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If you have sold or transferred all your shares in Hope Education Group Co., Ltd, you should at once hand this circular to the purchaser, the transferee or to the bank, licensed securities dealer or registered institution in securities or other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)****(1) CONDITIONAL GRANT OF SHARE OPTIONS TO EXECUTIVE
DIRECTOR AND SUBSTANTIAL SHAREHOLDERS AND
(2) NOTICE OF EGM**

Capitalised terms used on this cover page have the same meanings as those defined in this circular. A letter from the Board is set out on pages 4 to 12 of this circular and a notice convening the EGM to be held at 10 am on 23 September 2022 at 4/F, Executive Building, Sichuan TOP IT Vocational Institute, 2000 West District Avenue, PI Du District, Chengdu, Sichuan, China, is set out on pages 13 to 14 of this circular. Whether or not you intend to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be), if you so wish.

PRECAUTIONARY MEASURES FOR THE EGM

To safeguard the health and safety of the attending Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the EGM:

- compulsory body temperature checks
- compulsory wearing of surgical face masks
- no distribution of corporate gifts and refreshments
- maintaining appropriate distancing and spacing

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue, at the Company's discretion to the extent permitted by law.

7 September 2022

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PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the EGM to protect the attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) the venue of the EGM is located in 4/F, Executive Building, Sichuan TOP IT Vocational Institute, 2000 West District Avenue, PI Du District, Chengdu, Sichuan, the PRC. Shareholders attending the EGM shall pay early attention to and comply with the relevant regulations and requirements regarding health report, quarantine and observation during the pandemic prevention and control period in Chengdu City. The Company will strictly comply with the requirements regarding the pandemic prevention and control stipulated by government departments from time to time, and take relevant prevention and control measures as required by the relevant government departments;
- (ii) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the EGM venue or be required to leave the EGM venue;
- (iii) the Company encourages attendees to wear surgical face masks inside the EGM venue at all times, and to maintain a safe distance between seats; and
- (iv) no refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of the attendees at the EGM.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

DEFINITIONS

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

“Adoption Date”	The date of adoption of the Share Option Scheme, being 18 March 2022
“Announcement”	the announcement of the Company dated 11 May 2022 in relation to the grant of Share Options by the Company to subscribe for up to an aggregate of 802,750,000 Shares (including the Conditional Grant)
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“business day”	a day (other than a Saturday or a Sunday) on which licensed banks are generally open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities
“chief executive”	has the meaning ascribed to it under the Listing Rules
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Hope Education Group Co., Ltd. (希望教育集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 13 March 2017
“Conditional Grant”	the conditional grant of 150,000,000 Share Options to Mr. Wang Huiwu and 40,000,000 Share Options to Mr. Wang Degen under the Share Option Scheme
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Date of Conditional Grant”	11 May 2022, being the date on which the Conditional Grant was approved by the Board (including the independent non-executive Directors, and excluding Mr. Wang Huiwu)
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, to approve the resolutions contained in the notice of EGM set out on pages 13 to 14 of this circular
“Group”	the Company and its subsidiaries, including its consolidated affiliated entities
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholders”	Shareholders other than those who are required to abstain from voting on the resolutions at the EGM approving the Conditional Grant
“Latest Practicable Date”	5 September 2022, being the latest practicable date for ascertaining certain information contained herein
“Listing Rules” or “Rule(s)”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of nominal value of US\$0.00001 each in the issued share capital of the Company or, if there has been a subsequent subdivision, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares in the share capital of the Company resulting from such sub-division, reduction, consolidation, reclassification or reconstruction
“Share Option(s)”	share option(s) granted or to be granted under the Share Option Scheme to subscribe for Shares in accordance with the terms thereof
“Share Option Scheme”	the share option scheme adopted by the Company on 18 March 2022
“Shareholder(s)”	shareholder(s) of the Company

DEFINITIONS

“Sichuan Hope Education”	Sichuan Hope Education Industry Group Limited* (四川希望教育產業集團有限公司) (formerly known as Sichuan Mayflower Investment Company Limited* (四川五月花投資有限公司), Sichuan Hope Mayflower Investment Limited* (四川希望五月花投資有限公司), Sichuan Hope Education Industry Company Limited* (四川希望教育產業有限公司)), a limited liability company established under the laws of PRC on 12 January 2005.
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors

Mr. Xu Changjun

Mr. Wang Huiwu (*Chief Executive Officer*)

