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China New Higher Education Group Limited
中國新高教集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2001)

VERY SUBSTANTIAL DISPOSAL
DISPOSAL OF THE ENTIRE EQUITY INTEREST IN TARGET COMPANY

THE SALE AND PURCHASE AGREEMENT

The Board announces that on 29 October 2026 (after trading hours), the Vendor (one of the Company's consolidated affiliated entities) and the Purchaser entered into the Sale and Purchase Agreement, pursuant to which the Vendor has agreed to sell, and the Purchaser has agreed to acquire, the Sale Shares for the Consideration. Upon Completion, the Relevant Structured Contracts will be terminated and of no further effect, as such, the Target Company will cease to be a subsidiary of the Company and the financial results of the Target Company and the Zhengzhou School will cease to be consolidated into the Group's consolidated financial statements.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios in relation to the transaction contemplated under the Sale and Purchase Agreement is more than 75%, the transaction constitutes a very substantial disposal of the Company and is subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder or its/his/her associate(s) has a material interest in the Sale and Purchase Agreement, the Disposal and the transactions contemplated thereunder and accordingly, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for approving the Sale and Purchase Agreement, the Disposal and the transactions contemplated thereunder.

The EGM will be convened for the purpose of seeking approval from the Shareholders in relation to the Sale and Purchase Agreement and the transactions contemplated thereunder. As far as the Company is aware, none of the Shareholders is materially interested in the Sale and Purchase Agreement and the transactions contemplated thereunder, and thus no Shareholder is required to abstain from voting at the EGM on resolutions in relation to the Sale and Purchase Agreement and the transactions contemplated thereunder.

A circular and the notice of EGM in relation to the Disposal will be despatched to the Shareholders on or before 11 December 2026.

INTRODUCTION

The Board announces that on 29 October 2026 (after trading hours), the Vendor (one of the Company's consolidated affiliated entities) and the Purchaser entered into the Sale and Purchase Agreement, pursuant to which the Vendor has agreed to sell, and the Purchaser has agreed to acquire, the Sale Shares for the Consideration.

THE SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are set forth as below.

Date: 29 October 2026 (after trading hours)

Parties: (1) Vendor;

(2) Purchaser; and

(3) Guarantor.

Subject Matter: Subject to the terms and conditions of the Sale and Purchase Agreement, the Vendor agreed to sell, and the Purchaser agreed to purchase the Sale Shares for a Consideration of RMB594 million.

Completion: The Completion shall involve the following matters that will occur in the following sequence: (i) the completion of the registration for the transfer of the Sale Shares to the Purchaser (the "**Registration**"); (ii) the Purchaser shall pay the full Consideration by the first day after the Registration is completed; (iii) the school committee members, the chairman of the school committee, the legal representative, the deputy principal and the head of finance of Zhengzhou School to be changed to the persons nominated by the Purchaser; and (iv) handing over of all seals, licenses and bank accounts, and jointly submitting the filing documents for the change of actual controlling person with the relevant provincial department of education.

For the avoidance of doubt, the Directors confirm that the Purchaser will not obtain any material rights to exercise control over the Target Group or Zhengzhou School before its payment of the full Consideration.

Payment Terms: On the first day following the completion of the registration for the transfer of the Sale Shares, the Consideration payable by the Purchaser to the Vendor shall be paid in full by one payment.

As a protective measure, the change of control or governance of the Zhengzhou School (refers to (ii), (iii) and (iv) under "Completion" above) will only fully complete after the Consideration is fully paid by the Purchaser.

In the event that there is any delay in payment, the Vendor shall have the right to immediately terminate the Sale and Purchase Agreement and require the Purchaser to unconditionally reverse the Registration for the transfer of the Sale Shares and all personnel changes made to Zhengzhou School within one working day, and the Purchaser shall be held responsible for breach of contract and the Company will hold the Guarantor jointly and severally liable with the Purchaser pursuant to the terms of his guarantee.

For the reversal of the transfer of the Sale Shares, other than registration with the local branch registration office of the State Administration for Market Regulation, there are no other regulatory approval or third-party cooperation required.

Representations and warranties in respect of the Disposal: The Sale and Purchase Agreement contains customary representations and warranties from the Purchaser and the Vendor in respect of the Disposal.

Guarantee: Mr. Huang Haoran, the ultimate beneficial owner of the Purchaser, agreed to provide an irrevocable and unconditional joint and several liability guarantee of all of the Purchaser's obligations under the Sale and Purchase Agreement, including any payment defaults by the Purchaser, any failure to cooperate with a timely reversal of the registration for the transfer of the Sale Shares on the part of the Purchaser, and any seizure or disposal of the Target Company's equity by the Purchaser. The guarantee period is two years from the expiration of the obligation performance period.

Conditions precedent:

The Completion shall be conditional upon the Company having obtained Shareholders' approval at the EGM for the Sale and Purchase Agreement and the transactions contemplated thereunder.

Upon Completion, the Target Company, being the sole shareholder of the Zhengzhou School Sponsor, will become 100% owned by the Purchaser, and the Target Company will cease to be a subsidiary of the Company. In addition, a termination agreement will be entered into by the relevant parties to the Relevant Structured Contracts and effective upon Completion, pursuant to which the Relevant Structured Contracts will be terminated and of no further effect, and as such, the financial results of the Zhengzhou School will also cease to be consolidated into the Group's consolidated financial statements. The Directors are of the view that the termination will not result in any material financial obligations or liabilities for the Group.

INFORMATION OF THE TARGET COMPANY

The Target Company is a company established under the laws of the PRC with limited liability on 3 June 2019 and is the sole shareholder of the Zhengzhou School Sponsor, principally engaged in private formal higher education.

Set out below is the unaudited financial information of the Target Group for the two years ended 31 August 2024 and 2025, and the six months ended 28 February 2026 respectively:

	For the year ended 31 August		**For the six months ended 28 February**
	2024	**2025**	**2026**
	RMB'000	*RMB'000*	*RMB'000*
	(unaudited) (approximately)	(unaudited) (approximately)	(unaudited) (approximately)
Revenue	235,229	263,737	152,833
Profit before tax	17,038	53,209	37,774
Profit after tax	12,858	39,782	28,195

The unaudited consolidated net assets of the Target Group as at 31 August 2025 were approximately RMB113.1 million, and the unaudited net assets of the Target Group as at 28 February 2026 were approximately RMB141.3 million, while the estimated net assets used for calculating the expected loss on disposal as at the date of the Sale and Purchase Agreement were approximately RMB624.5 million.

