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

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold** or transferred all your shares in China General Education Group Limited, you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**China General Education Group Limited**

**中国通才教育集团有限公司**

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

**(Stock Code: 2175)**

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES,  
(2) RE-ELECTION OF RETIRING DIRECTORS,  
(3) RE-APPOINTMENT OF AUDITOR,  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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Unless otherwise defined, terms used in this cover shall have the same meanings as those defined in the circular.

A notice convening an annual general meeting of China General Education Group Limited to be held at Conference Room, 5/F, Houde Building, Shanxi Technology and Business College, No. 99, Wucheng South Road, Xiaodian District, Taiyuan City, Shanxi Province, the PRC at 4:00 p.m. on Thursday, 15 January 2026 is set out on pages 15 to 18 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://chinageg.cn>).

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

24 December 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:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Conference Room, 5/F, Houde Building, Shanxi Technology and Business College, No. 99, Wucheng South Road, Xiaodian District, Taiyuan City, Shanxi Province, the PRC on Thursday, 15 January 2026 at 4:00 p.m., the notice of which is set out on pages 15 to 18 of this circular
“Articles”	the articles of association of the Company in force from time to time
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Chairman”	the chairman of the Board
“Company”	China General Education Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholders”	Mr. Niu Sanping and Niusanping Limited
“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate as defined in paragraph 2(a) of the letter from the Board in this circular
“Latest Practicable Date”	22 December 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing”	the listing of the Shares on the Main Board on the Listing Date
“Listing Date”	16 July 2021, on which dealings in Shares first commence on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Memorandum”	the memorandum of association of the Company in force from time to time
“Niusanping Limited”	Niusanping Limited, a company incorporated under the laws of the BVI with limited liability, and is 100% owned by Mr. Niu Sanping
“Nomination Committee”	the nomination committee of the Company
“Notice”	the notice convening the Annual General Meeting which is set out on pages 15 to 18 of this circular
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	the general mandate as defined in paragraph 2(b) of the letter from the Board in this circular
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of par value of US\$0.00001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong
“%”	per cent

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## LETTER FROM THE BOARD

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### China General Education Group Limited

### 中国通才教育集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2175)

*Executive Directors:*

Mr. Zhang Zhiwei (*Chairman*)

Mr. Niu Xiaojun

Ms. Zhang Zhonghua

*Independent non-executive Directors:*

Mr. Zan Zhihong

Mr. Hu Yuting

Mr. Wong Chi Wah

Mr. Hu Binhong

*Registered office:*

The offices of Vistra (Cayman) Limited

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman KY1-1205

Cayman Islands

*Principal place of business in Hong Kong:*

Unit 02, 8/F.,

Tung Che Commercial Centre,

246 Des Voeux Road West,

Hong Kong

24 December 2025

*To the Shareholders,*

Dear Sir/Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES,  
(2) RE-ELECTION OF RETIRING DIRECTORS,  
(3) RE-APPOINTMENT OF AUDITOR,  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting for (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of retiring Directors; and (v) the re-appointment of auditor.

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## LETTER FROM THE BOARD

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### 2. ISSUE MANDATE AND ITS EXTENSION AND REPURCHASE MANDATE

In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting for the Shareholders to consider, and if thought fit, approve the granting of new general mandates to the Directors:

- (a) to allot, issue or deal with additional Shares not exceeding 20% of the total number of the Shares of the Company in issue as at the date of passing of such resolution (i.e. a total number of Shares not exceeding 101,103,400 Shares based on the issued share capital of the Company of 505,517,000 Shares as at the Latest Practicable Date and assuming that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting) (the “**Issue Mandate**”);
- (b) to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of the Shares of the Company in issue as at the date of passing of such resolution (i.e. a total number of Shares not exceeding 50,551,700 Shares based on the issued share capital of the Company of 505,517,000 Shares as at the Latest Practicable Date and assuming that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting) (the “**Repurchase Mandate**”); and
- (c) to extend the Issue Mandate by adding an amount representing the total number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting. With reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 84(1) of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Mr. Niu Xiaojun, Ms. Zhang Zhonghua and Mr. Zan Zhihong will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director(s) in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the Directors proposed for re-election are set out in Appendix II to this circular.

The Board, having considered the view of the Nomination Committee of the Company (which has recommended the re-election of Mr. Niu Xiaojun and Ms. Zhang Zhonghua as executive Directors with reference to the Company's director nomination policy and diversity policy), considers that Mr. Niu Xiaojun and Ms. Zhang Zhonghua are able to contribute to the Board with their great understanding of the business of the Group, diversity of skillsets and extensive experience and knowledge together with solid business connections, and therefore recommends to the Shareholders the proposed re-election of Mr. Niu Xiaojun and Ms. Zhang Zhonghua at the Annual General Meeting.