Mr. Li Tao

Registered Office:

PO Box 309, Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Non-executive Directors

Mr. He Shengli (*Chairman*)

Mr. Tang Jianyuan

Mr. Lu Zhichao

*Headquarters and Principal Place
of Business in China:*

5/F, Administrative Building

Sichuan TOP IT Vocational

Institute 2000 Xi Qu Avenue

Pidu District, Chengdu, PRC

Independent Non-executive Directors

Dr. Gao Hao

Mr. Chen Yunhua

Mr. Zhang Jin

*Principal Place of Business in
Hong Kong:*

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai, Hong Kong

7 September 2022

To the Shareholders

Dear Sir or Madam,

**(1) CONDITIONAL GRANT OF SHARE OPTIONS TO EXECUTIVE
DIRECTOR AND SUBSTANTIAL SHAREHOLDERS AND
(2) NOTICE OF EGM**

INTRODUCTION

Reference is made to the announcement of the Company dated 11 May 2022 in relation to, among other things, the Conditional Grant of Share Options to Mr. Wang Huiwu and Mr. Wang Degen. The purpose of this circular is to provide you with (i) further information in respect of the Conditional Grant; and (ii) the notice of the EGM.

LETTER FROM THE BOARD

THE CONDITIONAL GRANT

On 11 May 2022, the Board (including the independent non-executive Directors, and excluding Mr. Wang Huiwu) resolved to grant 150,000,000 Share Options and 40,000,000 Share Options to Mr. Wang Huiwu and Mr. Wang Degen, respectively, conditional upon the approval by the Independent Shareholders at the EGM.

Details of the Conditional Grant are set out below:

Grantee	Position in the Company	Number of Share Options granted conditionally	Approximate percentage of the total number of Shares in issue as at the Date of Conditional Grant	Approximate percentage of the total number of Shares in issue as at the Latest Practicable Date
Mr. Wang Huiwu	Executive Director/ chief executive officer/substantial Shareholder	150,000,000	1.87%	1.87%
Mr. Wang Degen	Substantial Shareholder	40,000,000	0.50%	0.50%

The terms of the Share Options to be granted under the Conditional Grant are primarily set out below:

Date of Conditional Grant:	11 May 2022
Consideration for Share Options:	HK\$1.00 to be paid by each of Mr. Wang Huiwu and Mr. Wang Degen upon acceptance of the Share Options
Total number of Share Options to be granted under the Conditional Grant:	190,000,000 Share Options
Total number of Shares issuable upon full exercise of the Share Options under the Conditional Grant:	190,000,000 Shares
Exercise price of Share:	HK\$0.486 per Share, which represents the highest of (i) the closing price of HK\$0.460 per Share on the Date of Conditional Grant; (ii) the average closing price of HK\$0.486 per Share for the five business days immediately preceding the Date of Conditional Grant; and (iii) the nominal value of US\$0.00001 per Share

LETTER FROM THE BOARD

Closing price of the Shares on the Date of Conditional Grant:	HK\$0.460 per Share
Exercised period:	The Share Options under the Conditional Grant will become exercisable after 12 months from the date of grant, being 12 May 2023 to 10 May 2032
Validity period of the Share Options:	From the date of obtaining the Independent Shareholders' approval at the EGM up to 10 May 2032
Rights of the Share Options and the Shares to be issued upon exercise of the Share Options:	<p>Prior to the grantee(s) being registered as Shareholder(s) on the register of members of the Company, the grantee(s) shall not have any voting rights, or rights to participate in any dividends or distributions or any rights arising on a liquidation of the Company, in respect of the Shares to be issued upon the exercise of the Share Options.</p> <p>The Shares to be allotted upon the exercise of the Share Options shall be subject to the provisions of the memorandum and articles of association of the Company for the time being in force and shall rank <i>pari passu</i> in all respects with the fully paid Shares in issue on the date on which those Shares are allotted on exercise of the Share Options and will entitle such grantee(s) to participate in all dividends or other distributions declared or recommended or resolved to be paid or made in respect of a record date falling on or after the date of allotment.</p>

LETTER FROM THE BOARD

As at the Latest Practicable Date, no grant of Share Options has been made to each of Mr. Wang Huiwu and Mr. Wang Degen by the Company under the Share Option Scheme and any other share option schemes of the Company except for, on a conditional basis, the Conditional Grant.

