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Huali University Group Limited
华立大学集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1756)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**Meeting**”) of Huali University Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at 6/F, The Administration Building of Guangzhou Huali Science and Technology Town, No. 11 Huali Road, Zengcheng District, Guangzhou, Guangdong Province, PRC on Tuesday, 15 September 2020 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

“**THAT:**

- (a) the entering into of the framework agreement dated 17 July 2020 between the Company and Guangzhou Huali Construction Co., Ltd.* (廣東華立建築有限公司) (“**Huali Construction**”) (the “**Construction Services Framework Agreement**”), pursuant to which Huali Construction and/or its subsidiaries have agreed to provide construction services for the Group’s school campuses in the People’s Republic of China (including the existing campuses and the proposed new campuses) for the period commencing on the date falling upon the passing of this resolution until 31 August 2023 (a copy of the Construction Services Framework Agreement marked “A” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification), the transactions contemplated thereunder and the proposed annual caps be and are hereby approved, ratified and confirmed; and
- (b) any director of the Company be and is hereby authorised to execute the Construction Services Framework Agreement and all such other documents and to do all such acts or things for and on behalf of the Company, and to make and agree to any variations of a minor or non-material nature in or to the terms of the Construction Services Framework Agreement as he/she may consider appropriate or desirable relating to or in connection with the matters contemplated therein.”

Yours faithfully,
On behalf of the Board
Huali University Group Limited
Zhang Zhifeng
Chairman

Hong Kong, 28 August 2020

Notes:

1. The resolutions set out in this notice of the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.
3. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notorially certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof, provided that no account is to be taken of any part of a day that is a public holiday.
5. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be 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.
6. The register of members of the Company will be closed from Thursday, 10 September 2020 to Tuesday, 15 September 2020 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the right to attend and vote at the Meeting or any adjournment thereof, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Wednesday, 9 September 2020.
7. Precautionary measures and special arrangements for the Meeting

In view of the novel coronavirus (“**COVID-19**”) outbreak, certain measures will be implemented at the Meeting to reduce the risk of infection to attendees of the Meeting, including but not limited to (i) compulsory body temperature check; (ii) wearing of surgical masks throughout the Meeting; and (iii) no refreshments or drinks being provided. Attendees who do not comply with the precautionary measures above may be denied entry to the Meeting venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of the shareholders, the Company would like to encourage them to exercise their right to vote at the Meeting by appointing the chairman of the Meeting as their proxy and to return their proxy forms by the time specified above, instead of attending the Meeting in person.

The Company will keep monitoring the COVID-19 situation and may implement additional measures which, if any, will be announced at a time closer to the date of the Meeting.

As at the date of this notice, the executive Directors are Mr. Zhang Zhifeng, Mr. Ye Yaming and Mr. Dong Xiaolin; the non-executive Director is Mr. Zhang Yude; and the independent non-executive Directors are Ms. Chiu Lai Kuen Susanna, M.H., J.P., Mr. Yang Ying and Mr. Ding Yi.