THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Readboy Education Holding Company Limited**, you should at once hand this circular, together with the enclosed 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

Readboy Education Holding Company Limited
讀書郎教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2385)

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

A notice convening the AGM to be held at No. 38, Changyi Road Wuguishan Zhongshan City Guangdong Province, the PRC on Friday, 29 May 2026 at 10:00 a.m. is set out on pages N-1 to N-5 of this circular. The form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.readboy.com).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return them to the Company's branch share registrar in Hong Kong, 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 AGM (i.e. before 10:00 a.m. on Wednesday, 27 May 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 AGM (or any adjournment thereof) if they so wish.

References to dates and time in this circular are to Hong Kong dates and time.

23 April 2026

CONTENTS

Page

Definitions 1

Letter from the Board 3

1. Introduction 3

2. Proposed Granting of the Repurchase Mandate and the Issuance Mandate 4

3. Re-election of Retiring Directors 5

4. Re-appointment of the Auditors 6

5. Annual General Meeting And Proxy Arrangement 7

6. Closure of Register of Members 7

7. Responsibility Statement 8

8. Recommendation 8

9. General Information 8

Appendix I – Explanatory Statement on the Repurchase Mandate I-1

Appendix II – Details of the Directors proposed to be Re-elected at the Annual General Meeting II-1

Notice of Annual General Meeting N-1

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"AGM" or "Annual General Meeting"	the annual general meeting of the Company to be held at No. 38, Changyi Road Wuguishan Zhongshan City Guangdong Province, the PRC on Friday, 29 May 2026 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages N-1 to N-5 of this circular, and any adjournment thereof
"Articles of Association"	the amended and restated articles of association of the Company, as amended from time to time
"Board"	the board of Directors of the Company
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Companies Act"	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
"Company"	Readboy Education Holding Company Limited (讀書郎教育控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 8 February 2021, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2385)
"controlling shareholder(s)"	has the meaning prescribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"General Mandates"	the Issuance Mandate and the Repurchase Mandate
"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 People's Republic of China

"Issuance Mandate"	as defined in paragraph 2(b) of the Letter from the Board in this circular
"Latest Practicable Date"	17 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange
"Nomination Committee"	the nomination committee of the Board
"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
"Repurchase Mandate"	as defined in paragraph 2(a) of the Letter from the Board in this circular
"Retiring Directors"	Mr. Qin Shuguang, Ms. Liu Zhilan and Mr. Shen Jianfei
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
"Share(s)"	ordinary shares in the share capital of the Company with a par value of HK$0.001
"Shareholder(s)"	holder(s) of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning prescribed to it under the Listing Rules
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended from time to time
"treasury Shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

* *For identification purposes only*

Readboy Education Holding Company Limited
讀書郎教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2385)

Executive Directors:
Mr. Qin Shuguang
(Chairman and Chief Executive Officer)
Ms. Liu Zhilan

Non-executive Directors:
Mr. Chen Zhiyong
Mr. Shen Jianfei

Independent non-executive Directors:
Ms. Li Manfang
(Chief Independent Non-Executive Director)
Ms. Kong Fanhua
Prof. Li Renfa

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

Principal Place of Business in Hong Kong:
40/F, Dah Sing Financial Centre,
248 Queen's Road East, Wanchai
Hong Kong

23 April 2026

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM.

2. PROPOSED GRANTING OF THE REPURCHASE MANDATE AND THE ISSUANCE MANDATE

In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

(a) to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of such resolution (i.e. a total of 35,200,000 Shares on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM) (the "**Repurchase Mandate**");

(b) to allot, issue or deal with new Shares (including any sale or transfer of treasury Shares) of not exceeding 20% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of such resolution (i.e. a total of 70,400,000 Shares on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM) (the "**Issuance Mandate**"); and

(c) to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

Each of the Repurchase Mandate and the Issuance Mandate will stay in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages N-1 to N-5 of this circular. With reference to the Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company may cancel the repurchased Shares and/or hold them as treasury Shares, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any treasury Shares, any sale or transfer of treasury Shares will be subject to the terms of the Issuance Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares. The Company (i) will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

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.

