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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Xinhua Education Group Limited**, you should at once hand this circular 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 the transferee.

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China Xinhua Education Group Limited
中國新華教育集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2779)

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

A notice convening the annual general meeting ("**AGM**") of **China Xinhua Education Group Limited** to be held at Conference Room, 9th Floor, Scientific Research Office Building, Anhui Xinhua University, No. 555 Wangjiangxi Road, Hefei City, Anhui Province, PRC (can enter from the north gate or south gate of the school) on Tuesday, 16 June 2026 at 10:00 a.m. is set out on pages 20 to 25 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (https://www.hkexnews.hk) and the Company (https://www.chinaxhedu.com), respectively.

Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's 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. by 10:00 a.m. on Sunday, 14 June 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the AGM or any adjournment thereof if they so wish and in such event, the proxy shall be deemed to be revoked. Holders of treasury shares, if any, shall abstain from voting at the AGM in connection to such treasury shares, as required under the Listing Rules.

30 April 2026

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

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at Conference Room, 9th Floor, Scientific Research Office Building, Anhui Xinhua University, No. 555 Wangjiangxi Road, Hefei City, Anhui Province, PRC (can enter from the north gate or south gate of the school) on Tuesday, 16 June 2026 at 10:00 a.m. or any adjournment thereof, the notice of which is set out on pages 20 to 25 of this circular
"Articles of Association"	the articles of association of the Company and as amended, supplemented or otherwise modified from time to time
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"Cayman Companies Act"	the Companies Act of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"close associate(s)"	has the same meaning ascribed to it under the Listing Rules
"Company"	China Xinhua Education Group Limited (中國新華教育集團有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 30 August 2017, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 2779)
"connected person"	has the same meaning ascribed to it under the Listing Rules
"controlling Shareholder(s)"	has the same meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company

"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number representing such number of Shares repurchased under the Repurchase Mandate
"General Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to allot, issue and deal with new Shares (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting the General Mandate
"Group"	the Company, its subsidiaries and consolidated affiliated entities
"HK$" and "HK cents"	Hong Kong dollars and cents respectively, the lawful currency for the time being of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	22 April 2026, 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
"Mr. Wu"	Mr. Wu Junbao (吳俊保), our founder, one of our controlling Shareholders, chairman of the Board and a non-executive Director
"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 and Taiwan, China
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding any treasury shares) as at the date of passing of the relevant resolution granting the Repurchase Mandate, and to determine such Shares repurchased shall be held as treasury shares by the Company or otherwise be cancelled
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of nominal value of HK$0.01 each in the 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 Codes on Takeovers and Mergers and Share Buybacks, issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
"treasury shares"	has the same meaning ascribed to it under the Listing Rules
"%"	per cent.

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company or entity names in Chinese or another language which are marked with "*" and the Chinese translation of company or entity names in English which are marked with "*" is for identification purpose only.

China Xinhua Education Group Limited
中國新華教育集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2779)

Non-executive Director
Mr. Wu Junbao *(Chairman)*

Executive Directors
Mr. Zhang Ming
Mr. Wang Yongkai
Ms. Chen Ming

Independent Non-executive Directors
Mr. Jiang Min
Mr. Yang Zhanjun
Mr. Yao Heping

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

Principal place of business in Hong Kong:
40th Floor
Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

30 April 2026

To the Shareholders:

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: i) the granting to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate; ii) the appointment of auditors; iii) the re-election of the retiring Directors; and iv) to give the Shareholders notice of the Annual General Meeting regarding the proposed resolutions which will be dealt with at the Annual General Meeting.

GENERAL MANDATE AND EXTENSION MANDATE TO ISSUE SHARES

Pursuant to the amendments to the Listing Rules relating to treasury shares, the Company may cancel the repurchased Shares following settlement of any such repurchase and/or hold such Shares in treasury, subject to market conditions and its capital management needs at the relevant time of such repurchase. Accordingly, if the Company repurchases any Shares pursuant to the Repurchase Mandate and holds such Shares in treasury, any resale or transfer of the Shares held in treasury will be subject to the Issue Mandate as set out in resolution no. 4(A) of the notice of AGM and made in accordance with the Listing Rules and the applicable laws and regulations.

