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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)

INSIDE INFORMATION

TRANSFER OF SHARES BY CONTROLLING SHAREHOLDERS

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Shanghai Gench Education Group Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board wishes to inform the shareholders of the Company and potential investors that the Company has been notified by Mr. Zhou Xingzeng (“**Mr. Zhou**”), the chairman, an executive Director and a controlling shareholder (as defined in the Listing Rules) of the Company, that on 3 November 2021 (during non-trading hours), She De Limited, Gan En Limited, Mr. Zhou and Ai Xin Limited have entered into a share purchase agreement, pursuant to which She De Limited and Gan En Limited agreed to sell 50,000,000 and 20,000,000 ordinary shares (the “**Shares**”) of the Company, representing approximately 12.05% and 4.82% of the total number of issued Shares as at the date of this announcement, to Ai Xin Limited, respectively, at a consideration of HK\$6.05 per Share (which represents a premium of approximately 20.76% over the closing price of HK\$5.01 per Share as quoted on the Stock Exchange on the date of this announcement).

She De Limited and Gan En Limited are both wholly owned by Mr. Zhou, while Ai Xin Limited is wholly owned by Mr. Zhao Donghui, a non-executive Director and a shareholder of the Company.

Upon completion of the aforesaid share transfers, (i) Mr. Zhou, Mr. Zheng Xiangzhan and Mr. Shi Yinjie will cease to be a group of controlling shareholders of the Company, having an interest in 35,700,000, 30,600,000 and 12,100,000 Shares, representing approximately 8.60%, 7.37% and 2.92% of the total number of issued Shares as at the date of this announcement respectively; and (ii) Mr. Zhao Donghui will become a

substantial shareholder of the Company, having an interest in 100,000,000 Shares, representing approximately 24.10% of the total number of issued Shares as at the date of this announcement, without taking into account of the pledge of Shares disclosed in the Company's announcement dated 11 June 2021.

The Board does not expect that there will be any material adverse effect on the operations of the Company and its subsidiaries consequential to the aforesaid share transfers.

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

By order of the Board
Shanghai Gench Education Group Limited
Zhou Xingzeng
Chairman

Shanghai, 3 November 2021

As at the date of this announcement, our executive Directors are Mr. Zhou Xingzeng, Mr. Zheng Xiangzhan and Mr. Shi Yinjie, our non-executive Directors are Mr. Zhao Donghui and Mr. Du Jusheng and our independent non-executive Directors are Mr. Chen Baizhu, Mr. Hu Rongen and Ms. Liu Tao.