THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of 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 Kepei Education Group Limited, you should at once hand this circular, together with the accompanying 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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China Kepei Education Group Limited
中國科培教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1890)

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES AND DECLARATION OF FINAL DIVIDEND AND RE-ELECTION OF RETIRING DIRECTORS AND RE-APPOINTMENT OF THE AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of China Kepei Education Group Limited to be held at Jaffe Meeting room, Level 28, The Lee Garden Two, 28 Yun Ping Road, Causeway Bay, Hong Kong on Friday, 30 January 2026 at 3:00 p.m. is set out on pages 15 to 20 of this circular.

A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chinakepei.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy accompanied with this circular in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 (i.e. before 3:00 p.m. on Wednesday, 28 January 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish.

31 December 2025

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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 Jaffe Meeting room, Level 28, The Lee Garden Two, 28 Yun Ping Road, Causeway Bay, Hong Kong on Friday, 30 January 2026 at 3:00 p.m., or any adjournment thereof and notice of which is set out on pages 15 to 20 of this circular
"Articles of Association"	the second amended and restated articles of association of the Company adopted and effective on 24 February 2023 and as amended from time to time
"Board"	the board of Directors
"Buy-back Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to buy back Shares not exceeding 10% of the number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting the Buy-back Mandate
"Companies Act"	the Companies Act (As Revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
"Company"	China Kepei Education Group Limited (中國科培教育集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 24 August 2017
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with (including by way of sale or transfer of any treasury shares) additional Shares not exceeding 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting the Issue Mandate
"Latest Practicable Date"	19 December 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"Nomination Committee"	the nomination committee of the Company
"PRC"	the People's Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Remuneration Committee"	the remuneration committee of the Company
"SFO"	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
"Share(s)"	ordinary share(s) of US$0.00001 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs, as amended from time to time
"US$"	United States dollars, the lawful currency for the time being of the United States
"%"	per cent

China Kepei Education Group Limited
中國科培教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1890)

Executive Directors:
Mr. Ye Nianqiao *(Chairman)*
Ms. Li Yan *(Chief Executive Officer)*
Mr. Zha Donghui
Mr. Ye Xun
Mr. Zheng Chaoran

Independent Non-executive Directors:
Dr. Xu Ming
Dr. Deng Feiqi
Mr. Lu Chao

Registered office:
Maples Corporate Services Limited
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Headquarters and principal place of business in the PRC:
Qifu Road
Gaoyao District
Zhaoqing City
Guangdong Province
PRC

Principal place of business in Hong Kong:
Unit 2882
Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

31 December 2025

To the Shareholders,

Dear Sir or Madam

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES AND DECLARATION OF FINAL DIVIDEND AND RE-ELECTION OF RETIRING DIRECTORS AND RE-APPOINTMENT OF THE AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to notify you of the Annual General Meeting and to provide you with further information on the resolutions to be proposed at the Annual General Meeting: (a) the granting of the Issue Mandate to issue Shares and the extension mandate; (b) the Buy-back Mandate to buy back Shares; (c) declaration of Final Dividend; (d) the re-election of the retiring Directors; and (e) the re-appointment of the Auditor of the Company.

ISSUE MANDATE TO ISSUE SHARES AND EXTENSION MANDATE

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 5(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares (including by way of sale or transfer of any treasury shares) not exceeding 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, 2,014,248,667 Shares have been fully paid. Subject to the passing of the ordinary resolution numbered 5(A) and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 402,849,733 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 5(C), the number of Shares purchased by the Company under ordinary resolution numbered 5(B) will also be added to extend the Issue Mandate as mentioned in ordinary resolution numbered 5(A) provided that such additional value shall represent up to 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing the resolutions in relation to the Issue Mandate and Buy-back Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

BUY-BACK MANDATE TO BUY BACK SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Buy-back Mandate to the Directors to exercise the powers of the Company to buy back Shares representing up to 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution in relation to the Buy-back Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Buy-back Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

The Buy-back Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the applicable laws of Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

DECLARATION OF FINAL DIVIDEND

As stated in the announcement of the Company dated 28 November 2025 relating to the annual results of the Group for the year ended 31 August 2025, the Board recommended the payment of a final dividend of HK$0.06 per Share (the "**Final Dividend**") to Shareholders whose names appear on the register of members of the Company on 7 August 2026. The Final Dividend is subject to approval by the Shareholders at the Annual General Meeting and a resolution will be proposed to the Shareholders for voting at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 16.2 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the Board will hold office only until the next following general meeting of the Company after his/her appointment and be subject to re-election at such meeting, and shall then be eligible for re-election.

