ms. Wang has not held any other positions in the Company or any of its subsidiaries; (iii) Ms. Wang does not have any relationship with any other directors, senior management, substantial or controlling shareholders of the Company; (iv) Ms. Wang does not have any interest in the listed securities of the Company within the meaning of Part XV of the SFO; and (v) there is no information relating to Ms. Wang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning Ms. Wang that needs to be brought to the attention of the Shareholders.

NOTICE OF AGM



China Chuanglian Education Group Limited **中國創聯教育集團有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2371)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Chuanglian Education Group Limited (the “Company”) will be held at 33/F., Shui On Centre, Nos. 6-8 Harbour Road, Wanchai, Hong Kong on Thursday, 15 June 2017 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 31 December 2016;
2. To re-elect the retiring directors of the Company (the “Director(s)”) and to authorise the board of Directors (the “Board”) to fix the Directors’ remuneration; and
3. To re-appoint the auditor of the Company, SHINEWING (HK) CPA Limited, and to authorise the Board to fix their remuneration.

By way of special business of the Company, to consider and, if thought fit, pass with or without amendments, the following ordinary resolutions:

NOTICE OF AGM

ORDINARY RESOLUTIONS

4. “THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under any share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares in the Company or rights to acquire shares in the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which carry rights to subscribe for or are convertible into shares in the Company, unissued shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the amount of shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) and issued by the Company pursuant to the exercise by the Directors of the powers to be granted to them in paragraph (a) of this resolution, shall not exceed 20% of the shares 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; and
- (d) for the purpose 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;
 - (ii) 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 of the Cayman Islands to be held; and

NOTICE OF AGM

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, 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 in the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 applicable to the Company, or any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares in the Company may be listed and recognised by the Securities and Futures Commission (the “SFC”) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the amount of shares in the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the 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; and
- (c) for the purpose 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;
 - (ii) 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 other applicable law of the Cayman Islands to be held; and

NOTICE OF AGM

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. “**THAT** conditional upon resolution Nos. 4 and 5 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares in the Company pursuant to the said resolution No. 4 be and is hereby extended by the addition thereto of an amount representing the amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to the said resolution No. 5, provided that the amount of shares so repurchased by the Company shall not exceed 10% of the issued shares of the Company at the date of passing of this resolution.”

On behalf of the Board
China Chuanglian Education Group Limited
Lu Xing
Chairman

Hong Kong, 28 April 2017

NOTICE OF AGM

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Room 905-06
China Evergrande Centre
38 Gloucester Road
Wanchai
Hong Kong

Notes:

1. A form of proxy for use at the above meeting is enclosed herewith any member of the Company entitled to attend and vote at the above meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the above meeting. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney or authority, must be deposited at the Company at Room 905-06, China Evergrande Centre, 38 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting.
3. Completion and return of the form of proxy will not preclude members from attending and voting in person at the above meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share(s) of the Company, any one of such joint holders may vote at the above meeting, either in person or by proxy, in respect of such share(s) of the Company as if he/she is solely entitled thereto, but if more than one of such joint holders are present at the above meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. 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 of the share(s) of the Company.
5. The register of members of the Company will be closed from Friday, 9 June 2017 to Thursday, 15 June 2017, both days inclusive, during which period no transfers of shares shall be registered. The holder of Shares whose name appears on the register of members of the Company on 15 June 2017 will be entitled to attend and vote at the annual general meeting. In order to qualify for attending and voting at the forthcoming annual general meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, 31/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Thursday, 8 June 2017.

As at the date of this notice, the Board comprises Mr. Lu Xing (Chairman), Mr. Li Jia, Mr. Wu Xiaodong, Mr. Wang Cheng and Mr. Li Dongfu as executive Directors; Mr. Leung Siu Kee, Mr. Wu Yalin and Ms. Wang Shuping as independent non-executive Directors.