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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) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) CHANGE IN THE COMPOSITION OF BOARD COMMITTEES; AND (3) NON-COMPLIANCE WITH THE LISTING RULES

This announcement is made by Shanghai Gench Education Group Limited (the "**Company**") pursuant to Rules 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the "**Board**") of directors (the "**Directors**") of the Company hereby announces that Mr. Shi Jianxiang (施建祥) ("**Mr. Shi**") has tendered his resignation as an independent non-executive Director due to his intention to devote more time to his other business commitments and personal pursuits. Such resignation shall take effect from 20 November 2026.

Mr. Shi has confirmed that he has no disagreement with the Board and is not aware of any matter in relation to his resignation that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company. The Board would like to take this opportunity to thank Mr. Shi for his efforts and valuable contributions to the Company during his tenure of office.

CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

The Board further announces that, following Mr. Shi's resignation as an independent non-executive Director, Mr. Shi ceased to be a member of each of the audit committee and nomination committee of the Board with effect from 20 November 2026.

NON-COMPLIANCE WITH THE LISTING RULES

Following the resignation of Mr. Shi, the Board comprises two executive Directors, three non-executive Directors and two independent non-executive Directors. As such, the Company is not in compliance with the requirement of (i) Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") that the Board must include at least three independent

non-executive Directors; (ii) Rule 3.10A of the Listing Rules that independent non-executive Directors must represent at least one-third of the Board; (iii) Rule 3.21 of the Listing Rules that the audit committee must have at least three members; and (iv) Rule 3.27A of the Listing Rules that the nomination committee must comprise a majority of independent non-executive Directors.

The Company will use all reasonable endeavors to identify suitable candidate(s) to fill the vacancies as soon as practicable and in any event within three months from the effective date of the resignation of Mr. Shi, to meet the requirements under Rules 3.10(1), 3.10A, 3.21 and 3.27A of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

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

Hong Kong, 20 November 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 and Mr. Zhang Aimin.