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. An ordinary resolution no. 4(A) will be proposed at the Annual General Meeting to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares in the share capital of the Company (including any sale or transfer of treasury shares out of treasury) up to 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution in relation to the General Mandate. As at the Latest Practicable Date, there were 1,608,583,000 Shares in issue (excluding treasury shares, if any). Subject to the passing of the above ordinary resolution and on the basis that no further Shares are issued or repurchased and cancelled or held in treasury by the Company 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 321,716,600 Shares pursuant to the General Mandate.

In addition, for the Extension Mandate, subject to a separate approval of the ordinary resolution no. 4(C), the number of Shares purchased by the Company under ordinary resolution no. 4(B), if approved by the Shareholders at the Annual General Meeting, will also be added to extend the 20% limit of the General Mandate as mentioned in the ordinary resolution no. 4(A) provided that such additional number shall not exceed 10% of the issued Shares (excluding treasury shares, if any) as at the date of the passing of Repurchase Mandate.

At the last annual general meeting of the Company held on Thursday, 26 June 2025, the Directors were granted a general mandate to issue new Shares in the capital of the Company. This general mandate will lapse at the conclusion of the AGM.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution no. 4(B) will be proposed at the Annual General Meeting to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of the passing of the resolution in relation to the Repurchase Mandate. As at the Latest Practicable Date, there were 1,608,583,000 Shares in issue (excluding treasury shares, if any). Subject to the passing of the above resolution and on the basis that no further Shares are issued or repurchased and cancelled or held in treasury by the Company after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 160,858,300 Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, the Company did not have any treasury shares.

An explanatory statement required by the Listing Rules in connection with the Repurchase 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.

At the last annual general meeting of the Company held on Thursday, 26 June 2025, the Directors were granted a repurchase mandate to repurchase Shares. This repurchase mandate will lapse at the conclusion of the AGM.

PROPOSED APPOINTMENT OF AUDITORS

Reference is made to the announcement of the Company dated 14 April 2026 in relation to the proposed change of auditor of the Company (the "**Announcement**").

As disclosed in the Announcement, the existing auditors of the Company, KPMG, will retire as the auditors of the Company upon expiration of its current term of office at the conclusion of the AGM. Taking into account that KPMG has been holding office as auditors of the Company since 2018, the audit committee of the Company (the "**Audit Committee**") and the Board are of the view that the proposed change of auditors is consistent with good corporate governance measure, beneficial to maintaining the independence and objectivity of external auditor, and in the best interest of the Company and its Shareholders as a whole.

With the recommendation of the Audit Committee, on 14 April 2026, the Board resolved not to propose the re-appointment of KPMG as auditors of the Company at the AGM, and to propose a resolution to approve the appointment of Rongcheng (Hong Kong) CPA Limited ("**Rongcheng**") as the auditors of the Company with effect from the conclusion of the AGM and to hold office until the conclusion of the next annual general meeting of the Company. Such proposed appointment is subject to the approval of the Shareholders at the AGM.

Having taken into account, among others, the complexity of the Group's businesses and business plans, the expected audit scope, the audit timetable and the audit resources expected to be required, the Company and Rongcheng have, after arm's length negotiation, agreed on an estimated audit fee in the range of RMB1.08 million to RMB1.58 million. The Board hereby requests the Shareholders to authorise the Board to fix the auditors' remuneration at the AGM.

The Company is incorporated under the laws of Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of Cayman Islands for the retiring auditor to confirm whether or not there are any circumstance connected with the retirement of KPMG which they consider should be brought to the attention to the Shareholders. KPMG has therefore not issued such confirmation. The Board confirms that to its best knowledge, there is no disagreement between the Company and KPMG, there are no other matters in connection with the retirement of KPMG as the auditors of the Company that would be required to be brought to the attention of the Shareholders.

The Audit Committee has considered a number of factors when recommending Rongcheng as the new auditor of the Company to the Board, including but not limited to (i) fee quotation and audit proposal; (ii) the audit team's experience and technical competence in handling audit work for companies listed on the Stock Exchange, industry knowledge and their familiarity with the requirements under the Listing Rules and the IFRS Accounting Standards; (iii) their resources allocation, quality and capability including but not limited to manpower, time and other resources allocation; (iv) their independence and objectivity; (v) their market reputation; (vi) the "Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors" issued by the Accounting and Financial Reporting Council ("**AFRC**") in December 2021 (the "**Guide**"), including section 2 "Selection and Appointment of Auditors" of the Guide; and (vii) the "Guidance Notes on Change of Auditors" published by AFRC in September 2023. Based on the above, the Audit Committee has assessed and considered that recommending Rongcheng is independent, competent and capable (including manpower, expertise, time and other resources) to perform a high-quality audit and is suitable to act as the new auditor of the Company.