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely, Mr. Qin Shuguang, Ms. Liu Zhilan, Mr. Chen Zhiyong, Mr. Shen Jianfei, Ms. Li Manfang, Ms. Kong Fanhua and Prof. Li Renfa.

In accordance with Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, (or, if their number is not a multiple of three (3), 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. Qin Shuguang, Ms. Liu Zhilan and Mr. Shen Jianfei will retire by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

The Nomination Committee has reviewed and assessed the background, expertise, experience and time commitment of the retiring Directors in accordance with the Company's nomination policy, taking into account various aspects set out in the board diversity policy of the Company including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Nomination Committee is of the view that each of Mr. Qin Shuguang, Ms. Liu Zhilan and Mr. Shen Jianfei possesses deep and extensive knowledge and understanding of the diverse businesses of the Group, as well as the relevant expertise and leadership qualities to complement the capabilities of other members of the Board. They will continue to contribute to the Board with his/her in-depth knowledge of the businesses of the Group, diversity of skills set and perspectives as well as devotion to the Board. The Nomination Committee also believes that the expertise, valuable knowledge and experience of these retiring Directors in the businesses of the Group and their general business acumen will continue to maintain and enhance the diversity of the Board, and make substantial contribution to the Company and the shareholders as a whole.

The Nomination Committee and the Board (with Mr. Qin Shuguang, Ms. Liu Zhilan and Mr. Shen Jianfei abstained from voting on the recommendation on their respective nomination) are of the view that the re-election of Mr. Qin Shuguang, Ms. Liu Zhilan and Mr. Shen Jianfei as Directors is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favor of the resolutions to re-elect the retiring Directors at the AGM.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meeting of the Directors (including the Retiring Directors) are disclosed in the corporate governance report of the annual report of the Company for the year ended 31 December 2025.

Particulars of the Retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

4. RE-APPOINTMENT OF THE AUDITORS

The mandate of the current auditors of the Company, Ernst & Young, will expire at the conclusion of the AGM. At the AGM, an ordinary resolution will be put forward for approval of the re-appointment and authorise the Board to determine the remuneration of the auditors. The Board proposes that Ernst & Young be re-appointed as auditors of the Company and to hold office until the conclusion of the annual general meeting of the Company for 2026.

The re-appointment and the remuneration of the auditors of the Company have been reviewed by the audit committee of the Board which has made a recommendation to the Board that the re-appointment and remuneration of auditors be submitted and proposed for Shareholders' approval at the AGM.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages N-1 to N-5 of this circular. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the 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 AGM. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

The trustee (the "**Trustee**") of the share award scheme of the Company adopted on 28 April 2023 (the "**Share Award Scheme**") shall abstain from voting all 35,178,800 unvested Shares held by it under the Share Award Scheme and the trustee of the the post-IPO restricted share unit scheme (the "**RSU Trustee**") adopted on 21 June 2022 (the "**RSU Scheme**") shall abstain from voting all 13,365,371 unvested Shares held by it under the RSU Scheme on any matter that require Shareholders' approval under the Listing Rules unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. Therefore, the Trustee and the RSU Trustee will abstain from voting on all resolutions to be proposed at the Annual General Meeting.

None of the Directors is a Trustee or has any direct or indirect interest in the Trustee. The RSU Trustee is Ms. Liu Zhilan, an executive Director.

The form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.readboy.com). Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return them to the Company's branch share registrar in Hong Kong, 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 AGM (i.e. before 10:00 a.m. on Wednesday, 27 May 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 AGM (or any adjournment thereof) if they so wish and in such event the form of proxy shall be deemed to be revoked.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, both days inclusive, in order to determine the identity of the shareholders who are entitled to attend the AGM to be held on Friday, 29 May 2026, during which period no share transfers will be registered. To be eligible to attend and vote at the AGM, the record date for determining the eligibility of Shareholders to attend and vote at the Annual General Meeting is Friday, 29 May 2026. 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 Friday, 22 May 2026.

7. 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.

8. RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the Repurchase Mandate and the granting and extension of the Issuance Mandate, the re-election of the Retiring Directors and the re-appointment of the auditors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
Readboy Education Holding Company Limited
Qin Shuguang
Chairman and Chief Executive Officer

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 352,000,000 Shares with no treasury Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the AGM 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 AGM, i.e. being 352,000,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate stays in force, a total of 35,200,000 Shares, representing 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of the AGM.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company may cancel the repurchased Shares and/or hold them as treasury Shares, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any treasury Shares, any sale or transfer of treasury Shares will be subject to the terms of the Issuance Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares. The Company (i) will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

2. REASONS FOR REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. FUNDING OF REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with the Company's memorandum of association, the Articles of Association, the Companies Act and/or any other applicable laws of the Cayman Islands, as the case may be.

The Company is empowered by the Articles of Association to repurchase Shares. The laws of the Cayman Islands provide that share repurchase may be made (to the extent of the par value of such shares) out of profits 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 share repurchase is authorised by the Articles of Association. Any premium payable on share repurchase 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 share repurchase is authorised by the Articles of Association.

4. IMPACT OF REPURCHASE

Taking into account the current working capital position of the Company, the Directors consider that there might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Repurchase Mandate was to be carried out 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 or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

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

Month	Highest prices	Lowest prices
	HK$	*HK$*
2025		
April	7.55	6.26
May	15.00	6.63
June	7.14	6.56
July	7.00	6.46
August	6.96	6.21
September	6.79	6.22
October	6.92	6.15
November	6.55	6.09
December	6.40	6.11
2026		
January	6.35	5.80
February	6.18	5.74
March	5.95	4.74
April *(up to and including the Latest Practicable Date)*	5.66	4.51

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors or any of their respective close associates (as defined in the Listing Rules) 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 (as defined in the Listing Rules) 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.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in the Company's memorandum of association and the Articles of Association. Neither the explanatory statement as set out in this Appendix I nor the proposed share repurchase has any unusual features.

7. EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

Pursuant to Rule 32 of the Takeovers Code, if as a result of a repurchase of Shares, 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 purpose of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Directors, as at the Latest Practicable Date, Sky Focus Limited (a company wholly owned by Kimlan Limited, which is in turn wholly owned by Mr. Chen Zhiyong) and Trade Honour Limited (a company wholly owned by Mr. Qin Shuguang), being the substantial shareholders of the Company (as defined in the Listing Rules), were interested in 120,386,719 Shares and 98,979,717 Shares, respectively, representing approximately 34.20% and 28.10% of the total issued share capital of the Company, respectively. On 1 April 2021, Mr. Chen Zhiyong and Mr. Qin Shuguang entered into a concert parties confirmatory deed (the "**Concert Parties Confirmatory Deed**"), pursuant to which they reaffirmed that they had been acting in concert in respect of each of the members of the Group before the date of the Concert Parties Confirmatory Deed, and shall continue the same thereafter. As such, pursuant to the parties acting in concert arrangement, each of the controlling shareholders, i.e. Kimlan Limited, Sky Focus Limited, Mr. Chen Zhiyong, Trade Honour Limited and Mr. Qin Shuguang, is deemed to be interested in 62.30% of the shareholding interests of the Company. In the event that the Directors should exercise in full the Repurchase Mandate, their interests will be increased to approximately 69.34% of the issued Shares. The Company expects that the exercise of the Repurchase Mandate in full will not have any implications for the aforementioned controlling shareholders under the Takeovers Code.

The Directors will not exercise the Repurchase Mandate to such an extent that would result in the total number of issued Shares held by the public being reduced to less than 25% or such other minimum percentage as prescribed by Rule 8.08 of the Listing Rules from time to time.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

The following set out the details of the Directors who will retire and, being eligible, will offer themselves for re-election at the AGM pursuant to the Article 84(1) of the Articles of Association.

Save as disclosed herein, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, the following Directors do not (1) hold any other position in the Company or other members of the Group; (2) hold 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; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

EXECUTIVE DIRECTOR

Mr. Qin Shuguang (秦曙光) ("**Mr. Qin**"), aged 56, is our chairman, chief executive officer and executive Director. Mr. Qin was appointed as a Director on 8 February 2021 and was re-designated as the chairman, chief executive officer and executive Director of our Company on 13 April 2021. Mr. Qin is responsible for formulating overall operations, management, strategic planning and business development.