None of the Directors is the trustee of the Share Option Scheme, nor do they have any direct or indirect interest in the trustee of the Share Option Scheme.

Pursuant to Rule 17.04(1) of the Listing Rules, the grant of Share Options by the Company to a Director, chief executive or substantial Shareholder or any of their respective associates must be approved by the independent non-executive Directors (excluding independent non-executive Directors who are the grantees of the Share Options concerned). On 11 May 2022, the independent non-executive Directors approved the Conditional Grant.

Reasons for the Conditional Grant

The Conditional Grant is to provide incentives rewards, remunerations and/or benefits (i) in retaining Mr. Wang Huiwu and Mr. Wang Degen for continuous operation and development of the Group; and (ii) for their persistent devotions and leadership by further aligning the interests of the Group with them, thereby enhancing the value for the Shareholders.

Both Mr. Wang Huiwu and Mr. Wang Degen have performed important duties and responsibilities in the Group. Mr. Wang Huiwu has been appointed as executive Director of the Company since March 2017 and chief executive officer of the Company since February 2018. Mr. Wang Huiwu served as a supervisor of Sichuan Hope Education from January 2005 to October 2007; and a director and the president of Sichuan Hope Education since October 2007. Mr. Wang Huiwu served as the principal and managing director of Chengdu Mayflower Computer Science Professional College* (成都五月花計算機專業學校) from March 1999 to September 2007; the chairman of Sichuan Mayflower Professional College* (四川五月花專修學院) since December 2004; a director of Southwest Jiaotong University Hope College* (西南交通大學希望學院) since January 2009; a director of Sichuan Tianyi College* (四川天一學院) since September 2011; a director of Ziyang Maysunshine Education Investment Limited* (資陽五月陽光教育投資有限公司) since November 2012; the chairman of the council of Sichuan Hope Automotive Vocational College* (四川希望汽車職業學院) since May 2013; a director of Guizhou Qiannan Economic College* (貴州黔南經濟學院) since September 2014; a director of Jinci College of Shanxi Medical University* (山西醫科大學晉祠學院) since December 2014; the chairman of the council of Sichuan Hope Automotive Technical College* (四川希望汽車技師學院) since January 2017.

Mr. Wang Degen being the founder of Tequ Group (Hong Kong) Company Limited, a substantial Shareholder, has been appointed as a director of Sichuan Hope Education since October 2007 and as a non-executive Director from March 2017 to June 2021. He also received a number of social honors which gave him access to more excellent business partners being otherwise difficult to acquaint. As evidenced by the Group's continuous expansion and improvement over the years, Mr. Wang Degen's sufficient resources and experienced management skills are of critical importance to the development and growth of the Group.

LETTER FROM THE BOARD

To be more specifically, under the persistent devotions and leadership of Mr. Wang Huiwu and Mr. Wang Degen, the Company's financial and business performance has been continuously improving. The total assets and the value for net assets of the Company reached approximately RMB19.76 billion and approximately RMB8.24 billion respectively as at 28 February 2022, having increased exponentially since the Company's listing. The number of schools operated by the Company increased from 8 to 23 and the locations of such schools expanded from 3 to 11 provinces as well as two overseas countries outside the PRC since the Company's listing, the number of students increased from approximately 74,000 to more than 230,000 as at 28 February 2022, and the annual revenue increased from approximately RMB1.08 billion for the year ended 31 August 2019 to approximately RMB2.32 billion for the year ended 31 August 2021, with a compound annual growth rate of approximately 47%. The annual core profit increased from approximately RMB358.14 million for the year ended 31 August 2019 to approximately RMB866.36 million on the year ended 31 August 2021, with a compound annual growth rate of approximately 56%.

In determining the number of Share Options of the Conditional Grant, the Board considered factors such as time commitment, duties and responsibilities of each of Mr. Wang Huiwu and Mr. Wang Degen. Furthermore, the remuneration policies for the Directors are that the amount of remuneration payable will be determined on a case-by-case basis depending on the experience, responsibility, workload and the time devoted to the Group. Also the Directors may be granted, at the discretion of the Board, share options of the Company, as part of the remuneration package.

As outlined in their respective brief biographies, each of them has been dedicated to our Group for more than 10 years and has extensive experience in the relevant industry. And taking into account that (i) the contribution of Mr. Wang Huiwu and Mr. Wang Degen to the Company was significant; (ii) they are crucial to the further development of the Group; (iii) the dilution effect of the Conditional Grant is insignificant; and (iv) the Conditional Grant will not impose additional pressure on the Group's cash flow which is significant to our development at the present stage, the Board and Remuneration Committee are of view that the Conditional Grant is a part of remuneration packages and/or an incentive to encourage Mr. Wang Huiwu and Mr. Wang Degen for their continued investments and contributions to the Group in the future.

