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 South China Vocational Education Group 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.

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SOUTH CHINA VOCATIONAL EDUCATION GROUP COMPANY LIMITED
中國華南職業教育集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6913)

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

A notice convening the annual general meeting of South China Vocational Education Group Company Limited to be held at Room 905, Library Building, No. 492 Da Guan Zhong Road, Tianhe District, Guangzhou, Guangdong Province, PRC on Thursday, 28 May 2026 at 10:00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. 10:00 a.m. on Tuesday, 26 May 2026) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the meeting or any adjournment thereof if they so wish and in such event, the authority of your proxy will be revoked.

29 April 2026

CONTENTS

Page

Definitions 1

Letter from the Board

1. Introduction 5
2. Proposed Re-election of Retiring Directors 6
3. Proposed Re-appointment of Auditor and Estimated Audit Fee 7
4. Proposed Granting of General Mandate to Issue Shares 7
5. Proposed Granting of Repurchase Mandate to Repurchase Shares 8
6. Closure of Register of Members 8
7. Annual General Meeting and Proxy Arrangement 9
8. Voting by way of Poll 9
9. Responsibility Statement 9
10. General Information 10
11. Recommendation 10

Appendix I — Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting 11

Appendix II — Explanatory Statement on the Repurchase Mandate 16

Notice of Annual General Meeting 21

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

"Annual General Meeting"	the annual general meeting of the Company to be held at Room 905, Library Building, No. 492 Da Guan Zhong Road, Tianhe District, Guangzhou, Guangdong Province, PRC on Thursday, 28 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 21 to 25 of this circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company, as amended from time to time
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System, a securities settlement system established and operated by HKSCC
"China Foreign Education"	China Foreign Education Limited, a limited liability company incorporated under the laws of the BVI on 9 August 2018 and is wholly owned by Ms. He Huifen
"Companies Act"	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented and/or otherwise modified from time to time
"Company"	South China Vocational Education Group Company Limited (中國華南職業教育集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 15 August 2018 and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 6913)
"Director(s)"	the director(s) of the Company from time to time
"Fangyuan Education"	Fangyuan International Education Investment Limited, a limited liability company incorporated under the laws of the BVI on 10 August 2018 and is wholly owned by Mr. Du Wenyu
"General Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares (including any sale or transfer of treasury shares out of treasury) of not exceeding 20% of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of passing of relevant resolution at the Annual General Meeting

"Good Booming"	Good Booming Limited, a limited liability company incorporated under the laws of the BVI on 20 August 2018 and is wholly-owned by Mr. He Huishan
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	the Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	23 April 2026, being the latest practicable date prior to the publication of this circular for ascertaining certain information in this circular
"Lingnan Education"	Guangzhou Lingnan Education Group Co., Ltd.* (廣州嶺南教育集團有限公司), a limited liability company established under the laws of the PRC on 6 September 1993, and controlled by Lingnan WFOE pursuant to a series of contractual arrangements
"Lingnan Institute of Technology"	Guangdong Lingnan Institute of Technology* (廣東嶺南職業技術學院), a private education institution registered under the laws of the PRC on 24 May 2002, the school sponsor's interest of which is wholly-owned by Lingnan Education
"Lingnan International Kindergarten"	Guangzhou Tianhe Lingnan International Kindergarten* (廣州市天河區嶺南中英文幼兒園), a private kindergarten registered under the laws of the PRC on 11 July 2001
"Lingnan International School"	Guangzhou Tianhe Lingnan International School* (廣州市天河區嶺南中英文學校), a private school registered under the laws of the PRC on 17 December 2001
"Lingnan Modern Technician College"	Guangdong Lingnan Modern Technician College* (廣東嶺南現代技師學院), a private education institution registered under the laws of the PRC on 22 July 2005 and upgraded from a senior technical school to a technician college in January 2019 as approved by the People's Government of Guangdong Province and the Human Resources and Social Security Department of Guangdong Province the school sponsor's interest of which is wholly-owned by Lingnan Education