The difference between (a) the net assets of the unaudited net assets of the Target Group as at 28 February 2026, and (b) the estimated net assets used for calculating the expected loss on disposal as at the date of the Sale and Purchase Agreement was primarily driven by:

(i) Prior to the Disposal, the then direct controlling shareholder of the Target Group (an indirect wholly-owned subsidiary of the Company) made a capital injection of RMB673.0 million in cash to the Target Group (the "**Capital Injection**"). The Capital Injection was made by way of cash contribution and did not involve any capitalisation of existing balances, and was utilized in full to settle an equivalent amount of current balances owed by the Target Group to other subsidiaries of the Company. Such current balances are not third-party debts, but internal balances arising from the Group's internal fund coordination arrangements. In accordance with general commercial practice and the agreement between the contracting parties, such debts must be settled in order to satisfy the conditions for further proceeding with the transaction. Upon completion of the Capital Injection and settlement of the outstanding debt, the net assets of the Target Group increased by RMB673.0 million and its liabilities decreased by RMB673.0 million, while its assets amount remained unchanged. Since the Capital Injection and the settlement amounts are the same and offset each other, the Company did not inject any new net funds due to the Capital Injection, and the Capital Injection merely converted the Target Group's internal balances from liabilities to equity. The Group paid RMB673.0 million for the Capital Injection, and recovered RMB673.0 million in respect of the internal balances. The Capital Injection did not increase the Group's overall proceeds from this transaction, nor did it affect the actual financial position of the Target Group. The relevant Capital Injection did not inject any new funds into the Target Group, but was merely a book entry arrangement to offset the internal current balances owed by the Target Group to other subsidiaries of the Group by way of "Capital Injection-settlement". The Capital Injection and the settlement amounts are the same and offset each other, without affecting the overall proceeds of the Group, and thus is not related to the decision of the Disposal.

(ii) the accumulated estimated profits of RMB48.9 million generated by the Target Group for the period from 1 March 2026 to the date of the Sale and Purchase Agreement, which will enter owners' equity in the form of retained earnings and will directly increase the net asset value of the Target Group as at the date of the Sale and Purchase Agreement. The profit of RMB48.9 million comprises the unaudited profit of approximately RMB17.4 million for the period from 1 March 2026 to 31 August 2026, and the estimated profit of approximately RMB31.5 million for the period from 1 September 2026 to the date of the Sale and Purchase Agreement. The profit was generated from the operating activities of the Target Group itself and did not include any impairment loss on goodwill. The profit of RMB77.0 million represents a pre-disposal change in net assets and therefore the net asset value increased accordingly; and

(iii) in relation to the proposed Disposal, goodwill was assessed at the lower of the Consideration of the Disposal net of disposal costs and the carrying value (including goodwill), resulting in an estimated impairment of goodwill of RMB238.6 million recognised in respect of the Zhengzhou School. As of 31 August 2026, net assets (including goodwill) of the Target Group amounted to RMB158.6 million. The management of the Company performed an impairment test on the goodwill of the Target Group as of 31 August 2026, and recognized an impairment loss on goodwill of RMB238.6 million, in consideration of the fact that the Disposal occurred after financial year ended 31 August 2026. The decision of the Disposal is not directly related to the impairment of goodwill. The decision of the Disposal is based on the overall strategic considerations of the Group. The Disposal was not made due to impairment, but is an independent business decision made by the Board based on the school portfolio strategy, while in determining the impairment amount, the Consideration under the Disposal determined through independent valuation and arm's length negotiations has been considered as market corroboration of the recoverable amount.

The impairment of goodwill is the result of the annual impairment testing, originating from the prudent adjustments made by the Company to the industry outlook assumptions, which is one-off and non-cash in nature. This year, changes have occurred in the student source structure and the regional enrollment competition landscape in Henan Province. As a major province in terms of student population, Henan Province has witnessed a downward trend in the number of National University Entrance Exam applicants, alongside a medium to long term contraction in the school-age population. Coupled with the capacity expansion of provincial undergraduate institutions in Henan Province and the expansion of enrollment in Henan Province by cross-provincial institutions – with 48 institutions newly launching junior college enrollment plans in Henan Province in 2025, 42 of which were out-of-province institutions – the diversion of student sources has intensified. Impairment tests conducted in previous years did not indicate any signs of impairment, and the assumptions adopted remained consistent. In 2026, the aforementioned changes in the industry environment is gradually emerging. Accordingly, in accordance with the principle of prudence, the Group adjusted the relevant assumptions regarding industry prospects and made a provision for impairment of goodwill for Zhengzhou School and Luoyang School. The relevant impairment indicators already existed as of 31 August 2026, because the changes such as a decline in student enrollment and intensified regional competition during the Gaokao (National College Entrance Examination) admissions season from May to August 2026 constituted indicators of impairment. The decline in the student enrollment for the admissions season from May to August 2026 means that there will be a drop in the total number of students enrolled at these schools for the year ending 31 August 2027, compared to the year ended 31 August 2026. As tuition fees represent the primary source of revenue for these schools, the decline in student enrollment for the admissions season from May to August 2026 had a direct impact on the revenue of these schools and together with the changes in the industry environment, revenue may therefore experience a sustained decline starting from the year ending 31 August 2027. The Company's management initiated the goodwill impairment assessment in August 2026. The impairment assessment used 31 August 2026 as the benchmark date. The impairment was completed during the annual audit period from September to November 2026, and has been recognized in full in the profit or loss for the year ended 31 August 2026, which will be disclosed at the end of November 2026. The Disposal was entered into after the reporting period, and its impact lies in providing a more objective measurement basis for the recoverable amount. The Disposal is an independent business decision based on the Group's strategy. The Board made the decision of the Disposal based on the long-term strategy of centering around undergraduate-level institutions and optimizing the school portfolio. The Consideration was determined after arm's length negotiations with the Purchaser with reference to the independent appraised value, and the Vendor's carrying value was only one of the reference factors.

The independent valuation was conducted on the assumption that the Capital Injection had been completed as at the valuation date and had been utilized to settle the aforementioned outstanding debt. The management is of the view that the valuation prepared on this basis would better reflect the financial position of the Target Group as at the date of the Sale and Purchase Agreement, considering that (i) the amounts owed by the Target Group to other subsidiaries of the Company are not third-party debts, but internal current balances arising from the Group's internal fund coordination arrangements, which represent a book reflection of intra-group fund transfers; (ii) since the Consideration was determined with reference to the status of the Target Group at Completion (i.e. the internal balances having been settled), the appraised value prepared on the basis of the assumed Capital Injection is consistent with the status of the Target Group upon which the Consideration was determined, and therefore can better reflect the financial position of the Target Group as at the date of the agreement and the actual economic effect of this transaction.