Accordingly, an ordinary resolution will be proposed at the AGM in relation to the approval of the appointment of Rongcheng as the new auditors of the Company following the retirement of KPMG with effect from the conclusion of the AGM and until the conclusion of the next annual general meeting of the Company, and to authorise the Board to fix the remuneration of Rongcheng.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, 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 of the Company at least once every three years, and shall then be eligible for re-election. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Director or the number of Directors who are to retire by rotation. Accordingly, Mr. Wu Junbao ("**Mr. Wu**"), Mr. Yang Zhanjun ("**Mr. Yang**") and Mr. Jiang Min ("**Mr. Jiang**"), shall retire by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election as Directors thereat.

At the Annual General Meeting, the re-election of the retiring Directors will be voted on individually by a separate ordinary resolution as set out in the notice convening the Annual General Meeting.

PROCEDURE AND PROCESS FOR NOMINATION OF DIRECTORS

The Nomination Committee will recommend to the Board for the appointment of a Director (including an independent non-executive Director) in accordance with the following selection criteria and nomination procedures:

(a) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Company's board diversity policy, the requirements in the Articles of Association, the Listing Rules and applicable laws and regulations, and the relevant candidates' contributions to the Board in terms of qualifications, skills, experiences, independence and gender diversity;

(b) assess the independence of independent non-executive Director to determine their eligibility with reference to the factors set out in Rule 3.13 of the Listing Rules and any other factors deemed appropriate by the Nomination Committee or the Board and to assess his/her ability to devote sufficient time to the Board matters; and

(c) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship, including but not limited to evaluating the balance of skills, knowledge and experience on the Board, and in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment.

RECOMMENDATION OF THE NOMINATION COMMITTEE

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on the re-election of Mr. Wu, Mr. Yang and Mr. Jiang who are due to retire at the Annual General Meeting. The Company considers that Mr. Wu, Mr. Yang and Mr. Jiang will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The Board believed that their re-election as the Directors would be in the best interests of the Company and its Shareholders as a whole.

The Nomination Committee has also reviewed the independence of Mr. Jiang, Mr. Yang and Mr. Yao. Each of Mr. Jiang, Mr. Yang and Mr. Yao has submitted an annual confirmation to the Company on his fulfillment of the independence guidelines as set out in Rule 3.13 of the Listing Rules. After due consideration, the Board confirmed that each of Mr. Jiang, Mr. Yang and Mr. Yao continue to be considered as independent and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the retiring Directors as proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

CLOSURE OF REGISTER OF MEMBERS

For Determining the Eligibility to Attend and Vote at the AGM

The register of members of the Company will be closed from Thursday, 11 June 2026 to Tuesday, 16 June 2026, both days inclusive, in order to determine the identity of the Shareholders who are eligible to attend and vote at the AGM to be held on Tuesday, 16 June 2026 during which period no share transfers will be registered. To be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong 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 Wednesday, 10 June 2026. The record date for determining the entitlement of Shareholders to attend and vote at the AGM is Tuesday, 16 June 2026.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 20 to 25 of this circular is the notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve (i) the grant to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-appointment of auditors; and (iii) the re-election of the retiring Directors.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (https://www.hkexnews.hk) and the Company (https://www.chinaxhedu.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 Company's 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 fixed for the holding of the Annual General Meeting (i.e. by 10:00 a.m. on Sunday, 14 June 2026) or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish and, in such event, the proxy shall be deemed to be revoked.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, any vote of Shareholders at a general meeting must be taken by 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, the chairman of the AGM will exercise his power under the Articles of Association to demand for each of the resolutions set out in the notice of Annual General Meeting to be taken by way of poll. An announcement on the poll results will be made by the Company in the manner prescribed under Rule 13.39(5) of the Listing Rules after the AGM.

