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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)**

**PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM  
AND ARTICLES OF ASSOCIATION AND ADOPTION OF AMENDED  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Hope Education Group Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes (i) to make certain amendments (the “**Proposed Amendments**”) to the second amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”) in order to conform with the amendments made to the applicable laws of the Cayman Islands and the Listing Rules, in particular Appendix 3 to the Listing Rules regarding the core shareholder protection standards which became effective on 1 January 2022; and (ii) to adopt the third amended and restated memorandum and articles of association of the Company (the “**Amended M&A**”) incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Existing M&A.

The Proposed Amendments and the proposed adoption of the Amended M&A are subject to the consideration and approval by the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting to be convened by the Company (the “**AGM**”) and shall be effective thereupon.

A circular containing, among other things, particulars in relation to the Proposed Amendments and the adoption of the Amended M&A together with a notice of the AGM will be dispatched to the Shareholders in due course.

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

Hong Kong, 30 December 2022

*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.*