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HOPE EDUCATION GROUP CO., LTD.

希望教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1765)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (“EGM”) of Hope Education Group Co., Ltd. (the “**Company**”) will be held at 5/F, Executive Building, Sichuan TOP IT Vocational Institute, 2000 West District Avenue, PI Du District, Chengdu, Sichuan, China on 18 March 2022 at 10:00 am for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval for the listing and trading of the shares of the Company (the “**Shares**”) to be allotted and issued pursuant to the exercise of any options granted under the share option scheme (the “**Scheme**”), a copy of which is tabled at the EGM and marked “A” and initialed by the Chairman of the EGM for identification purpose, the Scheme be and is hereby approved and adopted; and with effect from the date of the Scheme becoming unconditional and coming into effect and the Directors be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme, including without limitation to:

- (i) to implement and administer the Scheme under which options will be granted to the Participants (as defined in the Scheme) eligible under the Scheme to subscribe for the Shares, including but not limited to determining and granting the options in accordance with the terms of the Scheme;
- (ii) to modify and/or amend and/or interpret the Scheme from time to time provided that such modification and/or amendment and/or interpretation is effected in accordance with the provisions of the Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange;
- (iii) to allot and issue from time to time such number of Shares in the share capital of the Company as may be required to be allotted and issued pursuant to the exercise of the options under the Scheme;
- (iv) to make application at appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the Scheme; and

- (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Scheme, including but without limitation to, the Stock Exchange.”

Yours faithfully
By order of the Board
Hope Education Group Co., Ltd.
He Shengli
Chairman and non-executive Director

Hong Kong, 4 March 2022

Registered office:

PO Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Principal place of business in Hong Kong:

40/F, Dah Sing Financial Centre
No. 248 Queen’s Road East
Wanchai
Hong Kong

Notes:

- (i) A form of proxy for use at the EGM is enclosed.
- (ii) A Shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. by 10 a.m. on 16 March 2022) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of members will be closed from 15 March 2022 to 18 March 2022, both days inclusive to determine the entitlement of the Shareholders to attend the above meeting, during which period no Share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 14 March 2022.

As at the date of this announcement, the executive Directors are Mr. Xu Changjun, Mr. Wang Huiwu and Mr. Li Tao; the non-executive Directors are Mr. He Shengli, Mr. Tang Jianyuan and Mr. Lu Zhichao; and the independent non-executive Directors are Dr. Gao Hao, Mr. Chen Yunhua and Mr. Zhang Jin.