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

To the best of the Directors' knowledge, information and belief, none of the Shareholders are required to abstain from voting at the AGM. Holders of treasury shares, if any, shall abstain from voting at the AGM in connection to such treasury shares, as required under the Listing Rules. For the avoidance of doubt, solely from the perspective of the Listing Rules, the Company shall procure, upon depositing any treasury shares in CCASS, the abstention from voting at any of its general meeting(s) in relation to those treasury shares.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the General Mandate, the Repurchase Mandate and the Extension Mandate, the re-appointment of auditors and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendix I and II to this circular.

Yours faithfully,
By order of the Board
China Xinhua Education Group Limited
Wu Junbao
Chairman

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

NON-EXECUTIVE DIRECTORS

Mr. Wu Junbao (吳俊保)

Mr. Wu Junbao (吳俊保), aged 60, the founder of the Group, was appointed as the chairman and a non-executive Director of the Company on 27 October 2017.

Mr. Wu has more than 20 years of experience in education. The following table shows the key working experience of Mr. Wu:

Period	Company	Position
September 1999 to September 2017	Xinhua Group	General manager
September 1999 to present	Xinhua Group	Chairman and director
June 2000 to present	Xinhua University	Chairman and director
November 2018 to present	China East Education Holdings Limited, a company whose shares are listed on the Stock Exchange (stock code: 667)	Non-executive director

Mr. Wu obtained the qualification as a senior economist granted by the Personnel Bureau of Hefei City* (合肥市人事局) in July 2004. He graduated from Anhui Institute of Business Administration* (安徽工商管理學院) in Hefei City, Anhui Province, the PRC with a master's degree in business administration in December 2003.

Mr. Wu has entered into a service contract with the Company for an initial fixed term of three years commencing from 27 October 2017 and will continue thereafter until terminated by not less than three months' notice in writing served by either party to the other, which notice shall not expire until after the fixed term. Mr. Wu is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Wu is not entitled to any Director's fees, and only received the salaries and benefits from being in other positions in our Group.

As at the Latest Practicable Date, Mr. Wu is deemed to be interested in an aggregate of 1,154,452,879 Shares pursuant to Part XV of the SFO.

Saved as disclosed above, as at the Latest Practicable Date, Mr. Wu (i) did not hold any other major appointment and professional qualification nor directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not have any relationship with any Directors, senior management, substantial nor controlling Shareholders (having the meaning ascribed to them in the Listing Rules) of the Company; (iii) did not hold any position with the Company nor other members of the Group; and (iv) does not have, and is not deemed to have, any interests and short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, the Company confirms that in relation to the re-election of Mr. Wu as an executive Director, there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Jiang Min (蔣敏)

Mr. Jiang Min (蔣敏), aged 61, was appointed as an independent non-executive Director of the Company on 30 September 2019. Mr. Jiang has more than 30 years of experiences in legal practices. Mr. Jiang graduated from Anhui University* (安徽大學) in July 1987 and July 1990 with a bachelor's degree and a master's degree in law, respectively. Mr. Jiang received his lawyer qualification certificate (律師資格證書) from Ministry of Justice of the PRC in March 1989.

The following table shows the key working experience of Mr. Jiang:

Period	Company	Position
September 1990 to December 1995	Anhui Jingji Law Offices* (安徽省經濟律師事務所)	Attorney
January 1996 to present	Anhui Tianhe Law Offices* (安徽天禾律師事務所)	Partner
May 2002 to present	All China Lawyers Association* (中華全國律師協會)	Executive director and vice president

Period	Company	Position
April 2005 to December 2021	Anhui Lawyers Association* (安徽省律師協會)	President and honorary president
May 2012 to June 2016	Fourth and Fifth Merger and Acquisition Audit Committee of listed companies of China Securities Regulatory Commission	Member
June 2014 to June 2020	Tsingtao Brewery Co., Ltd.* (青島啤酒股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600600) and the Stock Exchange (stock code: 00168)	Independent non-executive director
May 2016 to May 2022	Shandong Pharmaceutical Glass Co., Ltd.* (山東省藥用玻璃股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600529)	Independent non-executive director
December 2016 to May 2020	Sunshine Power Co., Ltd.* (陽光電源股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300274)	Independent non-executive director

Period	Company	Position
January 2019 to January 2022	Keda Intelligent Technology Co., Ltd.* (科大智慧科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 300222)	Independent non-executive director
May 2019 to 27 October 2025	Qingdao Port International Co., Ltd.* (青島港國際股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601298) and the Stock Exchange (stock code: 06198)	Independent non-executive director