The Consideration of RMB594 million was determined after arm's length negotiations between the contracting parties with reference to the aforementioned valuation (details of which are set out in the section headed "Basis of Determination" in this announcement). Since the valuation has taken into account the capital injection as described above, the determination of the Consideration has also fully reflected the impact of the Capital Injection.

The Board understands that the net assets of the Target Group increased due to the Capital Injection. Since the value of the Capital Injection had been included into the valuation as at the valuation date, the actual payment merely converted such pre-existing right into visible monetary funds on the books (and was simultaneously reflected as an increase in registered capital), which constitutes a conversion of the form of assets. The overall economic value of the Target Group – including the value of its business – did not change as a result of such payment. The Capital Injection did not result in any change in the economic value of the Target Group because it does not affect the valuation-related parameters of the Target Group, including LTM EBITDA, book cash, interest-bearing debt, non-operating items, DLOM and CP. As this valuation is consistent with general valuation practice, and under general valuation practice, only actions that affect these parameters would cause a change in the economic value of the Target Group. Therefore, the basis and conclusion of the valuation remain unaffected.

Having considered, among other things, (i) the Capital Injection has been taken into account in the valuation; (ii) the valuation report prepared by the independent valuer using the market approach and the basis and assumptions contained therein; (iii) the Consideration was determined after arm's length negotiations with reference to the valuation; and (iv) As clarified in the preceding paragraph, the Capital Injection did not result in any change in the economic value of the Target Group; accordingly, the basis and conclusions of the valuation are not affected by it. Taking the above four points into consideration, the Board is of the view that relying on the valuation with 31 August 2026 as the valuation date to determine the Consideration is appropriate, fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

As at the date of the Sale and Purchase Agreement, the estimated total assets and estimated total liabilities of the Target Group were RMB1,041.1 million and RMB416.6 million respectively, all of which will be transferred and derecognised upon completion of the transaction.

INFORMATION OF THE GROUP

The Company is an exempted company incorporated in the Cayman Islands with limited liability on 8 July 2016. It is an investment holding company and, together with its subsidiaries and consolidated affiliated entities, is principally engaged in private formal higher education.

INFORMATION OF THE VENDOR

The Vendor is a company established under the laws of the PRC with limited liability on 14 March 2018. It is a consolidated affiliated entity of the Company and is principally engaged in private formal higher education.

INFORMATION OF THE PURCHASER AND THE GUARANTOR

The Purchaser is Beijing Boyu Jianxing Education Technology Co., Ltd. (北京博喻見行教育科技有限公司). The Purchaser is primarily engaged in education technology, internet of things (IoT) for education and smart campus. Mr. Huang Haoran is the ultimate beneficial owner of the Purchaser and acts as the guarantor of the Purchaser's obligations under the Sale and Purchase Agreement. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner, Mr. Huang Haoran, are independent third parties.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, there is, and in the past twelve months, there has been, no material loan arrangement between (a) the Vendor, Purchaser and Guarantor of the transaction, any of its directors and legal representatives and/or any ultimate beneficial owner(s) of the counterparty of the transaction who can exert influence on the Disposal; and (b) the Company, any connected person at the Company's level and/or any connected person of the Company's subsidiaries involved in the Disposal.

BASIS OF DETERMINATION

The terms of the Sale and Purchase Agreement, including the Consideration, were determined after arm's length negotiations between the parties thereto, taking into account various factors, including:

(1) the 100% equity interest of the Target Company was valued at approximately RMB590 million as at the valuation date of 31 August 2026, based on the market approach adopted by an independent third party valuer;

(2) the financial performance of the Target Group for the year ended 31 August 2025;

(3) the costs of the Company's past investment in the Target Group; and

(4) the benefits of the Disposal as set out in the section headed "Reasons for and Benefits of the Disposal" in this announcement.

VALUATION

The independent third party valuer is Vincorn Consulting and Appraisal Limited, which is an independent valuer in Hong Kong. The details of the valuation methodology adopted by the independent third party valuer for the equity interest of the Target Company are summarised as follows:

Selection of Valuation Approach

There are three generally accepted approaches to assess the equity interest of the Target Group, namely, Market Approach, Asset-based Approach, and Income Approach. Each of these approaches is appropriate in one or more circumstances. Whether to adopt a particular approach will be determined with reference to the most common adoption when similar subjects are being valued.

Market Approach values assets based on comparison with recent market transactions of selling similar assets. Market Approach values a business entity by comparison of the prices at which other similar business nature companies or interests changed hands in arm's length transactions. The underlying theory of this approach is that one would not pay more than one would have to pay for an equally desirable alternative. The Company is of the view that the Target Group is expected to sustain its existing business operations in the foreseeable future. Therefore, the independent third party valuer has considered that market approach is the most optimal approach for valuing the Target Group.

The Asset-based Approach is based on the general concept that the earning power of a business entity is derived primarily from its existing assets. The assumption of this approach is that when each of the elements of working capital, tangible and intangible assets is individually valued, their sum represents the value of a business entity and equals to the value of its invested capital (equity and debt capital). In other words, the value of the business entity is represented by the money that has been made available to purchase the business assets needed. This money comes from investors who buy stocks of the business entity (equity) and investors who lend money to the business entity (debt). After collecting the total amounts of money from equity and debt and converted into various types of assets of the business entity for its operation, the sum of such assets equals the value of the business entity. The independent third party valuer has considered but decided against Asset-based Approach as this approach disregards the future profit potentials of the Target Group. Therefore, Asset-based Approach is not appropriate to estimate the equity interest of the Target Group and is not adopted in the valuation of the equity interest of the Target Group.

Income approach values assets with reference to the capitalized value of income, cash flows or cost savings that could hypothetically be earned or achieved by a market participant owning the assets. The principle of this approach is that the value of the asset can be measured by the present worth of the economic benefits to be received over the asset life. This approach estimates the future economic benefits and discounts these benefits to their present value using an appropriate discount rate for all risks associated with realizing those benefits. The independent third party valuer has also considered that the income approach is not optimal to value the Target Group as this approach involves financial forecast information and the adoption of more assumptions than the other two approaches, not all of which can be easily justified or ascertained.

Scope of work performed by the Independent Valuer

The scope of work performed by the independent third party valuer included the following:

- Discussion with the Company's management and obtained relevant information in respect of the Target Group;

- Examined the relevant basis and assumptions of the financial information in respect of the Target Group provided by the Company's management;

- Conducted appropriate researches to obtain sufficient market data and statistical figures and prepared the valuation based on generally accepted valuation procedures and practices; and

- Arriving at its valuation opinion based on the assumptions stated in its valuation report and on information provided by the Company's management.