Recommendation to the Board for the proposed re-election of Mr. Zan Zhihong as an independent non-executive Director was made by the Nomination Committee of the Company, after having reviewed his suitability according to the assessment criteria as set out in the nomination policy adopted by the Company which includes, inter alia, the independence guidelines as set out in Rule 3.13 of the Listing Rules. The Board, taking into account his time commitment and past contributions to the Company and his individual attributes enhancing the Board's diversity as set out in the board diversity policy adopted by the Company and optimal composition (details as set out in their respective biographies in Appendix II to this circular), accepted the recommendation from the Nomination Committee of the Company and recommends to the Shareholders the proposed re-election of Mr. Zan Zhihong at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 4. RE-APPOINTMENT OF AUDITOR

Moore CPA Limited, which has audited the consolidated financial statements of the Company for the Year, will retire as the independent auditor of the Company (the “**Auditor**”) at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposes to re-appoint Moore CPA Limited as the Auditor and to hold office until the conclusion of the next annual general meeting of the Company and authorise the Board to fix its remuneration.

### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Notice is set out on pages 15 to 18 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of retiring Directors; and (v) the re-appointment of auditor.

Pursuant to Rule 13.39(4) of the Listing Rules, save and except resolutions which relate to procedural or administrative matters, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://chinageg.cn>). Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and return it, 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, to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 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 holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and in such event, your proxy form shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 7. RECOMMENDATION

The Board considers that the proposals for the granting/extension of the Issue Mandate, the Repurchase Mandate, the re-election of retiring Directors and the re-appointment of the Auditor are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all these resolutions to be proposed at the Annual General Meeting.

### 8. ADDITIONAL INFORMATION

Your attention is also drawn to Appendices I and II of this circular.

### 9. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, January 12, 2026 to Thursday, January 15, 2026 (both days inclusive), during which no transfer of Shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, all completed transfer documents accompanying with the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, January 9, 2026 (the last share registration date to determine Shareholders' voting right).

Yours faithfully,  
On behalf of the Board  
**China General Education Group Limited**  
**Zhang Zhiwei**  
*Chairman*

*The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.*

## **1. LISTING RULES RELATING TO REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

- (a) the shares proposed to be purchased by the company are fully-paid up;
- (b) the company has previously sent to its shareholders an explanatory statement complying with the provisions of Rule 10.06(1)(b) of the Listing Rules; and
- (c) the shareholders of the company have given a specific approval or a general mandate to the directors of the company to make such purchase, by way of an ordinary resolution which complies with the provisions of Rule 10.06(1)(c) of the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

## **2. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have general authority from the Shareholders to enable the Company to repurchase the Shares in the market.

Repurchase of the Shares may, depending on the market conditions and funding arrangements of the Company at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

## **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 505,517,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the Notice in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 505,517,000 Shares, the Directors will be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total number of the Shares not exceeding 50,551,700 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company will (i) cancel the Shares so repurchased and/or (ii) hold such Shares as treasury Shares, in accordance with provisions of the Articles and the Listing Rules and subject to the Company's capital management needs at the time of Shares being repurchased.

#### **4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles, the laws of the Cayman Islands (being the place of incorporation of the Company) and/or any other applicable laws, as the case may be.

The Company is empowered by the Memorandum and Articles to repurchase the Shares. The laws of the Cayman Islands provide that a purchase of Shares may be made (to the extent of the par value of such shares) out of profits, share premium account or the proceeds of a fresh issue of shares made for such purpose or out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the repurchase is authorised by the Memorandum and Articles; and that any premium payable on a repurchase of Shares may be made out of profits, the Company's share premium account or out of capital provided that the Company is able to pay its debts as they fall due in the ordinary course of business and the purchase is authorised by its Memorandum and Articles.

The Company may not repurchase the Shares for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

#### **5. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 August 2025, being the date to which the latest audited financial statements of the Company have been made up) in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels, which, in the opinion of the Directors, are from time to time appropriate for the Company.

#### **6. EFFECT OF THE TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the Controlling Shareholders collectively held 266,250,000 Shares, representing 52.67% of the total issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of the Controlling Shareholders will, based on their current shareholding, be increased to approximately 58.52% of the total issued share capital of the Company.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase that may be made under the Repurchase Mandate. Assuming that there is no further issue of the Shares between the Latest Practicable Date and the date of repurchase of the Shares made by the Company, the exercise of the Repurchase Mandate in full will result in the number of the Shares held by the public falling below 25% as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding falling below such prescribed percentage.