Mr. Jiang has entered into a letter of appointment with the Company on 30 September 2019 for an initial fixed term of one year and will continue thereafter until terminated by not less than three months' notice in writing served by either party to the other, which notice shall not expire until after the fixed term, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the letter of appointment, the director's emoluments payable to Mr. Jiang are RMB150,000 per year, which is determined by reference to, among other things, his duties and responsibilities with the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Jiang (i) did not hold any other major appointment and professional qualifications nor directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not have any relationship with any Directors, senior management, substantial nor controlling Shareholders (having the meaning ascribed to them in the Listing Rules) of the Company; (iii) did not hold any position with the Company nor other members of the Group; and (iv) does not have, and is not deemed to have, any interests and short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Jiang as an independent non-executive Director, there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

Mr. Yang Zhanjun

Mr. Yang Zhanjun, aged 56, was appointed as an independent non-executive Director of the Company on 27 October 2017.

The following table shows the key working experience of Mr. Yang:

Period	Company	Position
March 2008 to December 2017	Keiser University	Associate dean of business/vice chancellor of international affairs
February 2018 to present	American Higher Education Alliance	Senior executive

Mr. Yang was awarded a degree of Master of Business Administration from Florida International University in Miami, the U.S., in December 2002.

Mr. Yang has entered into a letter of appointment with the Company on 27 October 2017 for an initial fixed term of one year and will continue thereafter until terminated by not less than three months' notice in writing served by either party to the other, which notice shall not expire until after the fixed term, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the letter of appointment, the director's emoluments payable to Mr. Yang are RMB150,000 per year, which is determined by reference to, among other things, his duties and responsibilities with the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang (i) did not hold any other major appointment and professional qualifications nor directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) did not have any relationship with any Directors, senior management, substantial nor controlling Shareholders (having the meaning ascribed to them in the Listing Rules) of the Company; (iii) did not hold any position with the Company nor other members of the Group; and (iv) does not have, and is not deemed to have, any interests and short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Yang as an independent non-executive Director, there is no other information that should be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 1,608,583,000 Shares (excluding any treasury shares). Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased and cancelled or held in treasury by the Company after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 160,858,300 Shares which represent 10% of the total number of issued Shares (excluding any treasury shares) during the period ending on the earliest of i) the conclusion of the next annual general meeting of the Company; or ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by Cayman Companies Act or the Articles of Association; or iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in a general meeting of the Company prior to the next annual general meeting of the Company.

As at the Latest Practicable Date, the Company did not have any treasury shares.

REASONS AND FUNDING FOR REPURCHASES OF SHARES

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

On the other hand, the Shares repurchased by the Company and held as treasury shares may provide more flexibility to the Board to resell the treasury shares on the market prices to raise additional funds for the Company, or transfer or use for Share grants under share schemes that comply with Chapter 17 of the Listing Rules and for other purposes permitted under the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules, the Cayman Companies Act and other applicable laws of the Cayman Islands. The Cayman Companies Act provides that the amount of capital repaid in connection with a Share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Cayman Companies Act. The

amount of premium payable on repurchase over the par value of the Shares to be purchased may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Cayman Companies Act.

The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it may have a material adverse impact on the working capital and/or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 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 Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

The Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure it broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends and distributions, 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, or take any other measures to ensure that it will 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.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person, as defined in the Listing Rules, of the Company has notified the Company that he has a present intention to sell any Shares to the Company or its subsidiaries, or has undertaken not to do so, if the Repurchase Mandate is exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles, the Listing Rules, the Cayman Companies Act and the applicable laws and regulations of the Cayman Islands.

The Company also confirms that neither the explanatory statement as contained herein nor the repurchase of Shares has any unusual features.

TAKEOVER CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares by the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 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 of 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.