Mr. Qin joined our Group in May 1999 and has been serving as the general manager of Readboy Technology. Since June 2016, Mr. Qin has been serving as the chairman of the board of directors of Readboy Educational Technology Co., Ltd. ("**Readboy Technology**"). As of the Latest Practicable Date, Mr. Qin also held several directorships in our subsidiaries, including Readboy Technology, Zhuhai Readboy Network Education Co., Ltd* (珠海讀書郎網絡教育有限公司), Readboy Education Group Limited, Readboy Education (HK) Limited (讀書郎教育（香港）有限公司) and Readboy Technology (Zhongshan) Co., Ltd* (讀書郎科技（中山）有限公司).

Mr. Qin has more than 25 years of extensive experience in the electronics industry. From September 1993 to April 1995, Mr. Qin served as the head of the planning and operating department of Zhongshan Xiaobawang Electronic Industry Co., Ltd* (中山小霸王電子工業有限公司). From May 1995 to March 1999, Mr. Qin served as the legal representative of Zhongshan Rijia Electronics Co., Ltd* (中山市日佳電子有限公司).

Mr. Qin received his bachelor's degree in engineering with a major in electrical automation from South China University of Technology* (華南理工大學) in July 1992. Mr. Qin is one of our Controlling Shareholders.

As at the Latest Practicable Date, Mr. Qin is interested in 219,989,636 Shares. Save as disclosed herein, Mr. Qin does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Qin has entered into a service contract with the Company to act as an executive Director for an initial term of three years with effect from 1 July 2025 and will continue thereafter until terminated by not less than three months' written notice in writing served by either of the Director or the Company at any time.

Ms. Liu Zhilan (劉志蘭) ("**Ms. Liu**"), aged 51, is our executive Director and deputy general manager. She was appointed as the deputy general manager of Readboy Technology on 28 December 2017 and was later appointed as an executive Director on 13 April 2021. Ms. Liu is responsible for supervising overall operations, management, strategic planning and business development.

Prior to joining our Group, Ms. Liu Zhilan served as an accountant of Zhongshan Yuncai Cosmetics Co., Ltd* (中山市雲彩化妝品有限公司) from July 1997 to September 1999. Ms. Liu Zhilan joined our Group since September 1999 and she has served in various roles related to accounting or operations. From September 1999 to October 2003, Ms. Liu served as an accountant of the finance department of Readboy Technology. From October 2003 to December 2015, Ms. Liu served as the head of the finance department of Readboy Technology. Ms. Liu performs the responsibility of the deputy general manager since 2016 and was officially appointed to this position in 28 December 2017.

Ms. Liu Zhilan received her professional diploma in accounting from Chenzhou Grain Vocational School* (郴州市糧食中等專業學校) in June 1995 and she subsequently graduated from Harbin Institute of Technology* (哈爾濱工業大學) with major in public affairs management (administrative management) through online learning in July 2018.

As at the Latest Practicable Date, Ms. Liu is interested in 20,645,926 Shares. Save as disclosed herein, Ms. Liu does not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Liu has entered into a service contract with the Company to act as an executive Director for an initial term of three years with effect from 1 July 2025 and will continue thereafter until terminated by not less than three months' written notice in writing served by either of the Director or the Company at any time.

NON-EXECUTIVE DIRECTOR

Mr. Shen Jianfei (沈劍飛) ("**Mr. Shen**"), aged 52, is our non-executive Director. He was appointed as a non-executive Director of our Company on 13 April 2021.

Mr. Shen Jianfei is responsible for overseeing the corporate development and strategic planning of our Group.

Prior to joining our Group in 2019, Mr. Shen Jianfei served in the public service industry. He served as a director for Gongshu Management Office, Hangzhou Motor Vehicle Service Bureau* (杭州市機動車服務管理局拱墅管理處) from November 2015 to August 2018. Subsequently, Mr. Shen Jianfei founded Jianzhi (Hangzhou) Equity Investment Fund Partnership Enterprise (Limited Partnership)* (劍智（杭州）股權投資基金合夥企業（有限合夥）) and has been acting as an executive partner since November 2018.

