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Chen Lin Education Group Holdings Limited

辰林教育集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1593)

- (1) PROPOSED RESIGNATION OF EXECUTIVE DIRECTOR AND VICE PRESIDENT;**
- (2) PROPOSED RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS;**
- (3) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR;**
- (4) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND**
- (5) PROPOSED CHANGES IN THE COMPOSITION OF THE BOARD COMMITTEES**

This announcement is made by Chen Lin Education Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

PROPOSED RESIGNATION OF EXECUTIVE DIRECTOR AND VICE PRESIDENT

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company hereby announces that, Mr. Liu Chunbin (“**Mr. Liu**”) has tendered his resignation as an executive Director and the vice president of the Company with effect from 1 January 2025 in order to pursue his other personal commitments.

Mr. Liu has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Liu for his services as an executive Director and the vice president of the Company during his tenure of office.

PROPOSED RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board further announces that, Mr. Chen Wanlong (“**Mr. Chen**”) and Mr. Huang Juyun (“**Mr. Huang**”) have tendered their resignations as independent non-executive Directors with effect from 1 January 2025, in order to pursue their other personal commitments.

Each of Mr. Chen and Mr. Huang has confirmed that they have no disagreement with the Board and there are no matters relating to their resignations that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Chen and Mr. Huang for their respective services as independent non-executive Directors during their tenure of office.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

The Board further announces that, Ms. She Hui (“**Ms. She**”) will be appointed as an executive Director with effect from 1 January 2025.

The biographical details of Ms. She are set out as follows:

Ms. She Hui (折慧), aged 37, has been appointed as the chief financial officer of the Company since 29 February 2024. Ms. She is a member of The Chinese Institute of Certified Public Accountants. She has a wealth of experience and knowledge in financial markets, corporate and management accounting, mergers and acquisitions, internal control, corporate governance, regulatory compliance and auditing. Prior to joining the Company, from October 2010 to February 2024, Ms. She successively served as an auditor, a manager and a senior manager at PricewaterhouseCoopers Zhong Tian LLP (普華永道中天會計師事務所(特殊普通合伙)), providing professional auditing, accounting advisory and business consulting services to multiple listed companies, multinational corporations, as well as asset-backed securitization business including public offering of Infrastructure Real Estate Investment Trusts (基礎設施公募REITs). From October 2009 to September 2010, Ms. She served as an auditor at KPMG Advisory (China) Limited (畢馬威企業諮詢(中國)有限公司).

Ms. She obtained her bachelor’s degree in management, majoring in accounting from Dongbei University of Finance and Economics (東北財經大學) in 2009. She also studied in the Business School of University of Wisconsin-Madison as a visiting student.

Ms. She and the Company will enter into a service contract where she will be appointed as an executive Director for a term of three years commencing from 1 January 2025, subject to retirement by rotation and re-election at the annual general meeting of the Company. According to the articles of association of the Company, Ms. She shall retire from office and be eligible for re-election at the forthcoming annual general meeting of the Company. Pursuant to the service contract to be entered into between Ms. She and the Company, Ms. She will not receive any director’s fee or other emoluments from the Company for her service as an executive Director.

As of the date of this announcement, Ms. She is not interested in or deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “SFO”).

Save as disclosed above, as at the date of this announcement, (i) Ms. She does not hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; (ii) Ms. She does not hold any other positions in the Company and other members of the Group; and (iii) Ms. She does not have any relationship with any Directors, senior management of the Company, substantial or controlling Shareholders.

Save as disclosed above, as at the date of this announcement, there is no other matter relating to the proposed appointment of Ms. She that needs to be brought to the attention of the Shareholders and there is no other information that needs to be disclosed Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board believes that Ms. She is a suitable candidate for the position given her education, background and experience. The Board would like to take this opportunity to express its warmest welcome to Ms. She for joining the Board.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board further announces that, Mr. Qin Huimin (“**Mr. Qin**”) will be appointed as an independent non-executive Director with effect from 1 January 2025.

The biographical details of Mr. Qin are set out as follows:

Mr. Qin Huimin (秦惠民), aged 69, has extensive experience in the legal education sector. Mr. Qin currently serves as the special appointed professor and the dean of the Graduation School of Education (國際教育學院) of Beijing Foreign Studies University (北京外國語大學). Mr. Qin is also acting as a member of the Legal Advisory Expert Committee of the Ministry of Education (教育部法律諮詢專家委員會委員), a member of the Study Ethos Construction Committee of the Ministry of Education (教育部學風建設委員會), the chairman of the National University Information Research Association (全國高校信息資料研究會), the vice chairman of the Legal and Policies Branch of the Chinese Society of Education (中國教育學會教育政策與法律研究分會) and the vice chairman of the Law and Policy Expert Committee of China Private Education Association (中國民辦教育法律政策專家委員會). Mr. Qin obtained his bachelor’s degree and doctorate degree in law from Renmin University of China (中國人民大學).

Mr. Qin and the Company will enter into a letter of appointment where he will be appointed as an independent non-executive Director for a term of one year commencing from 1 January 2025, subject to retirement by rotation and re-election at the annual general meeting of the Company. According to the Articles of Association, Mr. Qin shall retire from office and be eligible for re-election at the forthcoming annual general meeting of the Company. Pursuant to the letter of appointment to be entered into between Mr. Qin and the Company, Mr. Qin is entitled to the annual emoluments as an independent non-executive Director of RMB96,000, which were determined by the Board upon recommendations by the remuneration committee of the Company (the “**Remuneration Committee**”) and approved by the Board with reference to his level of experience and responsibilities with the Group.

Save as disclosed above, as at the date of the announcement, Mr. Qin does not (i) hold any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; (ii) hold any other positions in the Company and other members of the Group; (iii) does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company; and (iv) does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or Controlling Shareholders.

Save as disclosed above, as at the date of the announcement, there is no other matter relating to the proposed appointment of Mr. Qin that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board believes that Mr. Qin is a suitable candidate for the position given his education, background and experience. The Board would like to take this opportunity to express its warmest welcome to Mr. Qin for joining the Board.

PROPOSED CHANGES IN THE COMPOSITION OF THE BOARD COMMITTEES

The Board hereby announces that:

Following the resignation of Mr. Chen with effect from 1 January 2025, he will cease to be the chairman of the Remuneration Committee, a member of the audit committee of the Company (the “**Audit Committee**”) and a member of the nomination committee of the Company (the “**Nomination Committee**”).

Following the resignation of Mr. Huang with effect from 1 January 2025, he will cease to be the chairman of the Nomination Committee, a member of the Audit Committee and a member of the Remuneration Committee.

Following the appointment of Mr. Qin with effect from 1 January 2025, he will also be appointed as the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nomination Committee.

Following the resignation of Mr. Huang with effect from 1 January 2025, Mr. Wang Donglin, an independent non-executive Director, will be appointed as the chairman of the Nomination Committee.

By order of the Board
Chen Lin Education Group Holdings Limited
Huang Yulin
Chairman

Nanchang, the PRC, 24 December 2024

As at the date of this announcement, the Board comprises Mr. Huang Yulin, Mr. Liu Chunbin, Mr. Wang Li, and Ms. Gan Tian as executive Directors, and Mr. Sy Lai Yin, Sunny, Mr. Chen Wanlong, Mr. Huang Juyun and Mr. Wang Donglin as independent non-executive Directors.