"Lingnan WFOE"	Guangdong Sanyi Technology Co., Ltd.* (廣東叁一科技有限公司) (formerly known as Guangdong Heguang Education Technology Co., Ltd.* (廣東和光教育科技有限公司)), a limited liability company established under the laws of the PRC on 27 December 2018, an indirect wholly-owned subsidiary of the Company
"Listing Date"	13 July 2021, being the date on which the Shares were listed on the Main Board of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
"Nomination Committee"	the nomination committee of the Board
"PRC" or "China"	the People's Republic of China, but for the purposes of this circular only, except where the context requires, references to the PRC or China exclude Hong Kong, Macau and Taiwan
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares of not exceeding 10% of the total number of the Shares in issue (excluding treasury shares, if any) as at the date of passing the relevant resolution at the Annual General Meeting
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
"Share Option Scheme"	the share option scheme adopted by the Company on 23 June 2021
"Share(s)"	ordinary share(s) of HK$0.01 each in the issued capital of the Company
"Shareholder(s)"	Shareholder(s) of the Company
"Stock Exchange" or "Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
"Tongwen Education"	Guangzhou Tongwen Education Investment Group Co., Ltd.* (廣州同文教育投資集團有限公司), a limited liability company established under the laws of the PRC on 7 July 2015
"treasury shares"	has the meaning ascribed to it under the Listing Rules
"Zhihui Guang"	Zhihui Guang Limited, a limited liability company incorporated under the laws of the BVI on 9 August 2018 and is owned by Mr. He Huishan as to 51% and by Ms. Zhou Lanqing as to 49%
"%"	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 "" is for identification purpose only.*

SOUTH CHINA VOCATIONAL EDUCATION GROUP COMPANY LIMITED
中國華南職業教育集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 6913)

Executive Directors:
Mr. He Huishan *(Chairman)*
Ms. He Huifen *(Chief Executive Officer)*
Mr. Lao Hansheng

Independent non-executive Directors:
Ms. Yang Yang
Mr. Yeh Zhe-Wei
Mr. Ma Shuchao

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

Corporate Headquarters and Principal Place of Business in the PRC:
No. 492 Da Guan Zhong Road
Tianhe District
Guangzhou
Guangdong Province
PRC

Principal Place of Business in Hong Kong:
40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

29 April 2026

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS (2) PROPOSED RE-APPOINTMENT OF AUDITOR (3) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES 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 Annual General Meeting to be held on Thursday, 28 May 2026.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 83(3) of the Articles of Association, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

Pursuant to Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, it their number is not a multiple of three, 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. Pursuant to Article 84(2) of the Articles of Association, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, pursuant to (i) Article 83(3) of the Articles of Association, Ms. Yang Yang will hold office until the Annual General Meeting, and being eligible, offer herself for re-election at the Annual General Meeting; and (ii) Article 84 of the Articles of Association, Mr. He Huishan and Mr. Ma Shuchao will hold office until the Annual General Meeting when they retire by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting.

Each of Mr. Ma Shuchao and Ms. Yang Yang has confirmed (i) he/she meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his/her independence. The Nomination Committee is also responsible for, *inter alia*, assessing the independence of Mr. Ma Shuchao and Ms. Yang Yang. The Nomination Committee assessed and reviewed each of Mr. Ma Shuchao's and Ms. Yang Yang's annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and affirmed that Mr. Ma Shuchao and Ms. Yang Yang remained independent from the Company.

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 the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy as

well as the Company's corporate strategy, and the independence of Mr. Ma Shuchao and Ms. Yang Yang. The Nomination Committee has recommended to the Board on re-election of Mr. He Huishan as an executive Director, and each of Mr. Ma Shuchao and Ms. Yang Yang as an independent non-executive Director at the Annual General Meeting. The Board accepted the recommendations made by the Nomination Committee and considers that each of Mr. Ma Shuchao and Ms. Yang Yang is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board, therefore, considers them to be independent and believes that they should be re-elected. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the Annual General Meeting.

The biographical details of the retiring Directors offering themselves for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED RE-APPOINTMENT OF AUDITOR AND ESTIMATED AUDIT FEE

AOGB CPA Limited will retire as the auditor of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint AOGB CPA Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

The estimated audit fee payable to AOGB CPA Limited for the audit of the consolidated financial statements of the Group for the financial year ending 31 December 2026 is expected to be in the range of approximately RMB1.4 million to RMB1.6 million (exclusive of out-of-pocket expenses).