#### **7. DIRECTORS, THEIR ASSOCIATES AND CORE CONNECTED PERSONS OF THE COMPANY**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors or any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

#### **8. THE DIRECTORS' OBLIGATIONS**

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Memorandum and Articles, the Listing Rules, the laws of the Cayman Islands and all other applicable laws. The Directors confirm that neither the explanatory statement nor the proposed Repurchase Mandate has any unusual features.

#### **9. THE COMPANY'S CONFIRMATION**

The Company confirms that neither the explanatory statement herein stated in Appendix I nor the proposed share repurchase has any usual features.

**10. MARKET PRICES OF THE SHARES**

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the past 12 months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>
<b>2024</b>		
December	1.66	1.29
<b>2025</b>		
January	2.88	1.64
February	3.68	2.66
March	3.64	2.74
April	3.40	2.45
May	2.79	2.54
June	2.80	2.54
July	2.56	2.18
August	2.29	1.91
September	2.25	1.94
October	3.17	1.81
November	3.75	3.20
December (up to Latest Practicable Date)	3.40	3.13

**11. REPURCHASES OF SHARES MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company or its subsidiaries during the six months ended on the Latest Practicable Date (whether on the Stock Exchange or otherwise).

*Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting, are provided below.*

**(1) MR. NIU XIAOJUN – EXECUTIVE DIRECTOR**

**Mr. Niu Xiaojun (牛小軍)**, aged 46, was appointed as an executive Director on 19 October 2020. Mr. Niu is responsible for the informatisation of the Group. Mr. Niu is the nephew of Mr. Niu Sanping, a former executive Director who resigned on 27 May 2024, and cousin of Mr. Niu Jian, a former executive Director who resigned on 27 May 2024.

Mr. Niu joined the Group in May 2004 and since then, he has been the director (處長) of equipment and information construction center of the College where he is responsible for the informatisation construction of the College. Mr. Niu graduated from Shanxi Normal University with a bachelor degree in education technology in January 2009.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Niu had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

**Director's emolument**

A service contract has been entered into between the Company and Mr. Niu for an initial fixed term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. The current Director's fee payable to Mr. Niu is RMB300,000 per annum, which was determined by reference to his duties and responsibilities with the Company and at the College.

**Other information and matters that need to disclosed or brought to the attention of the Shareholders**

Save as disclosed above, Mr. Niu has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company and has no information to disclose pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Niu that need to be brought to the attention of the Shareholders.

**Suitability**

The Nomination Committee of the Company has assessed the suitability of Mr. Niu by reference to the Company's Directors' nomination policy and board diversity policy and considers Mr. Niu is a suitable candidate for holding a directorship of the Company.

**(2) MS. ZHANG ZHONGHUA – EXECUTIVE DIRECTOR**

**Ms. Zhang Zhonghua (張中華)**, aged 47, joined the Group in December 2006 and was appointed as an executive Director on 19 October 2020. Ms. Zhang is also a deputy principal of the College where she is responsible for human resources management, quality control and external affairs of the College.

Ms. Zhang has more than 19 years of experience in education industry. She is currently the deputy principal of the College assisting the principal in human resources management, quality control and external affairs of the College.

Ms. Zhang has served as a member of the 8th Shanxi Provincial Committee of the Chinese Peasants and Workers Democratic Party since July 2022.

She obtained a master degree in business administration from University of Shanghai for Science and Technology (上海理工大學) in Shanghai, the PRC in June 2015.

**Interests in Shares**

As at the Latest Practicable Date, Ms. Zhang had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

**Director's emolument**

A service contract has been entered into between the Company and Ms. Zhang for an initial fixed term of three years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. The current Director's fee payable to Ms. Zhang is RMB300,000 per annum, which was determined by reference to her duties and responsibilities with the Company and at the College.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

Save as disclosed above, Ms. Zhang has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company and has no information to disclose pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Zhang that need to be brought to the attention of the Shareholders.

**Suitability**

The Nomination Committee of the Company has assessed the suitability of Ms. Zhang by reference to the Company's Directors' nomination policy and board diversity policy and considers Ms. Zhang is a suitable candidate for holding a directorship of the Company.

**(3) MR. ZAN ZHIHONG – INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Zan Zhihong (管志宏)**, aged 63, was appointed as an independent non-executive Director on 23 June 2021. Mr. Zan is responsible for providing independent opinion and judgment to the Board.

