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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)

VOLUNTARY ANNOUNCEMENT PROJECT COOPERATION AGREEMENT

This announcement is made by Hope Education Group Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to inform its shareholders and potential investors of the latest development of the Company.

THE PROJECT COOPERATION AGREEMENT

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that Guilin Shanshui Vocational College (桂林山水職業學院, the “**Shanshui College**”), a subsidiary of the Company, and Guilin Economic and Technological Development Zone Administration Committee (桂林經濟技術開發區管理委員會) (the “**Committee**”), together with Shanshui College, the “**Parties**”) entered into the Project Cooperation Agreement (the “**Agreement**”), pursuant to which the Committee will transfer the land use right to a plot of land located at Guilin Economic and Technological Economic Zone, Guilin, China with a total area of approximately 350 mu (the “**Target Land**”) at an estimated consideration of approximately RMB98 million (subject to the actual price set out in the State-owned Construction Land Use Rights Transfer Contract (國有建設用地使用權出讓合同, the “**Transfer Contract**”) that the Parties are expected to enter into). The consideration for the Agreement and capital of the construction would be resolved by the combination of balance for school operation and loans from financial institutions. The Agreement shall come into effect from 8 January 2024 upon Shanshui College remitting a deposit of RMB4.9 million to the Committee.

To the best knowledge, information and belief of the Directors after making all reasonable enquiries, the Committee is a third party independent of the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) as at the date of this announcement.

Development of the Target Land

Shanshui College will develop the Target Land and will use it as the new campus, and the construction of the new campus is planned to be conducted by phases. Shanshui College will complete the construction work for the first phase of the project upon obtaining the land use right certificate for the Target Land and will equip corresponding equipment and facilities based on the conditions of students and resources to satisfy school operation needs.

REASONS FOR AND BENEFITS OF THE ACQUISITION

Guilin Economic and Technological Development Zone, as a district-level development zone in Guangxi Autonomous Region, has unique advantages in terms of geography, transportation, industry, environment, service and other resources. It has great development potential, good growth foundation and strong investment efforts, and has become an investment highland for industrial development and implementation of industrial projects in the eastern and coastal regions. The construction of new campus in the area by Shanshui College does not only enjoy the location advantage in terms of its existing transportation convenience, but also possesses the school operation advantage of industry-education integration and school-enterprise cooperation. In December 2022, Shanshui College was approved by the Ministry of Education of the People’s Republic of China to proceed classification and registration procedures as a for-profit private school. The Agreement will represent a concrete step by Shanshui College to opt for profitability in the end, which is beneficial to the need of Shanshui College as a for-profit school.

Given the aforesaid reasons, the Directors are of the view that the terms of the Agreement are on normal commercial terms, fair and reasonable, and in line with the interests of the Company and its shareholders as a whole.

INFORMATION ON THE PARTIES

Shanshui College is an affiliated entity of the Company which is principally engaged in full-time normal higher vocational education.

Guilin Economic and Technological Development Zone Administration Committee is a government entity of Guilin city, and an independent third party (as defined under the Listing Rules) which is principally engaged in administrative and management affairs of Guilin Economic and Technological Development Zone.

LISTING RULES IMPLICATIONS

As all of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Agreement are lower than 5%, the transaction contemplated under the Agreement does not constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Hope Education Group Co., Ltd.
Zhang Bing
Chairman

Hong Kong, 8 January 2024

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. Zhang Bing, Mr. Tang Jianyuan and Mr. Lu Zhichao; and the independent non-executive Directors are Mr. Xiang Chuan, Mr. Liu Zhonghui and Mr. Zhang Jin.