Mr. Shen Jianfei graduated from Xi'an Politics Institute of People Liberation Army* (西安政治學院) with a major in law in June 2004.

As at the Latest Practicable Date, Mr. Shen is interested in 11,248,791 Shares. Save as disclosed herein, Mr. Shen does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Shen has entered into a service contract with the Company to act as a non-executive Director for an initial term of three years with effect from 1 July 2025 and will continue thereafter until terminated by not less than three months' written notice in writing served by either of the Director or the Company at any time.

DIRECTORS' REMUNERATION

The total amount of the Directors' remuneration for the year ended 31 December 2025, received by each of the Retiring Directors are set out in the financial statements of the Company's 2025 annual report. The remuneration is determined by the Company with reference to duties and level of responsibilities of each Director, the remuneration policy of the Company and the prevailing market conditions.

* *for identification purposes only*

Readboy Education Holding Company Limited
讀書郎教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2385)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**AGM**") of Readboy Education Holding Company Limited (the "**Company**") will be held at No. 38, Changyi Road Wuguishan Zhongshan City Guangdong Province, the PRC on Friday, 29 May 2026 at 10:00 a.m. to consider and, if thought fit, transact the following ordinary businesses:

ORDINARY RESOLUTIONS

1. to consider and receive the audited consolidated financial statements of the Company and the reports of the directors and of the auditors for the year ended 31 December 2025;

2. (a) to re-elect Mr. Qin Shuguang as an executive director of the Company;

   (b) to re-elect Ms. Liu Zhilan as an executive director of the Company;

   (c) to re-elect Mr. Shen Jianfei as a non-executive director of the Company; and

   (d) to authorise the board of directors of the Company to fix the directors' remuneration;

3. to re-appoint Ernst & Young as auditors of the Company and to approve their remuneration;

4. "**THAT**:

   (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally granted to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of 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 laws of the Cayman Islands to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.";

5. "**THAT**:

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally granted to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares (including any sale or transfer of treasury shares) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below); or

(ii) the exercise of options under a share option scheme of the Company; or

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or,

(iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares,

shall not exceed the aggregate of 20% of the total number of issued shares (excluding any treasury shares) of the Company as at the date of passing of this resolution and (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of issued Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of issued Shares (excluding any treasury shares) on the date of the passing of this resolution), and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the approval in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes 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 laws of the Cayman Islands to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting;

"**Rights Issue**" means an offer of shares 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 exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).''; and

6. "**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (including any sale or transfer of treasury shares) by the directors of the Company pursuant to such general mandate of the number of shares of the Company repurchased by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of passing of this resolution."

Yours faithfully, By order of the Board
Readboy Education Holding Company Limited
Qin Shuguang
Chairman and Chief Executive Officer

Hong Kong, 23 April 2026

Notes:

(1) All resolutions at the meeting will be taken by poll pursuant to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.readboy.com) in accordance with the Listing Rules.

(2) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment should specify the number and class of shares in respect of which each such proxy is so appointed.

(3) 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 of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, 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 AGM (i.e. before 10:00 a.m. on Wednesday, 27 May 2026) or any adjournment thereof). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM (or any adjournment thereof) and, in such event, the form of proxy shall be deemed to be revoked.

(4) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting the record date for determining the eligibility of Shareholders to attend and vote at the Annual General Meeting is Friday, 29 May 2026. Unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 May 2026.

(5) In relation to the ordinary resolutions set out in items 4, 5 and 6 of this notice, the Directors wish to state that they have no immediate plan to repurchase any shares or issue any new shares of the Company.

(6) References to dates and time in this notice are to Hong Kong dates and time.

As at the date of this notice, the Board comprises Mr. Qin Shuguang and Ms. Liu Zhilan as executive Directors; Mr. Chen Zhiyong and Mr. Shen Jianfei as non-executive Directors; and Ms. Li Manfang, Ms. Kong Fanhua and Prof. Li Renfa as independent non-executive Directors.