SHANGHAI GENCH EDUCATION GROUP LIMITED
上 海 建 橋 教 育 集 團 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1525)

(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS; AND (2) CHANGE OF COMPOSITION OF BOARD COMMITTEES

The board (the "**Board**") of directors (the "**Directors**", each a "**Director**") of Shanghai Gench Education Group Limited (the "**Company**", together with its subsidiaries and affiliated entities, the "**Group**") hereby announces that with effect from 23 September 2026:

(i) Mr. Shi Jianxiang (施建祥) ("**Mr. Shi**") has been appointed as an independent non-executive Director, a member of each of the audit committee ("**Audit Committee**") and nomination committee ("**Nomination Committee**") of the Board;

(ii) Mr. Zhang Aimin (張愛民) ("**Mr. Zhang**") has been appointed as an independent non-executive Director, the chair of the Audit Committee, a member of each of the Nomination Committee and the remuneration committee ("**Remuneration Committee**") of the Board;

(iii) Ms. Zhao Jiaqiao (趙佳俏) ("**Ms. Zhao**"), a non-executive Director, has been appointed as a member of the Nomination Committee;

(iv) Mr. Chen Baizhu (陳百助) ("**Mr. Chen**") has resigned as an independent non-executive Director, a member of each of the Audit Committee and the Nomination Committee; and

(v) Ms. Liu Tao (劉濤) ("**Ms. Liu**") has resigned as an independent non-executive Director, the chair of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that Mr. Shi and Mr. Zhang (the "**Appointed Directors**") have been appointed as the independent non-executive Directors with effect from 23 September 2026. The biographical details of each of the Appointed Directors are as follows:

Mr. Shi Jianxiang (施建祥), aged 61, has over 39 years of experience in education industry. He graduated from Xiamen University (廈門大學) in the People's Republic of China (the "**PRC**") with a bachelor's degree in finance in July 1986. He subsequently obtained a master's degree in economics from Zhejiang University (浙江大學) in the PRC in June 1999 and a doctoral degree in Insurance from Xiamen University in June 2005. Mr. Shi was accredited as a professor by the Department of Personnel of Zhejiang Province* (浙江省人事廳) in December 2002.

Mr. Shi served as a faculty member at Zhejiang Gongshang University (浙江工商大學) from July 1986 to September 2012. He then worked at Zhejiang Education Evaluation Institute* (浙江省教育評估院) from October 2012 to April 2020. From May 2020 to February 2021, he served at Zhejiang Education Examinations Authority (浙江省教育考試院). Since March 2021, Mr. Shi has resumed his position as a faculty member at Zhejiang Gongshang University.

In addition, Mr. Shi currently serves as an independent director of Zheshang Property and Casualty Insurance Company Limited* (浙商財產保險股份有限公司) and the deputy secretary-general of Zhejiang Province Association for Higher Education (浙江省高等教育學會).

Mr. Zhang Aimin (張愛民), aged 61, graduated from Fudan University (復旦大學) in the PRC with a bachelor's degree in economic management in July 1986 and a master's degree in industrial economics (management accounting) in July 1989. He received the title of professor of accounting from East China University of Science and Technology (華東理工大學) in September 2003. He holds the following professional qualifications: Certified Public Accountant (non-practising) issued by the Chinese Institute of Certified Public Accountants in December 1994; PRC Public Valuer (non-practising) issued by the China Appraisal Society in 1995; and PRC Real Estate Appraiser (non-practising) issued by the China Institute of Real Estate Appraisers in 1996.

Mr. Zhang has spent over three decades serving in academic and management positions at the Business School of East China University of Science and Technology (華東理工大學) since 1989. During his tenure, Mr. Zhang served as the Head of the Department of Accounting at the School of Business from March 1997 to October 2004, and served as the Director of the Finance Office from May 1999 to September 2006. He served as the Director of the Audit Office from October 2006 to September 2015, and served again as the Director of the Finance Office from September 2015 to March 2021. Since May 2025, he has been an Emeritus Professor at the School of Business, East China University of Science and Technology.

Mr. Zhang also has served as the (i) supervisor and deputy director of the Academic Committee of the Shanghai Accounting Society* (上海市會計學會) since June 2024; (ii) deputy director of the Internal Control and Risk Management Committee of the Education Accounting Society of China (中國教育會計學會內控與風險管理委員會) since June 2022; and (iii) deputy director (vice president and secretary-general) of the Education Professional Committee of the Shanghai Accounting Society* (上海市會計學會教育專業委員會) since June 2021. He also has served as the council member of each of the Shanghai Audit Society (上海審計學會) since April 2014 and the Cost Research Society of China (中國成本研究會) since January 2000.