In accordance with article 16.19 of the Articles of Association, at every annual general meeting 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 (including those appointed for a specific term) shall be subject to retirement by rotation at an annual general meeting at least once every three years.

Accordingly, Mr. Zha Donghui, Mr. Zheng Chaoran, Dr. Xu Ming and Dr. Deng Feiqi will hold office as the Directors until the Annual General Meeting and being eligible, offered themselves for re-election at the Annual General Meeting.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

Recommendation of the Nomination Committee with respect to the Independent Non-executive Director subject to Re-election at the Annual General Meeting

The Nomination Committee and the Board have followed the Company's director nomination policy and board diversity policy for the re-appointment of Dr. Xu Ming ("**Dr. Xu**") and Dr. Deng Feiqi ("**Dr. Deng**") as an independent non-executive Director, respectively.

The Nomination Committee had respectively assessed and reviewed the written confirmation of independence of Dr. Xu and Dr. Deng who have offered themselves for re-election at the Annual General Meeting based on the independence criteria as set out in Rule 3.13 of the Listing Rules and are satisfied that they remain independent in accordance with Rule 3.13 of the Listing Rules. In addition, the

Nomination Committee had evaluated their performance and is of the view that they have provided valuable contributions to the Company and have demonstrated their abilities to provide independent, balanced and objective view to the Company's affairs. The Board is not aware of any circumstances that might influence the independence of Dr. Xu and Dr. Deng.

The Nomination Committee is also of the view that Dr. Xu and Dr. Deng would bring to the Board their own perspective, skills and experience, as further described in their biographies in Appendix I to this circular.

Based on the board diversity policy and the director nomination policy adopted by the Company, the Nomination Committee considered that Dr. Xu and Dr. Deng can contribute to the diversity of the Board, in particular, with their strong and diversified financial background and professional experience in their expertise, including their in-depth knowledge in education industry and government relations.

Therefore, the Board, with the recommendation of the Nomination Committee, has nominated each of Dr. Xu and Dr. Deng for re-election as independent non-executive Director at the Annual General Meeting.

RE-APPOINTMENT OF THE AUDITOR

Ernst & Young will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint Ernst & Young as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 15 to 20 of this circular is the notice of the Annual General Meeting at which, ordinary resolutions will be proposed to Shareholders to consider and approve, among other things, the granting of the Issue Mandate to issue Shares and the Buy-back Mandate to buy back Shares, the declaration of Final Dividend, the re-election of the retiring Directors and the re-appointment of the auditor of the Company.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chinakepei.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 3:00 p.m. on Wednesday, 28 January 2026) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

There is no Shareholder who has any material interest in the proposed resolutions regarding the Issue Mandate and Buy-back Mandate, the declaration of Final Dividend, the re-election of the retiring Directors and the re-appointment of the auditor of the Company, therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and article 13.6 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll 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. Accordingly, each of the resolutions set out in the Notice will be taken by way of poll.

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 is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

(a) For determining the entitlement to attend and vote at the Annual General Meeting

The register of members of the Company will be closed from Tuesday, 27 January 2026 to Friday, 30 January 2026, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the Annual General Meeting, during which period no share transfers will be registered. To be eligible to attend the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, 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, 26 January 2026.

(b) For determining the entitlement of the Final Dividend

The register of members of the Company will also be closed from Tuesday, 4 August 2026 to Friday, 7 August 2026, both days inclusive, in order to determine the entitlement of the Shareholders to receive the Final Dividend, during which period no share transfers will be registered. To qualify for the Final Dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, 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, 3 August 2026.

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 Company. 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.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the Issue Mandate to issue Shares, the Buy-back Mandate to buy back Shares, the re-election of the retiring Directors, the declaration of Final Dividend and the re-appointment of the auditor of the Company are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By order of the Board
China Kepei Education Group Limited
Ye Nianqiao
Chairman

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Save as disclosed herein, each of the following Directors has confirmed that there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

EXECUTIVE DIRECTORS

Mr. Zha Donghui (查東輝) ("**Mr. Zha**"), aged 57, has been an executive Director and the deputy general manager of the Company since its establishment. He is primarily responsible for the designing, planning, development and construction of buildings and infrastructure of the Group. Mr. Zha has over 28 years of experience in the education industry. From September 1996 to August 2001, Mr. Zha served as the vice principal of Zhaoqing Technology Training School (肇慶科技培訓學校). From September 2001 to August 2004, he served as the vice president of Zhaoqing School (formerly known as Zhaoqing Technology College (肇慶科技學 校)). From June 2005 to September 2016, Mr. Zha was a director of Zhaoqing School. Since September 2004, Mr. Zha has been serving as a director and an associate dean of Guangdong Polytechnic College (formerly known as Zhaoqing Technology Vocational Technical College (肇慶科技職業技術學院)), and has been primarily responsible for management of infrastructure and equipment of Guangdong Polytechnic College.