In addition, the independent third party valuer conducted separate on-site inspection as part of the agreed-upon procedures for the valuation task.

Source of information

In conducting its valuation of the Target Group, the independent third party valuer considered, reviewed, and relied upon the following key information which is available to the public or provided by the Company's management:

- Background of the Target Group and relevant corporate information;
- Historical consolidated financial statements of the Target Group for the financial years ended 31 August 2025 and 31 August 2026;
- Relevant documents in relation to the transaction; and
- S&P Capital IQ database and other reliable sources.

Valuation Assumptions and Rationale

For the purpose of determining the equity interest of the Target Group, the independent third party valuer has considered all the prominent factors affecting the value and assumed, including but not limited to, the following:

- that there will be no material change in the existing political, taxation, legal, technological, fiscal, or economic conditions, which might adversely affect the business of the Target Group;
- that the conditions in which the Target Group is operated, and which are material to revenue and costs of the businesses of the Target Group will have no material change;
- that the information has been prepared on a reasonable basis after due and careful consideration by the Company;
- that competent management, key personnel, and technical staff will be maintained to support the ongoing operation and development of the Target Group;
- that all licenses and permits that are essential for the operation of the Target Group can be obtained and are renewable upon expiry; and
- that there are no hidden or unexpected conditions associated with the businesses valued that might adversely affect the reported value.

Comparable Companies

In the selection of guideline public companies, the independent third party valuer used reasonable criteria in deciding whether or not a particular company is relevant. In selecting the guideline public companies, the independent third party valuer started with the description of the potential companies, in terms of lines of business, financial results and other criteria. In order to comprise a representative set of guideline public companies to derive the valuation conclusion, certain criteria have to be set to ensure similarity between the guideline public companies and the Target Group.

Firstly, the independent third party valuer's focus is to identify listed companies which engaged in the operation of secondary schools and tertiary colleges since the principal business of the Target Group is mainly the operation of secondary schools, tertiary and vocational colleges, and these companies should be listed in The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). As a result, listed companies with similar business exposure in relation to the principal activity of the Target Group are identified. The independent third party valuer considers that this selection basis is reasonable and the sample list is fair and representative. As a result, the comparable companies were selected with reference to the criteria as follows:

- The comparable companies are principally engaged in the same industry of the Target Group, i.e. over 80% revenue percentage from secondary schools, tertiary and/or vocational education;

- The comparable companies are based and operate in mainland China;

- The comparable companies are listed on the Stock Exchange and still in active trading as of the valuation date (i.e. 31 August 2026);

- The comparable companies have a market capitalization of below RMB1 billion as of the valuation date (i.e. 31 August 2026);

- The comparable companies have sufficient operating histories; and

- The financial information of the comparable companies, including EV/EBITDA multiple, is positive and available to the public and/or S&P Capital IQ database.

- Comparable companies can be of significantly different sizes from the Target Group. Larger companies generally have lower expected returns and risks that translate into higher values. Smaller companies are generally perceived as riskier in relation to business operations and financial performance, and therefore the expected returns are higher and multiples are lower. As such, market capitalization was adopted as one of the criteria for selecting comparable companies. Companies with market capitalization over RMB1 billion – rounded up from the upper limit of US$147 million for the CRSP Deciles Size Study (i.e. the smallest 5% of US listed companies, source: Kroll Cost of Capital – CRSP Deciles Size Study (2025) by Kroll, LLC., which is a commonly used statistical study on company sizes by global valuers) – were considered to be materially larger than the Target Group and not considered as comparable.

Regarding the factors assessing the comparability, the independent third party valuer qualitatively assessed all the comparable companies and did not treat industry classification alone as determinative of comparability. All the comparable companies operate private education institutions in the PRC and derive their revenue principally from tuition and accommodation fees, with cost bases similarly composed of teaching staff costs, depreciation and amortisation of campus assets and other operating expenses; differences in business mix at the margin, and are all subject to the Law for Promoting Private Education of the PRC and its implementing regulations, must elect for-profit or not-for-profit status, operate within enrolment quotas determined by provincial education authorities, and are subject to filing or approval of tuition fee levels; the regulatory variables accordingly affect the guideline public companies and the Target Group in the same direction.

The independent third party valuer then identified 10 guideline public companies to be comparable to the Target Group with the aforesaid criteria, and calculated EV/EBITDA ratio for each guideline public company. The following is the list of the guideline public companies that the independent third party valuer selected in connection with the valuation of the Target Group.

Company Name	**Ticker**	**Business Description**
Edvantage Group Holdings Limited	SEHK: 382	Edvantage Group Holdings Limited, an investment holding company, operates private higher and vocational education institutions in the People's Republic of China, Australia, and Singapore. It operates through PRC higher education and vocational education and Overseas higher education and vocational education segments. The company offers management, education consulting, IT consultation, property management and landscaping, language training, science and technology promotion and application, advertisement design, and technician education services, as well as develops and retails software products and provides school supplies. It also involved in the software and information technology; commercial service industry; planning and design management; estate management; food internet sales; and information consultation business. Edvantage Group Holdings Limited was founded in 2003 and is headquartered in Guangzhou, the People's Republic of China. Edvantage Group Holdings Limited is a subsidiary of Debo Education Investments Holdings Limited.

Company Name	Ticker	Business Description
Minsheng Education Group Company Limited	SEHK: 1569	Minsheng Education Group Company Limited, an investment holding company, provides educational services in the People's Republic of China. It operates in two segments, On-campus Education and Online Education. The company offers online education services for higher academic continuing education and postgraduate education; postgraduate management education services; and vocational ability improvement and training services, including teacher continuing education training, information technology vocational training, and cloud training. It also provides human resources; integration of digital intelligence, industry, and education; education informatization; examination and evaluation; and international education services. In addition, the company provides high school education, education consulting and management, formal undergraduate college education, asset management, project investment and management, technology development, intermediary, advertising, software and information technology, SaaS service and human resource compliance consultative, self-study examination assistance, university logistics, and educational software development and other related services. Further, it is involved in organising cultural and artistic exchange activities; and operates public service system for distance education. The company was founded in 1998 and is headquartered in Beijing, the People's Republic of China. Minsheng Education Group Company Limited is a subsidiary of Minsheng Group Company Limited.