Mr. Zan has over 40 years of experience in accounting education. He is currently a professor of Shanxi University of Finance and Economics and an independent director of Shenzhen Huakong Seg Co., Ltd. (深圳華控賽格股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (stock code: 000068), and an independent director of Shanxi Tongde Chemical Co., Ltd. (山西同德化工股份有限公司), whose shares are listed on the Shenzhen Stock Exchange (stock code: 002360) and an independent director of Shanxi Coal International Energy Co., Ltd. (山煤國際能源集團股份有限公司), whose shares are listed on the Shanghai Stock Exchange (stock code: 600546).

Mr. Zan graduated from Shanxi College of Finance and Economics (山西財經學院) (currently known as Shanxi University of Finance and Economics (山西財經大學)), majoring in finance in July 1984 and obtained a master degree in economics from Shanxi University of Finance and Economics in June 2009. Mr. Zan obtained the qualification of professor in November 2001.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Zan had no interest in any shares or underlying shares of the Company pursuant to Part XV of the SFO.

**Director's emolument**

A letter of appointment has been entered into between the Company and Mr. Zan for an initial fixed term of one year commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by the independent non-executive Director to the Company or with immediate effect following the notice in writing served by the Company to the independent non-executive Director. The current Director's emolument payable to Mr. Zan is HKD120,000 per annum, which was determined by reference to his duties and responsibilities with the Company.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

Save as disclosed above, Mr. Zan has not held or did not hold any other directorship in listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; does not hold any other positions within the Group; does not have any relationship with any Directors, senior management, substantial or Controlling Shareholders of the Company and has no information to disclose pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zan that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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### China General Education Group Limited

### 中国通才教育集团有限公司

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

**(Stock Code: 2175)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China General Education Group Limited (the “**Company**”) will be held at Conference Room, 5/F, Houde Building, Shanxi Technology and Business College, No. 99, Wucheng South Road, Xiaodian District, Taiyuan City, Shanxi Province, the PRC on Thursday, 15 January 2026 at 4:00 p.m. to consider and, if thought fit, transact the following business:

1. To receive, consider and adopt the audited consolidated financial statements, the reports of directors of the Company (the “**Directors**”) and the independent auditor of the Company (the “**Auditor**”) for the year ended 31 August 2025.
2.
  - (a) To re-elect Mr. Niu Xiaojun as an executive Director;
  - (b) To re-elect Ms. Zhang Zhonghua as an executive Director;
  - (c) To re-elect Mr. Zan Zhihong as an independent non-executive Director;
  - (d) To authorise the board of Directors (“**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Moore CPA Limited as the Auditor and authorise the Board to fix its remuneration.
4. To consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company, and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers, subject to all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of option under a share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees of the Company or the Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company;
  - (iii) the exercise of rights of subscription or conversion under the terms of any warrants or any securities, which carry rights to subscribe for or are convertible into shares of the Company, issued by the Company; and
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution and the said mandate shall be limited accordingly; and
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong).”

5. To consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase or otherwise acquire shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Stock Exchange and the Hong Kong Securities and Futures Commission for this purpose, subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased or otherwise acquired by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. To consider and, if thought fit, to pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set in items 4 and 5 of the notice convening the annual general meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the total number of the Company’s shares (“**Shares**”) which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to such general mandate of an amount representing the total number of Shares purchased or otherwise acquired by the Company pursuant to the general mandate referred to in the resolution set out in item 5 of the Notice, provided that such extended amount shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing this resolution.”

By Order of the Board  
**China General Education Group Limited**  
**Zhang Zhiwei**  
*Chairman*

Hong Kong, 24 December 2025

*Notes:*

- (a) Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak and vote on behalf of him/her. A proxy needs not be a Shareholder. A Shareholder 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. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (b) In order to be valid, a 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 or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 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 Annual General Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting and, in such event, the form of proxy shall be deemed to be revoked.
- (c) For the purpose of determining the Shareholders who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, January 12, 2026 to Thursday, January 15, 2026 (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanying with the relevant share certificates should be lodged for registration with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, January 9, 2026 (the last share registration date to determine Shareholders’ voting right).
- (d) Where there are joint registered holders of any Shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most, or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.
- (e) Please refer to Appendix II to the circular of the Company dated 24 December 2025 for the details of the retiring Directors subject to re-election at the Annual General Meeting.

*As at the date of this notice, the executive Directors are Mr. Zhang Zhiwei, Mr. Niu Xiaojun and Ms. Zhang Zhonghua; and the independent non-executive Directors are Mr. Zan Zhihong, Mr. Hu Yuting, Mr. Wong Chi Wah and Mr. Hu Binhong.*