Mr. Zha obtained his master's degree in Computer Science from Guangzhou University of Technology in June 2009.

Mr. Zha has entered into a service contract with the Company for an initial fixed term of three years commencing from 26 April 2018 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. Mr. Zha will not receive any remuneration for his services as an executive Director and he will receive remuneration in accordance with his other management positions in the Company. As at the Latest Practicable Date, Mr. Zha was interested in 1,200,000 Shares within the meaning of Part XV of the SFO, in aggregate representing approximately 0.06% of the total issued share capital of the Company.

Mr. Zheng Chaoran (鄭超然) ("**Mr. Zheng**"), aged 38, has joined the Group since September 2018 and has been the Chief Financial Officer, investor relations director and the Company Secretary, mainly responsible for managing and overseeing the investor relations affairs and financial management of the Group Prior to joining the Group, from January 2016 to August 2018, Mr. Zheng served as the investor

relations director and the general manager of the Finance Department of Virscend Education Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1565), which is a leading provider of pre-school to grade 12 and university private education services and was primarily responsible for managing and overseeing the investor relations affairs and financial management. From September 2009 to December 2015, Mr. Zheng served as the audit manager of Ernst & Young Hua Ming LLP and was primarily responsible for providing audit, review and internal control advice to listing applicants and listed companies on various stock exchanges.

Mr. Zheng obtained a bachelor's degree in accounting from Nanjing University in July 2009. Mr. Zheng has also obtained the professional qualification as a Certified Public Accountant issued by the Chinese Institute of Certified Public Accountants (CICPA) in January 2014.

Mr. Zheng has entered into a service contract with the Company for a term of three years with effect from the date of appointment, which is terminable by either party with not less than three months' written notice. Mr. Zheng will not receive any remuneration for his services as an executive Director and he will receive remuneration in accordance with his other management positions in the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Xu Ming (徐明) ("**Dr. Xu**"), aged 54, has been an independent non-executive Director since 26 November 2017 and is primarily responsible for providing independent opinion and judgment to the Board. Dr. Xu has over 26 years of experience in business management.

From January 2002 to April 2010, Dr. Xu served as the manager of the finance department, the chief financial officer and a director of Chuancai Securities Brokerage Company Limited (川財證券經紀有限公司), and was responsible for the Company's operation and financial management. Mr. Xu Ming joined Chengdu Fangyu Industrial Investment Management Company Limited (成都方輿產業投資管理有限公司) in December 2011 and served as an executive director from November 2013 to September 2014, responsible for the operation and strategy development of the company. From August 2015 to November 2018, Dr. Xu served as an executive director and the chief executive officer of Virscend Education Company Limited, a company listed on the Stock Exchange (Stock Code: 1565). From February 2016 to November 2020, Dr. Xu served as an external director of Sichuan Agricultural Credit Guarantee Company Limited (四川省農業信貸擔保有限公司). From August 2023 to July 2025, Dr. Xu served as the executive director of Zhongtou Xingxin Education Investment (Shanghai) Company Limited.

Dr. Xu obtained his doctor's degree in Economics from Sichuan University in China in June 2009. In August 1997, Dr. Xu was qualified as a Certified Public Accountant by the Certified Public Accountants Committee of the Ministry of Finance of the PRC. In June 1998, he was qualified as a Certified Public Valuer by the Ministry of Finance of the PRC. In February 1999, he was qualified as a Certified Tax Adviser by the State Administration of Taxation of the PRC. In December 2003, he was qualified as a Senior Accountant by the Chengdu Competency Reform Working Group. He is also a member of the Second Session of Financial Accounting Committee of the Securities Association of China.

Dr. Xu has entered into a service contract with the Company for an initial fixed term of three years commencing from 26 April 2018 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. Dr. Xu is entitled to a director's fee of RMB200,000 per year. The remuneration package of Dr. Xu is determined by reference to his duty, relevant experience, workload and time devoted to the Group.

As at the Latest Practicable Date, Dr. Xu was interested in 400,000 Shares, representing approximately 0.02% of the total issued share capital of the Company.

Dr. Deng Feiqi (鄧飛其) ("**Dr. Deng**"), aged 63, has been an independent non-executive Director of the Company since 26 November 2017 and is primarily responsible for providing independent opinion and judgment to the Board.