Company Name	Ticker	Business Description
China New Higher Education Group Limited	SEHK: 2001	China New Higher Education Group Limited, an investment holding company, provides higher education services in the People's Republic of China. The company offers applied undergraduate, junior college, and secondary vocational education, as well as diversified education-related services. It operates a network of universities and colleges, including Yunnan Technology and Business University, Hubei Enshi College, Harbin Huade University, Lanzhou University of Information Science and Technology, Guizhou Vocational University of Industry and Commerce, Luoyang Vocational College of Science and Technology ("**Luoyang School**"), and Zhengzhou City Vocational College. The company was founded in 1999 and is headquartered in Beijing, the People's Republic of China.
Shanghai Gench Education Group Limited	SEHK: 1525	Shanghai Gench Education Group Limited, an investment holding company, provides higher education services in the People's Republic of China. The company primarily operates a private university in Shanghai. It provides education services and common undergraduate education services. The company offers formal undergraduate program, and junior college program. In addition, it offers logistics management services; degree-granting higher education institution services; common undergraduate education services; enterprise services; business management services; catering management services; self-study examination tutorial services; cultural communication services; and cultural media services. The company was founded in 1999 and is headquartered in Shanghai, the People's Republic of China.
Leader Education Limited	SEHK: 1449	Leader Education Limited, an investment holding company, engages in the provision of private higher education services in the People's Republic of China. It also provides private vocational education services, technical, education, enterprise business, and management consultancy, as well as education management and artificial intelligence services. Leader Education Limited was incorporated in 2019 and is headquartered in Harbin, China.

Company Name	Ticker	Business Description
Chen Lin Education Group Holdings Limited	SEHK: 1593	Chen Lin Education Group Holdings Limited provides private tertiary education services in the People's Republic of China. The company operates Jiangxi Institute of Applied Science and Technology, a private university that offers undergraduate and junior college programs, as well as diverse education related services. It also operates Jiangxi Wenli Jishi College, a full-time vocational college; Guizhou Vocational College of Industry and Trade, a higher vocational college; and Chen Lin High School, a private high school. In addition, the company is involved in investment related activities. The company was founded in 2002 and is headquartered in Nanchang, the People's Republic of China.
China Science and Education Industry Group Limited	SEHK: 1756	China Science and Education Industry Group Limited, an investment holding company, provides private higher education and vocational education services in the People's Republic of China. The company offers applied science-focused and practice-oriented programs; and tuition and student accommodation services. It also operates schools under the Huali College, Huali Vocational College, and Huali Technician College names. In addition, the company engages in the provision of property management and education support services; operation of a motor vehicle driver training school; and school sponsor activities. The company was formerly known as China Vocational Education Holdings Limited and changed its name to China Science and Education Industry Group Limited in February 2025. China Science and Education Industry Group Limited was founded in 2000 and is headquartered in Guangzhou, the People's Republic of China.
Virscend Education Company Limited	SEHK:1565	Virscend Education Company Limited, an investment holding company, provides private education services in the People's Republic of China. The company provides high school, higher education, and non-formal education services. It also offers educational management and consultation services to schools, including middle and high schools, K-9 schools, K-12 schools, and kindergartens. In addition, the company provides university education, non-subject based and after-class, and tutoring education services, as well as education investing and management services. Virscend Education Company Limited was founded in 2000 and is headquartered in Chengdu, the People's Republic of China.

Company Name	Ticker	Business Description
Bojun Education Company Limited	SEHK: 1758	Bojun Education Company Limited, an investment holding company, provides education services in China. It operates through three segments: Provision of Profit-Making Kindergarten and The Provision of High School Education Services; The Provision of Vocational Education Services; and Provision of Education Consultancy and Management Services. The company provides education services to kindergarten, as well as preschool, primary, middle, and high school students. It also provides eco-tourism agriculture, and exhibition services. Bojun Education Company Limited was founded in 2001 and is headquartered in Chengdu, China.
South China Vocational Education Group Company Limited	SEHK: 6913	South China Vocational Education Group Company Limited provides private higher vocational education. The company provides vocational education and training, technician training, competition training, skill evaluation, employment service, and entrepreneurship incubation. It also operates schools, including Guangdong Lingnan Institute of Technology and Guangdong Lingnan Modern Technician College. In addition, it offers ancillary education services comprising continuing education programs and other education services, such as test preparation and training services to the students for occupational skills appraisal, and professional qualification and certificates. Further, the company provides junior college education, technical education, motor vehicles driving training, and management services, as well as education management services. The company was founded in 1993 and is headquartered in Guangzhou, China.

The above comparable companies, together with the Target Group, are similar in terms of principal business and geographical location of operation. Thus, the independent third party valuer considers that they are confronted with similar industry risks and returns. Detailed calculations of the valuation multiples of these comparable companies are as follows.

Stock Ticker	Reporting Currency	Enterprise Value (Reporting Currency million)[1]	LTM EBITDA (Reporting Currency million)[1]	EV/EBITDA Ratio[2]
SEHK: 382	RMB	1,635.72	633.04	2.58x
SEHK: 1569	RMB	2,703.06	100.52	26.89x
SEHK: 2001	RMB	3,367.95	1,081.38	3.11x
SEHK: 1525	RMB	712.18	435.16	1.64x
SEHK: 1449	RMB	2,033.84	148.59	13.69x
SEHK: 1593	RMB	3,361.36	112.71	29.82x
SEHK: 1756	RMB	2,092.22	673.50	3.11x
SEHK: 1565	RMB	2,485.17	346.51	7.17x
SEHK: 1758	RMB	2,195.42	51.67	42.49x
SEHK: 6913	RMB	399.73	128.76	3.10x
			Median	**5.14x**

Notes:

1. The figures are rounded to the nearest ten thousand.

2. The EV/EBITDA multiples are calculated by dividing Enterprise Value of the Comparable Companies by its respective LTM EBITDA as of the valuation date as extracted from S&P Capital IQ.

Accordingly, the 10 guideline public companies selected have EV/EBITDA multiples ranging from 1.64x to 42.49x, with a median of 5.14x.

While the range of multiples is wide, having reviewed the business description and financial data of each comparable company, the independent third party valuer considers that all ten companies satisfy the objective screening criteria pre-set by the independent third party valuer. Any subjective exclusion on top of those criteria would risk introducing bias.

In deriving the EV/EBITDA multiple, the independent third party valuer adopted the median of 5.14x rather than the arithmetic mean of approximately 13.36x. As a robust measure of central tendency, the median is insensitive to extreme values. Notwithstanding the presence of a maximum of 42.49x and a minimum of 1.64x, the independent third party valuer regards the distribution as the ordinary spread of a homogeneous group of businesses in differing states of profitability and has examined that distribution company by company rather than computing it mechanically. The median of 5.14x adopted is determined principally by the multiples of the companies in the middle of the range; the existence of extreme multiples has accordingly not driven the valuation conclusion.