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and AOGB CPA Limited, taking into account, among other things, the size, nature and complexity of the Group's business operations, the expected scope of the audit, the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as reasonably required for the purposes of the audit.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

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, or to sell or transfer treasury shares out of treasury, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares or to sell or transfer treasury shares out of treasury. An ordinary resolution numbered 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 (including any sale or

transfer of treasury shares out of treasury) in the share capital of the Company up to 20% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution in relation to the General Mandate. As at the Latest Practicable Date, there were 1,334,000,000 Shares in issue. Subject to the passing of the above ordinary resolution and on the basis that no further Shares are issued or repurchased 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 266,800,000 Shares pursuant to the General Mandate.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under ordinary resolution numbered 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 numbered 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 the General Mandate and Repurchase Mandate.

5. PROPOSED GRANTING OF REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution numbered 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 1,334,000,000 Shares in issue. Subject to the passing of the above resolution and on the basis that no further Shares are issued or repurchased 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 133,400,000 Shares pursuant to the Repurchase Mandate.

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.

6. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining who is entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026, both days inclusive, during which period no share transfers can be registered. In order to be eligible for attending and voting at the Annual General Meeting, all transfer instruments accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 21 May 2026. The record date for determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting will be on Thursday, 28 May 2026.

7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 21 to 25 of this circular. Pursuant to Rule 13.39(4) of the Listing Rules and article 66 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.scvedugroup.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. no later than 10:00 a.m. on Tuesday, 26 May 2026) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

8. VOTING BY WAY OF POLL

Pursuant to the Articles of Association, a resolution put to the vote of a meeting shall be decided by way of a poll. It is also the requirement under Rule 13.39(4) of the Listing Rules that any vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the meeting will demand a poll for every resolution put to the vote at the Annual General Meeting, save that the chairman of the meeting may in good faith allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. To the best of the knowledge, information and belief of the Directors, none of the Shareholders are required to abstain from voting on any of the resolutions to be proposed at the Annual General Meeting. The Company will announce the results of the poll after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

9. 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.

10. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) and Appendix II (Explanatory Statement on the Repurchase Mandate) to this circular.

11. RECOMMENDATION

The Directors consider that the re-election of retiring Directors, re-appointment of auditor of the Company, granting of the General Mandate, the Repurchase Mandate and the extension of the General Mandate by adding to it the number of Shares repurchased pursuant to the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
On behalf of the Board
South China Vocational Education Group Company Limited
Mr. He Huishan
Chairman

The following are the details of the Directors who will retire, and, being eligible, offer themselves for re-election at the Annual General Meeting.

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years.

Save as disclosed herein, the following Directors do not have any other major appointments and professional qualifications.

In addition, save as disclosed herein, none of the following Director has any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

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

DIRECTOR CANDIDATES

Executive Director

Mr. He Huishan

Mr. He Huishan (賀惠山), aged 61, is a controlling shareholder of the Company and co-founder of the Group. Mr. He was appointed as a Director on 15 August 2018 and re-designated as an executive Director on 18 November 2020. Mr. He is the chairman of the Nomination Committee. Mr. He was also appointed as the chairman of the Board on 18 November 2020. Mr. He is also a director of Lingnan Education Investment Limited ("**Lingnan Education BVI**"), South China Vocational Education Group (Hong Kong) Limited (中國華南職業教育集團(香港)有限公司) ("**SCV Education HK**"), Guangzhou Lingnan Education Group Co., Ltd.* (廣州嶺南教育集團有限公司) ("**Lingnan Education**" or, the "**School Sponsor**"), Lingnan Institute of Technology and Lingnan Modern Technician College. Mr. He is the brother of Ms. He Huifen, an executive Director and a controlling shareholder of the Company, and the spouse of Ms. Zhou Lanqing, a controlling shareholder of the Company. Mr. He is responsible for the overall operation and management of the Group.

Mr. He has more than 32 years of experience in education. He has been the chairman and a director of Lingnan Education since September 1993, the chairman of Guangzhou Tianhe Lingnan International Kindergarten from July 2001 to November 2018, the chairman of Guangzhou Tianhe Lingnan International School from December 2001 to November 2018, a director of Lingnan Institute of Technology since May 2002 (the

chairman of Lingnan Institute of Technology from May 2002 to January 2022), a director of Lingnan Modern Technician College since July 2005, and the chairman of Guangzhou Lingnan Health Valley Investment Co., Ltd.* (廣州嶺南養生谷投資有限公司) from January 2015 to July 2022.