From September 1991 to July 1995, Dr. Deng served as a secretary of foundation education division (基礎部教學秘書) at the Northeast Heavy Machinery Institute (東北重型機械學院). Dr. Deng has held various positions at South China University of Technology (華南理工大學), including a professor since May 2000 and a doctoral tutor since December 2000. From March 2000 to November 2000, he served as a research associate at the Chinese University of Hong Kong. From January 2008 to January 2013, he served as the dean of Industrial Technology Institute at South China University of Technology (華南理工大學工業研究總院). Dr. Deng was a member of the Control Systems Simulation Committee of China Systems Simulation Federation (中國系統仿真學會控制系統仿真專業委員會委員) from June 1998 to May 2003. He was a member of the Guangdong Provincial Committee of the Chinese People's Political Consultative Conference Standing Committee (中國人民政治協商會議廣東省委員會 常委) from January 2008 to January 2013. He was also a member of the Technical Committee on Control Theory (TCCT) under Chinese Association of Automation (中國自動化學會控制理 論專業委員會委員) from January 2013 to December 2017. Dr. Deng has been a member of the editorial committee of publications including Theory and Application of Control (控制理論與 應用) since May 2008, Journal of Systems Engineering (系統工程學報) since August 2011, Systems and Controls (系統與控制縱橫) since January 2014 and Systems Engineering and Electronics (系統工程與電子技術) since April 2016. He has been the associate editor of IEEE Access since February 2018. Dr. Deng has published more than 300 papers in academic publications, including IEEE Transactions on Automatic Control, IEEE Transactions on Circuits and Systems as well as IEEE Transactions on Systems.

Dr. Deng obtained his bachelor's degree in Science from the Department of Applied Mathematics of Hunan University in July 1983. Dr. Deng obtained his doctor's degree in Engineering from the Department of Control Theory and Application of South China University of Technology in July 1997.

Dr. Deng has entered into a service contract with the Company for an initial fixed term of three years commencing from 26 April 2018 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. Dr. Deng is entitled to a director's fee of RMB200,000 per year. The remuneration package of Dr. Deng is determined by reference to his duty, relevant experience, workload and time devoted to the Group.

The following is an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable Shareholders to make an informed decision whether to vote in favor of or against the resolution to approve the grant of the Buy-back Mandate to the Directors.

SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 2,014,248,667 Shares of nominal value of US$0.00001 each which have been fully paid. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back before the Annual General Meeting, the Company will be allowed to buy back a maximum of 201,424,866 Shares which represent 10% of the issued Shares (excluding treasury shares, if any) during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF BUY-BACKS

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Company to buy back its Shares in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

Buy-back of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not buy back the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make buy-backs with profits of the Company or out of a new issuance of shares made for the purpose of the buy-back or, if authorized by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the buy-back, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Act, out of capital.

The Directors have no present intention to buy back any Shares and they would only exercise the power to buy back in circumstances where they consider that the buy-back would be in the best interests of the Company. The Directors believe that if the Buy-back Mandate is exercised in full, it may have a material adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 August 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

If the Company conducts a share repurchase, the Company will cancel the repurchased shares and/or hold the repurchased shares as treasury shares based on the circumstances at the time of repurchase (such as market conditions and/or capital management needs), and all shares held in treasury will retain their listed status.

GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention if the Buy-back Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors hereby undertake that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Buy-back Mandate is approved by the Shareholders.

The Company hereby confirms that this explanatory statement regarding the general mandate to repurchase shares of the Company contained the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the proposed share repurchase has unusual features.

TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a buy-back of Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any buy-back of Shares pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Ye Nianqiao is deemed to be interested in 1,052,280,000 Shares under the SFO, representing approximately 52.24% of the issued Shares. 677,280,000 Shares were held by Qiaoge Company Limited, which is wholly-owned by Ye Liya Limited, which is in turn wholly-owned by a trust, the trustee of which is Cantrust (Far East) Limited. The trust is a discretionary trust set up by Mr. Ye Nianqiao as founder who can influence how the trustee exercises his discretion. Qiaoge Company Limited is accustomed to act in accordance with the directions of Mr. Ye Nianqiao. In addition, 375,000,000 Shares were held by Shuye Company Limited, which is wholly-owned by Shu Feiya Limited, which is in turn wholly owned by a discretionary trust set up by Ms. Shu Liping as founder who can influence how the trustee exercises her discretion. Shuye Company Limited is accustomed to act in accordance with the directions of Ms. Shu Liping. Ms. Shu Liping is the spouse of Mr.