In summary, the independent third party valuer considers the 10 guideline public companies selected, and the range of multiples they present, to be fair and reasonable, and the median EV/EBITDA multiple of 5.14 times is adopted to reflect the Market Value of the Target Group as at the valuation date.

Summary of the Target Group Valuation

The independent third party valuer provides the following calculation details of the market value of the Target Group as of the valuation date (i.e. 31 August 2026):

Summary of the Target Group Valuation

EV/EBITDA Multiple	5.14x
	RMB[1]
LTM EBITDA as of 31 August 2026	98,500,641
Enterprise Value	506,613,093
Add: Non-operating items	62,400,100
Enterprise Value before DLOM and before CP	569,013,193
Less: DLOM (20.4%)	(116,078,691)
Enterprise Value after DLOM and before CP	452,934,502
Add: Cash	23,438,696
Less: Debts	–
Equity Value after DLOM and before CP	476,373,198
Add: CP (23.8%)	113,376,821
Market Value of the Target Group	589,750,019
Market Value of the Target Group (rounded)	**590,000,000**

Note:

1. Financial data of the Target Group is extracted from consolidated management accounts as of the valuation date.

2. LTM EBITDA is comprised of the following as of the valuation date:

Net profit	RMB45,468,548
Add: corporate income tax	RMB15,183,564
Add: financial costs	RMB406,638
Add: depreciation and amortization	RMB37,441,891
LTM EBITDA	RMB98,500,641

Apart from the above, calculation of LTM EBITDA does not involve material normalisation adjustment.

3. The independent third party valuer applies the following two tests in determining non-operating items, and an item is added back only if unrelated to the Target Group's principal business and does not form part of normal working capital of the Target Group. On that basis, the non-operating items of RMB62.4 million fulfil these requirements and were added back in the valuation.

The non-operating items of RMB62.4 million represent amounts receivable from related parties arising from short-term fund advances between the Target Group and other companies within the Group. The balances were recovered in full in September 2026, the recovery being attributable to the maturity of the relevant short-term advances. The recovery constitutes a reclassification of asset items within the Target Group: cash increased by RMB62.4 million with a corresponding decrease in amounts receivable from related parties, and the transaction did not change the Target Group's total assets, total liabilities or net assets.

The settlement arrangements and the receipt of the proceeds have been taken into account in the valuation, and the Consideration for the Disposal is not affected by the recovery of these balances.

4. Cash is itself realisable at face value and carries no liquidity discount and is accordingly added back at face value without any further discount. The Target Group did not record any interest-bearing debts in management accounts as of the valuation date.

5. Figures may not sum up due to rounding.

"DLOM", or Discount for Lack of Marketability, reflects the fact that there is no ready market for shares in privately held companies which are typically not readily marketable compared to similar interest in public companies. DLOM addresses the absence of liquidity of the subject interest, namely the inability to realise it at market value at will. Therefore, a share of stock in a privately held company is usually worth less than an otherwise comparable share in a publicly held company.

The DLOM of 20.4% is referenced to the Stout Restricted Stock Study Companion Guide (2025 Edition), and the independent third party valuer has adopted the mean discount of 20.4% published in that study as the benchmark.

"CP", or Control Premium, is defined as the additional consideration that an investor would pay over a marketable minority equity value in order to own a controlling interest in the common stock of a company. CP is measured as the premium of offer prices over unaffected share prices, being a marketable minority equity-level benchmark.

The CP is referenced to the transaction dataset of the FactSet/BVR Control Premium Study published by Business Valuation Resources LLC, supplemented by an examination of observable market transactions involving controlling interests in Hong Kong listed companies. CPs observed in the studied dataset for the relevant transactions range from 11.5% to 39.0%, with a median of 23.8% over the trailing 12 months as of the valuation date.

Valuation Conclusion

On the basis of the assumptions and information made available to the independent third party valuer, the independent third party valuer concluded that the market value of 100% equity interest of the Target Group as of 31 August 2026 is reasonably estimated at RMB590,000,000.

The Directors have reviewed the valuation provided by the independent third party valuer and consider that they are common assumptions adopted in business valuations based on market approach and are in line with market practice. The Directors consider that the valuation approach adopted and the assumptions used in the valuation by the independent third party valuer are fair and reasonable.

REASONS FOR AND BENEFITS OF THE DISPOSAL

Within the PRC higher education system, higher education institutions are categorized into undergraduate and junior college levels based on their educational hierarchy: undergraduate-level institutions typically offer a four-year program and are authorized to confer bachelor's degrees, whereas junior college-level vocational institutions generally offer a three-year program and primarily focus on cultivating technical and skilled talents. The educational hierarchy has a significant impact on an institution's student enrollment structure, government resource allocation, and long-term development potential. In recent years, the state has continuously promoted the high-quality development of higher education, focusing on building a high-quality education system, promoting the internal development of higher education, encouraging the development of application-oriented undergraduate universities, and steadily developing undergraduate-level vocational education. Therefore, upgrading the educational hierarchy has become an important direction for the high-quality development of higher education and the long-term development of institutions. The Group's strategy of centering around undergraduate-level institutions and continuously upgrading the educational hierarchy of its institutions is consistent with the national policy orientation.

When evaluating the future development potential of Zhengzhou School relative to the rest of the schools within the Group, the Board primarily considers the educational hierarchy of each institution and its upgrade pathway. Other than Luoyang School, the Group's remaining schools are located in Yunnan, Guizhou, Hubei, Gansu, and Heilongjiang provinces, all of which are undergraduate-level institutions. The upgrading of Luoyang School into a vocational technical university has been incorporated into Luoyang's "15th Five-Year Plan" with support from the provincial competent authorities, and its development pathway is clear. Zhengzhou School is a junior college-level vocational institution. In terms of resource allocation, the Board has also compared two options: "continuing to hold and invest" versus "disposing and reallocating resources". While Zhengzhou School generates stable cash flows sufficient to support its daily operations, according to its development plan, maintaining its current enrollment scale while continuously upgrading its school-running conditions to meet undergraduate-level standards over the next five years is estimated to require an investment of more than RMB1 billion. Even under the optimistic assumption that Zhengzhou School subsequently succeeds in upgrading to an undergraduate institution, the estimated payback period for such investment would be over 10 years, which is relatively long. Moreover, the upgrading of an institution is subject to local higher education institution establishment planning as well as relevant evaluation and approval policies, and cannot be guaranteed solely through capital investment; there remains the possibility that the upgrading may still not be approved even after the aforementioned funds are invested. In contrast, the Disposal will generate an immediate cash inflow of approximately RMB594 million, and the net proceeds are intended to be allocated to the Group's remaining six schools to concentrate resources on delivering high-quality undergraduate-level education, improving school-running conditions, and supporting the overall plan for elevating school-running levels. The decision to dispose of Zhengzhou School is based on the overall school portfolio strategy rather than any predetermined investment plan for a specific school; the proceeds from the Disposal will be allocated by category of use, and the investment amount and timetable for each project will be finalized following project initiation and approval procedures, which is consistent with the Group's historical capital expenditure management practices. After comprehensively considering the educational hierarchy, development pathways, and resource allocation requirements of each institution, the Board considers that the disposal of Zhengzhou School will reduce the Group's future capital commitments and avoid the further concentration of limited resources on a school that requires substantial additional investment, thereby assisting the Group to deliver high-quality undergraduate level education, which is consistent with the national policy orientation of high-quality development in higher education and the Group's strategy focusing on high-quality development.