As at the Latest Practicable Date, based on the disclosures made under Part XV of the SFO and to the best knowledge and belief of the Director, Mr. Wu Junbao ("**Mr. Wu**") is interested in 1,154,452,879 Shares held through Wu Junbao Company Limited, a company wholly-owned by Mr. Wu was deemed to be interested in approximately 71.77% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Mr. Wu would be increased from 71.77% to approximately 79.74% of the total number of Shares in issue (excluding treasury shares, if any). Such increase would not give rise to a general offer obligation under Rule 26 of the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital (excluding treasury shares, if any) would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares (or such other prescribed minimum percentage as determined by the Stock Exchange) (excluding treasury shares, if any) in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

SHARE PRICES

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

Month	Highest traded prices *HK$*	Lowest traded prices *HK$*
2025		
April	0.610	0.495
May	0.610	0.530
June	0.620	0.550
July	0.650	0.580
August	0.620	0.560
September	0.740	0.580
October	0.800	0.640
November	0.670	0.540
December	0.590	0.530
2026		
January	0.610	0.550
February	0.590	0.550
March	0.590	0.510
April (up to the Latest Practicable Date)	0.530	0.475

China Xinhua Education Group Limited
中國新華教育集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2779)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of China Xinhua Education Group Limited (the "**Company**") will be held at Conference Room, 9th Floor, Scientific Research Office Building, Anhui Xinhua University, No. 555 Wangjiangxi Road, Hefei City, Anhui Province, People's Republic of China (the "**PRC**") (can enter from the north gate or south gate of the school) on Tuesday, 16 June 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "**Directors**") of the Company and the auditors of the Company for the year ended 31 December 2025.

2. (a) To re-elect the following retiring Directors (as separate resolutions):

   (i) Mr. Wu Junbao as a non-executive Director;

   (ii) Mr. Jiang Min as an independent non-executive Director; and

   (iii) Mr. Yang Zhanjun as an independent non-executive Director.

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

3. To appoint Rongcheng (Hong Kong) CPA Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

4. To consider and, if thought fit, to pass (with or without amendments) the following resolutions as ordinary resolutions:

   (A) "**That**:

   (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Rule Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong

Limited (the "**Stock Exchange**") out of treasury if permitted under the Listing Rules) 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 and shall authorise the Directors during the Relevant Period (as hereinafter defined) 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 issued (or transferred out of treasury) or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company 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 of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company 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 of the Company, shall not exceed the aggregate of 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing this resolution; and (if the Directors of the Company are so authorised by resolution numbered 4(B)) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 4(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 4(B)).

And the said approval shall be limited accordingly;

(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 expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting of the Company prior to the next annual general meeting of the Company; and

(b) "**Rights Issue**" means an offer of shares in the capital of the Company, or offer or 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 in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, 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).

Any reference to a/an allotment, issue, grant or offer of, or a dealing in, shares of the Company shall include the sale or transfer of treasury shares in the capital of the Company (to, amongst others, satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

(B) "**That**:

(i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on the Stock Exchange Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-back and to determine whether such shares repurchased shall be held as treasury shares by the Company or otherwise be cancelled, subject to and in accordance with all applicable laws and the Listing Rules or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(ii) the aggregate number of shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total 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 expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or

(c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in a general meeting of the Company prior to the next annual general meeting of the Company."

(C) "**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company (including any sale or transfer of treasury shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount of shares of the Company shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) at the date of passing of the said resolutions."

By order of the Board
China Xinhua Education Group Limited
Wu Junbao
Chairman

Anhui Province, PRC, 30 April 2026

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

Principal place of business in Hong Kong:
40th Floor
Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.

2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

3. In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, 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 notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. by 10:00 a.m. on Sunday, 14 June 2026) or any adjournment thereof. 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. Holders of treasury shares, if any, shall abstain from voting at the AGM in connection to such treasury shares, as required under the Listing Rules.

4. The transfer books and register of members will be closed from Thursday, 11 June 2026 to Tuesday, 16 June 2026, both days inclusive to determine the entitlement of the shareholders to attend the above meeting, during which period no share transfers can be registered. All transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, 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 Wednesday, 10 June 2026. The record date for determining the entitlement of Shareholders to attend and vote at the AGM is Tuesday, 16 June 2026.

5. In respect of ordinary resolution numbered 2(a) above, Mr. Wu Junbao, Mr. Yang Zhanjun and Mr. Jiang Min shall retire and being eligible, offered themselves for re-election at the above meeting. Details of the above Directors are set out in Appendix I to the circular of the Company dated 30 April 2026.

6. In respect of ordinary resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances where they consider that the repurchase would be in the best interest of the Company and its shareholders. An explanatory statement containing the information necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the general mandate to repurchase shares of the Company, as required by the Listing Rules, is set out in Appendix II to the circular of the Company dated 30 April 2026.