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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in South China Vocational Education Group 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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**SOUTH CHINA VOCATIONAL EDUCATION GROUP COMPANY LIMITED**  
**中國華南職業教育集團有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 6913)**

**PROPOSED APPOINTMENT OF AUDITOR**  
**AND**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the Extraordinary General Meeting of South China Vocational Education Group Company Limited to be held at Room 905, Library Building, No. 492 Da Guan Zhong Road, Tianhe District, Guangzhou, Guangdong Province, PRC on Wednesday, 23 July 2025 at 10:00 a.m. is set out on pages 7 to 8 of this circular. A form of proxy for use at the Extraordinary General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. 10:00 a.m. on Monday, 21 July 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjournment thereof if they so wish and in such event, the authority of your proxy will be revoked.

2 July 2025

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## DEFINITIONS

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

“AOGB”	AOGB CPA Limited
“Appointment of Auditor”	the proposed appointment of AOGB as the auditor of the Company for the year ending 31 December 2025
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Company”	South China Vocational Education Group Company Limited (中國華南職業教育集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 15 August 2018 and the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 6913)
“Director(s)”	the director(s) of the Company from time to time
“Extraordinary General Meeting”	the Extraordinary General Meeting of the Company to be held at Room 905, Library Building, No. 492 Da Guan Zhong Road, Tianhe District, Guangzhou, Guangdong Province, PRC on Wednesday, 23 July 2025 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 7 to 8 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“PRC”	the People’s Republic of China, but for the purposes of this circular only, except where the context requires, references to the PRC or China exclude Hong Kong, Macau and Taiwan
“Shareholder(s)”	Shareholder(s) of the Company

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## DEFINITIONS

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“Stock Exchange” or “Hong Kong Stock Exchange”      The Stock Exchange of Hong Kong Limited

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**LETTER FROM THE BOARD**

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**SOUTH CHINA VOCATIONAL EDUCATION GROUP COMPANY LIMITED**

**中國華南職業教育集團有限公司**

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

**(Stock Code: 6913)**

*Executive Directors:*

Mr. He Huishan (*Chairman*)

Ms. He Huifen (*Chief Executive Officer*)

Mr. Lao Hansheng

*Independent non-executive Directors:*

Mr. Luo Pan

Mr. Yeh Zhe-Wei

Mr. Ma Shuchao

*Registered Office:*

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Corporate Headquarters and  
Principal Place of Business  
in the PRC:*

No. 492 Da Guan Zhong Road

Tianhe District

Guangzhou

Guangdong Province

PRC

*Principal Place of Business in  
Hong Kong:*

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

2 July 2025

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED APPOINTMENT OF AUDITOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with further information regarding the Appointment of Auditor and to give you the notice of the Extraordinary General Meeting in order to enable you to make an informed decision as to whether to vote for or against the ordinary resolution relating to the Appointment of Auditor.

The notice of the Extraordinary General Meeting is enclosed herein as part of this circular.

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## LETTER FROM THE BOARD

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### 2. PROPOSED APPOINTMENT OF AUDITOR

References are made to the announcements of the Company dated 20 May 2025 and 30 June 2025, respectively, in respect of the retirement of Ernst & Young (“EY”) as the auditor of the Company and the Appointment of Auditor.

As disclosed in the announcement of the Company dated 20 May 2025, as the Board could not reach a consensus with EY on the audit fee for carrying out the audit works for the year ending 31 December 2025, EY did not seek re-appointment as auditor of the Company, and retired as auditor of the Company upon the expiration of its term of office.

As disclosed in the announcement of the Company dated 30 June 2025, with the recommendation of the Audit Committee, the Board has resolved to propose the appointment of AOGB as the auditor of the Company for the year ending 31 December 2025, which will be subject to the approval by the Shareholders at the Extraordinary General Meeting.

In reaching its recommendation to the Board with respect to the proposed appointment of AOGB as the new auditor of the Company, the Audit Committee has considered a number of factors, including but not limited to (i) AOGB’s audit proposal, including the proposed audit fees and transition plans; (ii) AOGB’s audit experience, industry knowledge and technical competence in providing audit work, including its experience in handling audit work for companies listed on the Stock Exchange, and its familiarity with the requirements under the Listing Rules and the Hong Kong Financial Reporting Standards; (iii) AOGB’s market reputation and track record; (iv) AOGB’s resources and capability including but not limited to manpower and time; (v) AOGB’s independence from the Company and objectivity; (vi) the Guidelines for Effective Audit Committees — Selection, Appointment and Reappointment of Auditors issued by the Accounting and Financial Reporting Council (the “AFRC”); and (vii) the AFRC’s Guidance Notes on Change of Auditors.

