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China General Education Group Limited

中国通才教育集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2175)

UPDATE ON DISCLOSABLE TRANSACTION IN RELATION TO THE ACQUISITION OF THE TARGET COMPANY

Reference is made to the announcement of the Company dated 6 November 2025 and 19 December 2025 (the “**Announcements**”) in relation to the Acquisition. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

As disclosed in the Announcements, the full settlement of the Second Tranche Payment shall be subject to the fulfillment of a number of conditions, among which the net profit attributable to the parent company (母公司股東) as achieved by the Target Company (excluding non-recurring gains and losses) during the 2026 Financial Year (being the financial year of 1 September 2025 to 31 August 2026) shall be not less than RMB26,000,000 (the “**2026 Net Profit Target**”), as confirmed by the Company’s auditor (or other accounting firm appointed by the Company) in the audit report of Target Company in the 2026 Financial Year.

The board of directors of the Company (the “**Board**”) would like to provide shareholders and potential investors of the Company with an update on the expected achievement of the 2026 Net Profit Target by the Target Company. Based on the preliminary review of the unaudited management accounts of the Target Company for the period from 1 September 2025 to 31 July 2026, being the latest practicable date and the latest operating and financial information currently available to the Company is unlikely to achieve the 2026 Net Profit Target.

The above assessment is preliminary in nature. The actual financial results of the Target Company for the 2026 Financial Year remain subject to completion of the financial year and the relevant audit, and the final determination of whether the 2026 Net Profit Target has been achieved will be made in accordance with the terms of the Equity Purchase Agreement.

In light of the foregoing and following the Company’s further assessment of the financial performance of the Target Company and the valuation assumptions underlying the Acquisition, the Company and the Vendors have agreed in principle that a downward adjustment to the Consideration would be appropriate. The Company intends to negotiate with relevant vendors in respect of the amount of such proposed adjustment of the corresponding amendments to the payment arrangements stipulated under the Equity Acquisition Agreement.

As at the date of this announcement, no binding supplemental agreement in respect of the proposed adjustment has been entered into. The proposed adjustment, including its amount, payment arrangements and other relevant terms, therefore remains subject to further negotiation and agreement among the relevant parties.

The Company will make further announcement(s) regarding the proposed adjustment and any material variation to the terms of the Acquisition as and when appropriate in accordance with the Listing Rules.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
China General Education Group Limited
ZHANG Zhiwei
Chairman

Hong Kong, 21 August 2026

As at the date of the announcement, the Board comprises three executive Directors, namely Mr. Zhang Zhiwei, Mr. Niu Xiaojun and Ms. Tian Yan, and four independent non-executive Directors, namely Mr. Zan Zhihong, Mr. Hu Yuting, Mr. Wong Chi Wah and Mr. Hu Binhong.