Mr. He completed a diploma in library science studies at South China Normal University (華南師範大學) in Guangzhou, Guangdong Province, the PRC in July 1988. He graduated from National University of Singapore (新加坡國立大學) in Singapore, with a Master of Business Administration in June 2017.

Mr. He served as the executive member of the 1st session of the council of the China Association for Non-Government Education (中國民辦教育協會) from May 2008 to May 2011. Mr. He was a member of the 11th Guangdong Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議第十一屆廣東省委員會) from March 2013 to December 2017, and has been a member of the 12th Guangdong Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議第十二屆廣東省委員會) since January 2018. He was also appointed as an executive member of the Council of China Education Investors Chamber of Commerce* (全國工商聯民辦教育出資者商會) in August 2012 and the council member of Guangdong Association of Politically Unaffiliated Intellectual (廣東省黨外知識分子聯誼會) in November 2015. He has served as the vice president of the 2nd session of the council of Guangdong Private Education Association* (廣東省民辦教育協會) since December 2017.

Mr. He was nominated as a candidate for the 3rd National Top Ten Outstanding Figures in Private Education* (第三屆全國民辦教育十大傑出人物) by Guangming Daily House* (光明日報社) in April 2006, and was awarded the 2nd Guangzhou Outstanding Builders of the Chinese Characteristic Socialism* (廣州市第二屆優秀中國特色社會主義事業建設者) by Guangzhou Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議廣州市委員會) in May 2008, the Guangdong Private Education Outstanding Contributory Figure* (廣東省民辦教育傑出貢獻人物) by Southern Metropolis Daily (南方都市報) in March 2009, and the 3rd Guangdong Outstanding Builders of the Chinese Characteristic Socialism* (廣東省第三屆優秀中國特色社會主義事業建設者) by Guangdong Committee of Chinese People's Political Consultative Conference (中國人民政治協商會議廣東省委員會) in November 2010, and the Advanced School Sponsor in Private Education in Guangzhou* (廣州民辦教育先進辦學者) by Guangzhou Private Education Association* (廣州民辦教育協會) in December 2015.

Mr. He did not hold any directorship in any other listed companies during the last three years.

Mr. He has entered into a service contract with the Company for a fixed term of three years commencing from 13 July 2024, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles of Association. Under the service contract, Mr. He is entitled to salary of RMB2,027,319 per annum, discretionary bonuses and benefits. Mr. He's annual remuneration as an executive Director is subject to annual review by the Remuneration Committee and adjustment pursuant to recommendation of the

Remuneration Committee, taking into account his work performance, duties and responsibilities with the Company, the prevailing market rate of comparable roles and the remuneration policy of the Company.

As at the Latest Practicable Date, Mr. He had interests in 677,000,000 Shares representing approximately 50.75% of the issued Shares within the meaning of Part XV of the SFO. Such interests represented the 570,000,000 Shares held by Zhihui Guang and 107,000,000 Shares held by Good Booming. Zhihui Guang is owned as to 51% by Mr. He and 49% by Ms. Zhou Lanqing, respectively. Ms. Zhou Lanqing is the spouse of Mr. He. Both Mr. He and Ms. Zhou Lanqing are therefore deemed to be interested in the Shares held by Zhihui Guang by virtue of the SFO, being 570,000,000 Shares. Mr. He is the sole shareholder of Good Booming.

Independent non-executive Directors

Mr. Ma Shuchao

Mr. Ma Shuchao (馬樹超), aged 72, was appointed as an independent non-executive Director on 18 November 2020. Mr. Ma is a member of the Audit Committee and Nomination Committee. Mr. Ma is responsible for providing independent opinion and judgment to our Board.

Mr. Ma has over 20 years of experience in education. He was appointed as the deputy director (副所長) of Institute of Intellectual Development* (智力開發研究所) of Shanghai Academy of Educational Sciences (上海教育科學研究院) in May 1996, and was appointed as the consultant (調研員) of Research Office of Shanghai Municipal People's Government (上海市人民政府研究室) in July 1997.