Mr. Zhang has been serving as an independent director of Shanghai Guangdian Electric Group Co., Ltd.* (上海廣電電氣(集團)股份有限公司) (a company listed on the Shanghai Stock Exchange (Stock code: 601616)) since May 2023. From March 2020 to February 2026, he served as an independent director of Tofflon Science and Technology Group Co., Ltd.* (東富龍科技集團股份有限公司) (a company listed on the Shenzhen Stock Exchange (Stock Code: 300171)).

Each of the Appointed Directors has entered into a letter of appointment (the "**Letter of Appointment**") with the Company respectively for an initial fixed term of one year, which will be automatically renewed for a term of one year upon expiry of the Letter of Appointment and may be terminated in accordance with the termination provisions of the Letter of Appointment and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). Each of the Appointed Directors will hold office until the next annual general meeting of the Company at which each of them will be eligible for re-election in accordance with the articles of association of the Company. Under the Letter of Appointment, the director's emoluments payable to each are HK$240,000 per annum, which is determined by reference to, among other things, his duties and responsibilities with the Company.

Save as disclosed above and as at the date of this announcement, each of the Appointed Directors has not held any other position in the Company or any other member of the Group, any directorship in any public company listed in Hong Kong or overseas in the last three years. Each of the Appointed Directors does not have any relationship with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the date of this announcement, each of the Appointed Directors did not have, and is not deemed to have, any interest in and did not hold any short positions in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, there is no other information relating to the Appointed Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter relating to his appointment that needs to be brought to the attention of the shareholders of the Company.

Each of the Appointed Directors has confirmed that (i) he has satisfied all the factors for independence as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he 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 under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

With effect from 23 September 2026, each of Mr. Chen Baizhu and Ms. Liu Tao (the "**Resigning Directors**") has resigned as an independent non-executive Director in order to maintain the Company's good corporate governance practices, taking into account their long years of service with the Company for nearly eight years. Accordingly, upon their respective resignation:

(1). Mr. Chen will also cease to be a member of each of the Audit Committee and Nomination Committee; and

(2). Ms. Liu will also cease to be the chair of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee.

Each of the Resigning Directors has confirmed that he/she does not have any disagreement with the Board and that there are no matters relating to his/her resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited or the shareholders of the Company.

The Board would like to take this opportunity to express its gratitude to Mr. Chen and Ms. Liu for their valuable efforts and contribution to the Group during their tenure of office.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces the following changes in the composition of the Board committees, as a result of the resignation of Mr. Chen Baizhu and Ms. Liu Tao and the appointment of Mr. Zhang and Mr. Shi with effect from 23 September 2026:

(1). Mr. Shi has been appointed as a member of each of the Audit Committee and the Nomination Committee;

(2). Mr. Zhang has been appointed as the chair of the Audit Committee, a member of each of the Nomination Committee and the Remuneration Committee; and

(3). Ms. Zhao, a non-executive Director, has been appointed as a member of the Nomination Committee.

Following the above changes, (i) the Audit Committee will comprise Mr. Zhang (chairman), Mr. Hu Rongen and Mr. Shi; (ii) the Remuneration Committee will comprise Mr. Hu Rongen (chairman), Mr. Ding Zheyin and Mr. Zhang; and (iii) the Nomination Committee will comprise Mr. Zhao Donghui (chairman), Mr. Hu Rongen, Mr. Shi, Mr. Zhang and Ms. Zhao.

The Board would like to express a warm welcome to Mr. Shi, Mr. Zhang and Ms. Zhao for their new positions in the Group.

By order of the Board
Shanghai Gench Education Group Limited
Zhao Donghui
Chairman

Hong Kong, 23 September 2026

As of the date of this announcement, the executive directors of the Company are Mr. Zhao Donghui (Chairman) and Mr. Ding Zheyin. The non-executive directors of the Company are Mr. Fang Xiaoge, Mr. Ye Qionghai and Ms. Zhao Jiaqiao. The independent non-executive directors of the Company are Mr. Hu Rongen, Mr. Shi Jianxiang and Mr. Zhang Aimin.

In this announcement, the English translation of company or entity names in Chinese which are marked with "" is for identification purpose only. If there is any inconsistency between the English name and the Chinese name, the Chinese name shall prevail.*