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思考乐教育
SCHOLAR EDUCATION

SCHOLAR EDUCATION GROUP
思考樂教育集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1769)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the "**EGM**") of Scholar Education Group (the "**Company**") will be held at 10:30 a.m. on Friday, 13 March 2026 at 43/F, Shenrun Building, No. 1001 Shennan East Road, Luohu District, Shenzhen, the People's Republic of China for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. "**THAT** conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, shares of US$0.001 each of the Company (each a "**Share**") that may be issued pursuant to new awards which may be granted by the Company under its share award scheme (the "**2024 Share Scheme**") adopted by the shareholders of the Company by way of an ordinary resolution passed at the extraordinary general meeting of the Company held on 27 February 2024, the Scheme Mandate Limit (as defined in the rules of the 2024 Share Scheme, which is applicable to shares of the Company that may be issued in respect of all options and/or awards which may be granted or awarded under the 2024 Share Award Scheme and any other share award scheme(s) and share option scheme(s) of the Company) be and is hereby refreshed and that the directors of the Company be and are hereby authorised to grant further awards under the 2024 Share Scheme in accordance with the rules thereof pursuant to the Scheme Mandate Limit as refreshed, provided that:

   (a) the total number of Shares which may be allotted and issued pursuant to new awards which may be granted under the 2024 Share Scheme and other further options and awards which may be granted under any other share option scheme(s) and share award scheme(s) of the Company under the Scheme Mandate Limit as refreshed hereby shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (the "**Refreshed Limit**"); and

(b) awards previously granted under the 2024 Share Scheme and options and awards previously granted under any other share option scheme(s) and share award scheme(s) of the Company (including those outstanding, cancelled, lapsed, exercised or vested in accordance with the terms of the 2024 Share Scheme or any other share option scheme(s) and share award scheme(s) of the Company) will not be counted for the purpose of calculating the Refreshed Limit."

2. "**THAT** conditional upon the passing of resolution numbered 1 above and such resolution becoming unconditional, the Service Provider Sublimit (as defined in the rules of the 2024 Share Scheme (as defined in resolution numbered 1 above)) be and is hereby refreshed and the directors of the Company be and are hereby authorised to grant further awards to Service Provider Participants (as defined in the rules of the 2024 Share Scheme) under the 2024 Share Scheme in accordance with the rules thereof pursuant to the Service Provider Sublimit as refreshed, provided that the total number of Shares which may be allotted and issued pursuant to further awards which may be granted under the Service Provider Sublimit as refreshed hereby shall not exceed 1% of the total number of Shares in issue as at the date of passing this resolution."

By order of the board of directors
Scholar Education Group
Chen Qiyuan
Chairman and Executive Director

Hong Kong, 24 February 2026

Registered Office in the Cayman Islands:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Unit 04, 22/F, Austin Plaza
No. 83 Austin Road
Kowloon
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM shall be entitled to appoint one or if he/she/it is a holder of two or more shares of the Company, more than one proxies to attend and vote in his/her/its stead. A proxy need not be a member of the Company but must be present in person in the EGM to represent the member. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and voting in person should he/she/it so wish. In such event, his form of proxy will be deemed to have been revoked.

2. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

3. A form of proxy for the EGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong share registrar, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 48 hours before the time for holding the EGM or any adjournment thereof.

4. To ascertain the Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 10 March 2026 to Friday, 13 March 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong share registrar, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 9 March 2026. Shareholders whose names appear on the register of members of the Company on Friday, 13 March 2026 will be entitled to attend and vote at the EGM.

5. The resolution(s) set out in this notice shall be decided by way of poll.

As at the date of this notice, the executive directors of the Company are Mr. Chen Qiyuan, Mr. Qi Mingzhi, Ms. Li Ailing and Ms. Leng Xinlan; and the independent non-executive directors of the Company are Mr. Yang Xuezhi, Ms. Yim Ka Man and Prof. Zhang Wenjun.