Mr. Ma graduated from Nanjing Institute of Meteorology* (南京氣象學院, currently known as Nanjing University of Information Science and Technology (南京信息工程大學)) in Nanjing, Jiangsu Province, the PRC, with a Bachelor of Science in synoptic dynamics in November 1982. He attended class for advanced studies in administration and management of institution of higher education in East China Normal University (華東師範大學) in Shanghai, the PRC, and completed the study with a certificate in June 1986. He also studied in graduate class for higher education administration and management in Beijing Normal University (北京師範大學) in Beijing, the PRC, and graduated with a diploma in July 1989.

Mr. Ma has presided over compilation and publication of the Annual Report on the Quality of Higher Vocational Education in China (中國高等職業教育質量年度報告) for eight years since 2012. Mr. Ma served as the vice president of The Chinese Society of Vocational and Technical Education (中國職業技術教育學會) from February 2013 to June 2020 and has been a member of its Academic Committee since December 2019. Mr. Ma was a member of Shanghai Education Comprehensive Reform Expert Advisory Committee* (上海市教育綜合改革專家諮詢委員會) from December 2015 to December 2016. He has served as the chief expert of the project of "Evaluation of the Ability of National Higher Vocational Institutions on Adapting to Social Needs" (全國高等職業院校適應社會需求能力評估) and the project of "Evaluation of the Ability of National Secondary Vocational

Schools on Education Capacity" (全國中等職業學校辦學能力評估) entrusted by the Office of the Education Supervision Committee of the State Council* (國務院教育督導委員會辦公室) since 2016. He has also been an expert committee member of National Teaching Materials Committee* (國家教材委員會) since July 2017, a member of the 4th Academic Committee of China Association of Higher Education (中國高等教育學會學術委員會) since October 2017, a consultant of National Joint Convention of Presidents of Higher Vocational Institutions* (全國高職高專校長聯席會議) since December 2018, the president of Shanghai Vocational Education Association* (上海市職業教育協會) since June 2019.

Mr. Ma was awarded the Advanced Individual in National Vocational Education granted jointly by the MOE, National Development and Reform Commission (國家發展和改革委員會), the MOF and four other state departments and agencies in November 2005, the special government allowances (政府特殊津貼) by the State Council in February 2013, and the National Excellent Educator (全國優秀教育工作者) by the MOE in 2014.

Mr. Ma did not hold any directorship in any other listed companies during the last three years.

Mr. Ma has entered into a letter of appointment with the Company for a fixed term of one year with effect from 13 July 2025 and shall be automatically renewed for another one year, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles of Association. Under the letter of appointment, Mr. Ma is entitled to a fixed director's fee of RMB180,000 per annum, which has been determined by the Remuneration Committee and the Board with reference to his performance, duties and responsibilities with the Company and the remuneration policy of the Company.

As at the Latest Practicable Date, Mr. Ma did not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Yang Yang

Ms. Yang Yang (楊泱), aged 52, was appointed as an independent non-executive Director on 29 August 2025. Ms. Yang is the chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee. Ms. Yang is responsible for providing independent opinion and judgment to our Board.

Ms. Yang completed her studies in financial accounting in Wuhan University of Technology* (武漢理工大學) in 1995. She later obtained a bachelor's degree in financial accounting in 2002 and a master's degree in professional accounting in 2009 from Jinan University* (暨南大學). She has been accredited as a senior accountant (高級會計師).

Currently, Ms. Yang has been serving as the finance director of Gaojin Fuheng Group Co., Ltd.* (高金富恒集團有限公司) since November 2016. Previously, Ms. Yang served as the audit manager in the audit and supervision department of COSCO SHIPPING Specialized Carriers Co., Ltd.* (中遠海運特種運輸股份有限公司) (stock code: SH.600428) ("**CSSC**") from November 2011 to August 2015. She also had held roles in companies under CSSC, including her tenure as the finance director of Guangzhou Ocean Construction

Industrial Company* (廣州遠洋建設實業公司) from June 2008 to October 2011, the finance director of Guangzhou Ocean Hotel Co., Ltd.* (廣州遠洋賓館股份有限公司) and Guangzhou Ocean Hotel Management Co., Ltd.* (廣州遠洋賓館酒店管理有限公司) from November 2003 to May 2008, and head of finance of Guangzhou Golden Bridge College for Managerial Personnel* (廣州金橋管理幹部學院) and Guangdong Mariners' School* (廣東海員學校) from March 1997 to October 2003.

Ms. Yang did not hold any directorship in any other listed companies during the last three years.

