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HOPE EDUCATION GROUP CO., LTD.
希望教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1765)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (“**EGM**”) of Hope Education Group Co., Ltd. (the “**Company**”) will be held at 4/F, Executive Building, Sichuan TOP IT Vocational Institute, 2000 West District Avenue, PI Du District, Chengdu, Sichuan, China on 23 September 2022 at 10 am for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the grant of 150,000,000 share options (the “**Share Options**”) to Mr. Wang Huiwu, who is an executive director (“**Director**”), chief executive officer and substantial shareholder (“**Shareholder**”) of the Company, entitling him to subscribe for 150,000,000 ordinary shares of US\$0.00001 each (the “**Shares**”) in the share capital of the Company at an exercise price of HK\$0.486 per Share (the principal terms and conditions of such grant are set out in the circular of the Company dated 7 September 2022 (the “**Circular**”) under and pursuant to the share option scheme of the Company adopted on 18 March 2022 (the “**Share Option Scheme**”) and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the board of Directors of the Company (“**Board**”) be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the 150,000,000 Share Options to Mr. Wang Huiwu and the issue of the Shares upon the exercise of the Share Options by Mr. Wang Huiwu, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”
2. “**THAT** the grant of 40,000,000 Share Options to Mr. Wang Degen, who is a substantial Shareholder, entitling him to subscribe for 40,000,000 Shares at an exercise price of HK\$0.486 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the Board be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the 40,000,000 Share Options to Mr. Wang Degen and the issue of the Shares upon the exercise of the Share Options by Mr. Wang Degen, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”

Yours faithfully
By order of the Board
Hope Education Group Co., Ltd.
He Shengli
Chairman and non-executive Director

Hong Kong, 7 September 2022

Registered office:

PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal place of business in Hong Kong:

40/F, Dah Sing Financial Centre
248 Queen's Road East
Wanchai, Hong Kong

Notes:

- (i) A form of proxy for use at the EGM is enclosed.
- (ii) A Shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose, seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. by 10 a.m. on Wednesday, 21 September 2022) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of members will be closed from Tuesday, 20 September 2022 to Friday, 23 September 2022, both days inclusive, to determine the entitlement of the shareholders to attend the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 19 September 2022.
- (vi) In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be voted by poll; Mr. Wang Huiwu, his associates (as defined in the Circular) and all core connected persons (as defined in the Circular) of the Company are required to abstain from voting in respect of resolutions numbered 1 above; Mr. Wang Degen, his associates (as defined in the Circular) and all core connected persons (as defined in the Circular) of the Company are required to abstain from voting in respect of resolution numbered 2 above.

As at the date of this announcement, the executive Directors are Mr. Xu Changjun, Mr. Wang Huiwu and Mr. Li Tao; the non-executive Directors are Mr. He Shengli, Mr. Tang Jianyuan and Mr. Lu Zhichao; and the independent non-executive Directors are Dr. Gao Hao, Mr. Chen Yunhua and Mr. Zhang Jin.