Following the completion of the Disposal, the Group will continue to hold Luoyang School in Henan Province. The aforementioned industry changes are phased and structural adjustments, which the Group has reflected in the impairment testing assumptions in accordance with the principle of prudence. The student enrollment base in Henan Province ranks among the forefront nationwide, and the long-term demand foundation for vocational education remains solid. The Disposal only involves Zhengzhou School and is a single arrangement for the optimization of the Group's school portfolio, while the Group's school-running layout in Henan remains unchanged.

As mentioned above, based on the principle of prudence, the Group has adjusted its assumptions regarding the industry outlook for the financial year ended 31 August 2026, and made provisions for impairment of goodwill in respect of both Zhengzhou School and Luoyang School, of which the aggregate provision for impairment of goodwill and assets in respect of Zhengzhou School amount to approximately RMB238.6 million. The decision to proceed with the Disposal and the aforementioned impairments are based on the same industry assessments.

As the Consideration is lower than the net carrying value of the Target Company after making provisions for impairment of goodwill and assets, the Disposal is expected to record an accumulative loss of approximately RMB31.6 million. Having carefully balanced all relevant factors, the Board considers that the Group should still proceed with the Disposal notwithstanding that such loss, primarily based on the following considerations:

(i) The Consideration represents a fair market level and fairly reflects the value of Zhengzhou School. The Consideration represents a premium of approximately 0.68% over the appraised value prepared by the independent valuer using the market approach, and accounts for approximately 95% of the net carrying value of assets of the Target Group after impairment, which is close to its carrying value.

(ii) The loss is accounting in nature with limited impact. The provision for impairment of goodwill and assets of approximately RMB238.6 million made for the current period primarily reflect the prudent adjustments to assumptions regarding the industry outlook; following such impairment provisions, the loss arising from the Disposal itself amounts to approximately RMB31.6 million, which is one-off and non-cash in nature and will not adversely affect the Group's cash flows and ongoing operations.

(iii) The Consideration is payable in cash, with the proceeds supporting the Group's development. The Disposal will generate an immediate cash inflow of approximately RMB592.9 million for the Group (after deducting all related expenses and taxes incidental to the Disposal). The net proceeds are intended to be utilised to support the development of the Group's remaining 6 schools, repay debts and replenish general working capital, thereby providing financial support for continuous investment in these schools.

(iv) The Disposal is in line with the Group's overall strategy. The disposal of Zhengzhou School enables the Group to concentrate its management, financial and pedagogical resources on its core schools, which is consistent with the Group's strategy of optimising its school portfolio and focusing on high-quality development.

Based on the foregoing, the Board considers that although the Disposal results in a one-off accounting loss, it will not affect the cash flows of the Group. Furthermore, the Consideration is fair and reasonable, the Group has achieved a reasonable return on the investment as a whole, and its resources can be concentrated on core schools. Accordingly, the terms and conditions of the Sale and Purchase Agreement are fair and reasonable, entered into on normal commercial terms, and in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECT OF THE DISPOSAL AND INTENDED USE OF PROCEEDS FROM DISPOSAL

The Group is expected to record an accumulated loss of approximately RMB31.6 million from the Disposal, being the difference between the following items: (i) the Consideration; (ii) the amount of unaudited consolidated net assets of the Target Group's equity interest as of the date of the Sale and Purchase Agreement (RMB624.5 million); and (iii) all related expenses and taxes incidental to the Disposal (RMB1.1 million). The actual gain or loss arising from the Disposal will be subject to audit by the Company's auditors and may be different from the aforementioned amount.

The Disposal will strengthen the financial position and cash flow of the Group. The net proceeds from the Disposal are estimated to be approximately RMB592.9 million, which are intended to be applied towards the following purposes:

(i) approximately RMB405.7 million (representing approximately 70%) is intended to be applied towards the capital expenditure of the Group's existing schools for the construction and improvement of school-running conditions, including:

    (a) approximately RMB297.0 million for the construction of infrastructure projects such as teaching buildings, student apartments, and libraries, which is expected to be paid in 2027 in accordance with the construction progress;

    (b) approximately RMB99.6 million for the procurement of teaching equipment, furniture, and soft furnishings, which is expected to be completed within 2027; and

    (c) approximately RMB9.1 million for the acquisition of library books, literature, and software systems, which is expected to be completed in the first half of 2027;

(ii) approximately RMB160.0 million is intended to be used for the repayment of borrowings. The Group plans to repay loans of RMB160.0 million on or before 31 August 2027, which will help optimize the Group's capital structure and reduce financial expenses; and

(iii) the remaining balance of approximately RMB27.2 million is intended to be used as the replenishment of general working capital.

The Directors consider that the aforementioned use of proceeds will support the high-quality development of core schools and optimize the Group's capital structure, which is in the interests of the Group and the Shareholders as a whole.

Upon the completion of the Disposal, the Group will cease to hold any equity interests in the Target Company, and the Target Company will cease to be a subsidiary of the Company.