Ms. Yang has entered into a letter of appointment with the Company for an initial fixed term of one year with effect from 29 August 2025 and shall be automatically renewed for another one year, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles of Association. Under the letter of appointment, Ms. Yang is entitled to a director's fee of RMB180,000 per annum, which has been determined by the Remuneration Committee and the Board with reference to her performance, duties and responsibilities with the Company and the remuneration policy of the Company.

As at the Latest Practicable Date, Ms. Yang did not have any interest in the Shares within the meaning of Part XV of the SFO.

The following serves as 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 Annual General Meeting 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 1,334,000,000 Shares with no treasury shares.

Subject to the passing of the ordinary resolution set out in resolution number 4(B) of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,334,000,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 133,400,000 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of the Annual General Meeting.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its 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 or 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.

2. REASONS FOR SHARE REPURCHASES

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

When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Group's capital management needs at the relevant time of the repurchase, resolve to cancel the Shares repurchased following settlement of any such repurchase or hold them as treasury Shares. Shares repurchased for cancellation 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. On the other hand, Shares repurchased and held by the Company as treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. Repurchases under the Repurchase Mandate will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Share repurchases pursuant to the Repurchase Mandate would be funded out of funds legally available for such purposes in accordance with the Company's memorandum of association, Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be. Subject to the foregoing, any repurchases by the Company may be made out of profits of the Company, out of the Company's share premium account, out of proceeds of a new issue of Shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Act, out of capital. Any amount of premium payable on the purchase over the par value of the Shares to be repurchased must be paid out of profits of the Company or from sums standing to the credit of the Company's share premium account or, if authorized by the Articles of Association and subject to the Companies Act, out of capital.

4. IMPACT OF REPURCHASES

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 consolidated financial statements 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 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.

5. MARKET PRICES OF SHARES

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

Month	Highest	Lowest
	HK$	*HK$*
2025		
April	0.325	0.250
May	0.310	0.280
June	0.335	0.270
July	0.310	0.280
August	0.310	0.280
September	0.365	0.295
October	0.315	0.295
November	0.325	0.285
December	0.305	0.280
2026		
January	0.305	0.275
February	0.285	0.260
March	0.265	0.212
April *(up to the Latest Practicable Date)*	0.226	0.182

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor 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 make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following persons were interested in 5% or more of the Shares of the Company, according to the register of interests required to be kept under Section 336 of the SFO:

Name of Shareholder	Nature of interest	Number of Shares held	Approximate percentage (%) of issued share capital as at Latest Practicable Date	Approximate percentage (%) of issued share capital if the Repurchase Mandate is fully exercised
Mr. He Huishan[1]	Interest in a controlled corporation	677,000,000	50.75%	56.39%
Ms. Zhou Lanqing[1]	Interest in a controlled corporation	570,000,000	42.73%	47.48%
	Spouse interest	107,000,000	8.02%	8.91%
Zhihui Guang[1]	Beneficial owner	570,000,000	42.73%	47.48%
Good Booming[1]	Beneficial owner	107,000,000	8.02%	8.91%
China Foreign Education[2]	Beneficial owner	247,000,000	18.52%	20.57%
Ms. He Huifen[2]	Interest in a controlled corporation	247,000,000	18.52%	20.57%
Mr. Han Liqing[2]	Spouse interest	247,000,000	18.52%	20.57%
Fangyuan Education[3]	Beneficial owner	76,000,000	5.70%	6.33%
Mr. Du Wenyu[3]	Interest in a controlled corporation	76,000,000	5.70%	6.33%

Notes:

1. Zhihui Guang is owned as to 51% by Mr. He Huishan and 49% by Ms. Zhou Lanqing, respectively. Ms. Zhou Lanqing is the spouse of Mr. He Huishan. Both Mr. He Huishan and Ms. Zhou Lanqing are therefore deemed to be interested in the Shares held by Zhihui Guang by virtue of the SFO, being 570,000,000 Shares. Mr. He Huishan is the sole shareholder of Good Booming. Ms. Zhou Lanqing is the spouse of Mr. He Huishan. Both Mr. He Huishan and Ms. Zhou Lanqing are therefore deemed to be interested in the Shares held by Good Booming by virtue of the SFO, being 107,000,000 Shares.