In view of the above, the Audit Committee has assessed and considered that AOGB would be independent, competent and capable and suitable to act as the auditor of the Company. The Board is of the view that the appointment of AOGB as the auditor of the Company is in the interest of the Group and the Shareholders as a whole.

### 3. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining who is entitled to attend the Extraordinary General Meeting, the register of members of the Company will be closed from Friday, 18 July 2025 to Wednesday, 23 July 2025, both days inclusive, during which period no share transfers can be registered. In order to be eligible for attending and voting at the Extraordinary General Meeting, all transfer instruments accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 17 July 2025. The record date for determining the entitlement of the Shareholders to attend and vote at the Extraordinary General Meeting will be Wednesday, 23 July 2025.

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## LETTER FROM THE BOARD

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### **4. EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Extraordinary General Meeting is set out on pages 7 to 8 of this circular. Pursuant to Rule 13.39(4) of the Listing Rules and article 66 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.scvedugroup.com](http://www.scvedugroup.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the Extraordinary General Meeting (i.e. no later than 10:00 a.m. on Monday, 21 July 2025) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish. If you attend and vote at the Extraordinary General Meeting, the authority of your proxy will be revoked.

### **5. VOTING BY WAY OF POLL**

Pursuant to the Articles of Association, a resolution put to the vote of a meeting shall be decided by way of a poll. It is also the requirement under Rule 13.39(4) of the Listing Rules that any vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the meeting will demand a poll for every resolution put to the vote at the Extraordinary General Meeting, save that the chairman of the meeting may in good faith allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. To the best of the knowledge, information and belief of the Directors, none of the Shareholders are required to abstain from voting on any of the resolutions to be proposed at the Extraordinary General Meeting. The Company will announce the results of the poll after the Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **6. RESPONSIBILITY STATEMENT**

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

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## LETTER FROM THE BOARD

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### 7. RECOMMENDATION

The Directors consider that the proposed Appointment of Auditor is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolution to be proposed at the Extraordinary General Meeting.

Yours faithfully,  
On behalf of the Board  
**South China Vocational Education Group Company Limited**  
**Mr. He Huishan**  
*Chairman*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### SOUTH CHINA VOCATIONAL EDUCATION GROUP COMPANY LIMITED

### 中國華南職業教育集團有限公司

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

**(Stock Code: 6913)**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of South China Vocational Education Group Company Limited (the “**Company**”) will be held at Room 905, Library Building, No. 492 Da Guan Zhong Road, Tianhe District, Guangzhou, Guangdong Province, PRC on Wednesday, 23 July 2025 at 10:00 a.m. to consider and if thought fit, transact the following resolution:

#### ORDINARY RESOLUTION

“**THAT** AOGB CPA Limited be and is hereby appointed as the auditor of the Company and its subsidiaries, to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix its remuneration.”

On behalf of the Board

**South China Vocational Education Group Company Limited**

**Mr. He Huishan**

*Chairman*

Hong Kong, 2 July 2025

*Registered Office:*

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

*Corporate Headquarters and  
Principal Place of Business  
in the PRC:*

No. 492  
Da Guan Zhong Road  
Tianhe District  
Guangzhou  
Guangdong Province  
PRC

*Principal Place of Business  
in Hong Kong:*

40th Floor, Dah Sing  
Financial Centre  
No. 248 Queen’s Road East  
Wanchai  
Hong Kong

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. 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. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a 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 to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.

3. In order to be valid, the 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's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting of the Company (i.e. no later than 10:00 a.m. on Monday, 21 July 2025 or any adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determining the entitlement of shareholders to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 18 July 2025 to Wednesday, 23 July 2025, both days inclusive, during which period no share transfers can be registered. In order to be eligible for attending and voting at the Extraordinary General Meeting, all transfer instruments accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 17 July 2025. The record date for determining the entitlement of the Shareholders to attend and vote at the Extraordinary General Meeting will be Wednesday, 23 July 2025.
5. In the event that the Extraordinary General Meeting is adjourned to a date later than Wednesday, 23 July 2025 because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the above meeting will remain the same as stated above.
6. Where there are joint holders of any shares carrying voting rights, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at any meeting the vote of the most 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 of the joint holders appear in the register of members of the Company in respect of the joint holding.
7. A circular containing the resolution set out in the above notice will be provided to the shareholders of the Company.
8. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

*As at the date of this notice, the board of directors of the Company comprises Mr. He Huishan, Ms. He Huifen and Mr. Lao Hansheng as executive Directors; and Mr. Luo Pan, Mr. Yeh Zhe-Wei and Mr. Ma Shuchao as independent non-executive Directors.*