IMPACT OF THE DISPOSAL ON THE BUSINESS OPERATIONS AND FINANCIAL POSITION OF THE REMAINING GROUP

Upon the Completion of the Disposal, the Target Group will cease to be consolidated into the consolidated financial statements of the Group, and the operating results of Zhengzhou School will no longer be consolidated into the consolidated results of the Group. In this regard:

(i) The Group owns and operates multiple schools in the PRC with its school network covering several provinces, establishing a diversified business presence. Zhengzhou School is one of the schools within the Group's school portfolio and upon the completion of the Disposal, the Group's principal businesses to be retained will continue to provide higher vocational education. After the completion of the disposal, the Group will retain and operate a total of 6 schools, and these remaining schools will constitute the principal contributors to the Group's business and financial performance;

(ii) Based on the unaudited pro forma calculations prepared with reference to the Group's financial data for the year ended 31 August 2025, excluding the Target Group (and taking into account the cash inflow from the net proceeds from the Disposal), the total assets, revenue, profit after tax, and EBITDA of the Group are expected to decrease by approximately 5.1%, 10.1%, 4.8%, and 6.2%, respectively. On the same basis, Zhengzhou School accounts for approximately 10.1% of the Group's revenue, but only accounts for approximately 4.8% of the Group's profit after tax, and the revenue and profit contributions of Zhengzhou School are lower than the average level of the remaining six schools; its profit contribution is relatively limited compared to its revenue scale. This is consistent with its junior college-level positioning and the Group's long-term strategy of centering around undergraduate-level institutions, constituting one of the financial considerations for the Group in choosing to dispose of Zhengzhou School. Considering that the school-running and daily operations of the Target Group are independent of the Group's other schools, the Group will continue to operate 6 schools after the Disposal, and the arrangements for their enrolled students, faculty and staff will not be affected. Therefore, following the Completion of the Disposal, the Group will continue to engage in its existing principal business of providing higher vocational education, and continue to maintain a robust asset scale and business base without affecting its ability to continue as a going concern. As a result, the Directors are of the view that the Disposal will not have any material adverse effect on the business operations and financial position of the Group;

(iii) Upon the Completion of the Disposal, the Group will continue to be engaged in higher vocational education and application-oriented talent training in the PRC, retaining and operating 6 schools, including Luoyang School in Henan Province. The Group will continue to hold Luoyang School, actively participate in the development of vocational education in Henan Province and maintain continuous investment in the construction and operation of its schools; and

(iv) The net proceeds from the Disposal (after deducting transaction-related expenses) are estimated to be approximately RMB592.9 million, which are intended to be used for the Group's general working capital and the development of its remaining 6 schools, including the improvement of teaching facilities, discipline construction and investment in faculty at its existing schools, and the Directors are of the view that doing so will continuously enhance educational quality that is vital to success for private higher education in the long-run and thereby support the future business operations and development of the Group.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios in relation to the transaction contemplated under the Sale and Purchase Agreement is more than 75%, the transaction constitutes a very substantial disposal of the Company and is subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder or its/his/her associate(s) has a material interest in the Sale and Purchase Agreement, the Disposal and the transactions contemplated thereunder and accordingly, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for approving the Sale and Purchase Agreement, the Disposal and the transactions contemplated thereunder.

The EGM will be convened for the purpose of seeking approval from the Shareholders in relation to the Sale and Purchase Agreement and the transactions contemplated thereunder. As far as the Company is aware, none of the Shareholders is materially interested in the Sale and Purchase Agreement and the transactions contemplated thereunder, and thus no Shareholder is required to abstain from voting at the EGM on resolutions in relation to the Sale and Purchase Agreement and the transactions contemplated thereunder.

A circular and the notice of EGM in relation to the Disposal will be despatched to the Shareholders on or before 11 December 2026.

DEFINITIONS

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

"Board"	the board of Directors of the Company
"Company"	China New Higher Education Group Limited (中國新高教集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 8 July 2016
"Completion"	completion of the Disposal
"Consideration"	the total consideration for the Disposal, being RMB594 million
"Directors"	the directors of the Company
"Disposal"	the disposal of the Sale Shares pursuant to the Sale and Purchase Agreement
"EGM"	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve the Sale and Purchase Agreement and the transactions contemplated thereunder
"Group"	the Company, its subsidiaries, PRC operating schools and consolidated affiliated entities from time to time
"Guarantor"	Mr. Huang Haoran (黃浩然), the ultimate beneficial owner of the Purchaser
"Huihuang Company"	Tibet Daai Huihuang Information and Technology Co., Ltd.* (西藏大愛輝煌信息科技有限公司), a limited liability company established on 5 August 2016 under the laws of the PRC and a wholly owned subsidiary of the Group
"Independent Third Party(ies)"	any entity or person who is not a connected person of the Company within the meaning ascribed thereto under the Listing Rules
"Listing Rules"	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
"LTM EBITDA"	normalized last twelve months earnings before interest, tax, depreciation and amortization

"PRC"	the People's Republic of China excluding, for the purpose of this announcement, the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
"Purchaser"	Beijing Boyu Jianxing Education Technology Co., Ltd. (北京博喻見行教育科技有限公司), a company established in the PRC with limited liability and owned as to 100% by Mr. Huang Haoran
"Relevant Structured Contracts"	a series of contracts entered into by Huihuang Company with, among others, the Vendor, Zhengzhou School and the Zhengzhou School Sponsor, which enable the Company to exercise control over the Zhengzhou School and the Zhengzhou School Sponsor whereby their results of operations are consolidated into the Group's results of operations
"Sale and Purchase Agreement"	the agreement for the sale and purchase of the Sale Shares dated 29 October 2026 entered into between the Vendor, the Purchaser and the Guarantor in relation to the Disposal
"Sale Shares"	100% equity interest in the Target Company
"Share(s)"	ordinary share(s) of US$0.0001 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Target Company"	Beijing Xinqi Yunchuang Education Technology Co., Ltd.* (北京信啟雲創教育科技有限公司), a company established under the laws of the PRC with limited liability and a wholly-owned subsidiary of the Vendor
"Target Group"	the Target Company, the Zhengzhou School Sponsor and the Zhengzhou School
"Vendor"	Beijing Daai Shuren Education Consulting Company Limited* (北京大愛樹人教育諮詢有限公司), a limited liability company established under the laws of the PRC on 14 March 2018, and is owned as to 100% by Yunnan Einsun Education Investment Group Co., Ltd.* (雲南愛因森教育投資集團有限公司)
"Zhengzhou School"	Zhengzhou City Vocational College* (鄭州城市職業學院), a private higher vocational college located in Zhengzhou, Henan Province, the PRC, and a consolidated affiliated entity of the Company

"Zhengzhou School Sponsor"	Zhengzhou New Higher Education Technology Limited* (鄭州新高教教育科技有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company, and the sole school sponsor of the Zhengzhou School
"%"	per cent.

By order of the Board of
China New Higher Education Group Limited
Li Xiaoxuan
Chairman

Hong Kong, 20 November 2026

As at the date of this announcement, the executive Directors are Mr. Li Xiaoxuan, Mr. Zhao Shuai and Mr. Chan Tung Hoi, and the independent non-executive Directors are Mr. Kwong Wai Sun Wilson, Dr. Pang Tsz Kit Peter, Ms. Wong Ka Ki Ada and Dr. He Guojun.

* *For identification purposes only*