Ye Nianqiao. Therefore, Mr. Ye Nianqiao is deemed to be interested in 1,052,280,000 Shares under the SFO. In the event that the Directors should exercise in full the Buy-back Mandate, Mr. Ye Nianqiao's interests in the Company will be increased to approximately 58.05% of the issued Shares.

In the opinion of the Directors, such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Accordingly, the Directors are not aware of any other consequences which arise under the Takeovers Code as a result of any buy-back of its Shares by the Company.

The Listing Rules prohibit a company from making buy-back on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not propose to buy back Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SHARE PRICES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

Month	**Highest prices**	**Lowest prices**
	HK$	*HK$*
2024		
December	1.44	1.28
2025		
January	1.50	1.25
February	1.54	1.31
March	1.47	1.33
April	1.41	1.13
May	1.45	1.30
June	1.49	1.30
July	1.66	1.37
August	1.60	1.39
September	1.85	1.45
October	1.64	1.44
November	1.61	1.42
December *(up to and including the Latest Practicable Date)*	1.48	1.36

China Kepei Education Group Limited
中國科培教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1890)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of China Kepei Education Group Limited (the "**Company**") will be held at Jaffe Meeting room, Level 28, The Lee Garden Two, 28 Yun Ping Road, Causeway Bay, Hong Kong on Friday, 30 January 2026 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 August 2025 and the reports of the directors of the Company (the "**Directors**", each a "**Director**") and auditor thereon.

2. To declare a final dividend of HK$0.06 per share for the year ended 31 August 2025;

3. (a) To re-elect the following retiring Directors:

    (i) Mr. Zha Donghui as an executive Director;

    (ii) Mr. Zheng Chaoran as an executive Director;

    (iii) Dr. Xu Ming as an independent non-executive Director; and

    (iv) Dr. Deng Feiqi as an independent non-executive Director.

    (b) To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors.

4. To re-appoint Ernst & Young as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration for the year ending 31 August 2026.

5. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

    (A) "**That**:

        (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with (including by way of sale or transfer of any treasury shares) additional shares of the Company (the "**Shares**") or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities

of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

(iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to:

(1) any Rights Issue (as defined hereinafter);

(2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;

(3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or

(4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:

(a) 20% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution; and

(b) (if the Board is so authorised by resolution numbered 5(C)) the aggregate number of shares of the Company bought back by the Company subsequent to the passing of resolution numbered 5(B) (up to a maximum equivalent to 10% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing resolution numbered 5(B)), and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

(a) "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and

(3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

(b) "Rights Issue" means an offer of Shares or an issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions 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, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company)."

(B) "**That**:

(i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), be and is hereby generally and unconditionally approved;

(ii) the aggregate number of the shares to be bought back pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(iv) for the purpose of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and

(c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."

(C) "**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company (including sale or transfer of any treasury shares) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 5(A) set out in this notice be and is hereby extended by the addition to the number of the issued Shares which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the number of the issued Shares bought back by the Company under the authority granted pursuant to resolution numbered 5(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of the said resolutions."

By order of the Board
China Kepei Education Group Limited
Ye Nianqiao
Chairman

Hong Kong, 31 December 2025

Registered office:
Maples Corporate Services Limited
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal place of business in Hong Kong:
Unit 2882
Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

Headquarters and principal place of business in the PRC:
Qifu Road
Gaoyao District
Zhaoqing City
Guangdong Province
PRC

Notes:

(i) Resolution numbered 5(C) will be proposed to the shareholders for approval provided that resolutions numbered 5(A) and 5(B) are passed by the shareholders of the Company.

(ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.

(iii) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

(iv) In order to be valid, the completed form of proxy must be deposited at the Hong Kong branch share registrar of the Company, 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 certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. before 3:00 p.m. on Wednesday, 28 January 2026) or any adjournment thereof (as the case may be). 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 register of members of the Company will be closed from Tuesday, 27 January 2026 to Friday, 30 January 2026, both days inclusive, in order to determine the identity of the shareholders who are entitled to attend the annual general meeting to be held on Friday, 30 January 2026, during which period no share transfers will be registered. To be eligible to attend the annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, 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, 26 January 2026.

(vi) In respect of resolutions numbered 3(a) above, Mr. Zha Donghui, Mr. Zheng Chaoran, Dr. Xu Ming and Dr. Deng Feiqi shall retire and being eligible, offered themselves for re-election at the above meeting. Details of the above retiring Directors are set out in Appendix I to the circular dated 31 December 2025.

(vii) In respect of the resolution numbered 5(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.

(viii) In respect of resolution numbered 5(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to buy back shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the purchase by the Company of its own shares is set out in Appendix II to the circular dated 31 December 2025.

(ix) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.