2. Ms. He Huifen is the sole shareholder of China Foreign Education. Mr. Han Liqing is the spouse of Ms. He Huifen. Both Ms. He Huifen and Mr. Han Liqing are therefore deemed to be interested in the Shares held by China Foreign Education by virtue of the SFO, being 247,000,000 Shares.

3. Mr. Du Wenyu is the sole shareholder of Fangyuan Education. Mr. Du Wenyu is therefore deemed to be interested in the Shares held by Fangyuan Education by virtue of the SFO, being 76,000,000 Shares.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the Shares held by Zhihui Guang in the Company would increase from approximately 42.73% to approximately 47.48% of the issued share capital of the Company. As a result, Zhihui Guang (and persons acting in concert with it) may be required to make a mandatory offer under Rule 26 of the Takeovers Code. The Company has no intention to repurchase Shares to such extent as such that an obligation to make a general offer under the Takeovers Code will be triggered.

The Directors will not exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

The Company confirms that neither this explanatory statement nor the proposed share repurchase has any unusual features.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

In the six months preceding the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

SOUTH CHINA VOCATIONAL EDUCATION GROUP COMPANY LIMITED
中國華南職業教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6913)

NOTICE IS HEREBY GIVEN that the annual general meeting of South China Vocational Education Group Company Limited (the "**Company**") will be held at Room 905, Library Building, No. 492 Da Guan Zhong Road, Tianhe District, Guangzhou, Guangdong Province, PRC on Thursday, 28 May 2026 at 10:00 a.m. to consider and if thought fit, transact the following resolutions:

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 "**Director(s)**") and auditor of the Company for the year ended 31 December 2025.

2. (a) To re-elect Mr. He Huishan as an executive Director;

   (b) To re-elect Mr. Ma Shuchao as an independent non-executive Director;

   (c) To re-elect Ms. Yang Yang as an independent non-executive Director; and

   (d) To authorize the board of Directors (the "**Board**") to fix the respective Directors' remuneration.

3. To re-appoint AOGB CPA Limited as the Company's auditor and to authorize 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, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), 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 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 (including any sale or transfer of treasury shares out of treasury) be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) above shall be in addition to any other authorization 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 agreed conditionally or unconditionally to be allotted (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 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 to be held by any applicable laws of the Cayman Islands or the articles of association of the Company; or

3. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(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 of the Company 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 recognized regulatory body or any stock exchange applicable to the Company)."

(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 of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Listing Rules, 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 to be held by any applicable laws of the Cayman Islands 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 general meeting."

(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 and to make or grant offers, agreements and options which might require the exercise of such powers (including any sale or transfer of shares that are held as treasury shares) 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) as at the date of passing of the said resolutions."

On behalf of the Board
South China Vocational Education Group Company Limited
Mr. He Huishan
Chairman

Hong Kong, 29 April 2026

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

Corporate Headquarters and Principal Place of Business in the PRC:
No. 492
Da Guan Zhong Road
Tianhe District
Guangzhou
Guangdong Province
PRC

Principal Place of Business in Hong Kong:
40th Floor, Dah Sing
Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company 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. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.

   If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder of the Company present in person or by proxy shall be entitled to one vote for each share held by him/her.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the annual general meeting of the Company (i.e. no later than 10:00 a.m. on Tuesday, 26 May 2026) or any adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For the purpose of determining the entitlement of shareholders to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 22 May 2026 to Thursday, 28 May 2026, both days inclusive, during which period no share transfers can be registered. In order to be eligible for attending and voting at the annual general meeting of the Company, all transfer instruments accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 21 May 2026. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the above meeting will be on Thursday, 28 May 2026.

5. In the event that the annual general meeting of the Company is adjourned to a date later than Thursday, 28 May 2026 because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the above meeting will remain the same as stated above.

6. Where there are joint holders of any shares carrying voting rights, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at any meeting the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names of the joint holders appear in the register of members of the Company in respect of the joint holding.

7. A circular containing resolutions nos. 2 to 4 set out in the above notice will be sent to the shareholders of the Company together with the annual report of the Company for the year ended 31 December 2025.

8. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

As at the date of this notice, the Board of Directors of the Company comprises Mr. He Huishan, Ms. He Huifen and Mr. Lao Hansheng as executive Directors; and Ms. Yang Yang, Mr. Yeh Zhe-Wei and Mr. Ma Shuchao as independent non-executive Directors.