Listing rules implications

Pursuant to Rule 17.03(4) of the Listing Rules, where the total number of Shares issued and to be issued upon exercise of the Share Options granted to a person (including both exercised and outstanding Share Options) in any 12-month period exceed 1% of the relevant class of Shares in issue, such grant must be separately approved by Shareholders in general meeting with such grantee and his close associates (or his associates if the grantee is a connected person) abstaining from voting.

LETTER FROM THE BOARD

In addition, pursuant to Rule 17.04(1) of the Listing Rules, any grant of Share Options to a Director, chief executive and substantial shareholder of the Company, or any of their respective associates, under Share Option Scheme must be approved by independent non-executive Directors (excluding independent non-executive Director who is the grantee of the Share Options). Where any grant of Share Options to a substantial shareholder of the Company, or any of his associates, would result in the Shares issued and to be issued upon exercise of all Share Options already granted and to be granted (including Share Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million, such further grant of Share Options must be approved by the Shareholders in general meeting. The grantee, his associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

On 11 May 2022, the Conditional Grant was approved by all the independent non-executive Directors.

As (i) the total number of Shares to be issued upon exercise of the Share Options proposed to be granted to Mr. Wang Huiwu would in a 12-month period exceed 1% of the Shares in issue, and (ii) each of the total number of Shares to be issued upon exercise of the Share Options proposed to be granted to Mr. Wang Huiwu and Mr. Wang Degen would, in each case, in a 12-month period represent over 0.1% of the Shares in issue, and has an aggregate value, based on the closing price of the Shares at the Date of Conditional Grant, in excess of HK\$5 million. Therefore, the Conditional Grant is subject to the approval by the Independent Shareholders, where Mr. Wang Huiwu and Mr. Wang Degen, their associates and all core connected persons of the Company shall abstain from voting on the relevant resolution(s) at the EGM pursuant to the Listing Rules.

As at the Latest Practicable Date, none of the Shareholders who are required to abstain from voting in favour of the resolution(s) approving the Conditional Grant have given the Company notice of their intention to vote against the resolution(s) at the EGM.

To the extent that the Company is aware having made all reasonable enquiries as at the Latest Practicable Date, Mr. Wang Huiwu, Mr. Wang Degen, Tequ Group (Hong Kong) Company Limited and Hope Education Investment Limited are all core connected persons of the Company, entitling to exercise control over the voting right in respect of an aggregate of 4,194,310,943 Shares and representing approximately 52.25% of the total number of Shares in issue.

LETTER FROM THE BOARD

Effect on the shareholding structure of the Company

The following table sets forth the change in shareholding structure of the Company (a) as at the Latest Practicable Date and (b) immediately upon full exercise of the Share Options granted under the Conditional Grant, assuming no other Share Options have been exercised other than the Share Options to be granted under the Conditional Grant:

Name of Shareholder	(a) As at the Latest Practicable Date ⁽¹⁾		(b) Immediately upon full exercise of the Share Options granted under the Conditional Grant, assuming no other Share Options have been exercised other than the Share Options to be granted under the Conditional Grant ⁽¹⁾	
	<i>(Number of Shares)</i>	<i>(%)</i>	<i>(Number of Shares)</i>	<i>(%)</i>
Hope Education Investment Limited	4,140,948,240	51.58	4,140,948,240	50.39
Mr. Wang Huiwu ⁽²⁾	11,120,000	0.14	161,120,000	1.96
Mr. Wang Degen ⁽³⁾	42,242,703	0.53	82,242,703	1.00
Other Shareholders (including public Shareholders)	3,833,239,763	47.75	3,833,239,763	46.65
Total	8,027,550,706	100	8,217,550,706	100

Notes:

- All interests stated are long positions.
- Mr. Wang Huiwu holds 100% interest in Maysunshine Trust Limited (Credit Suisse Trust Limited as trustee), Maysunshine Trust Limited holds 100% interest in Maysunshine Holdings Limited, Maysunshine Holdings Limited hold 96% interest in Maysunshine Limited, Maysunshine Limited hold 49% interest in Hope Education Investment Limited, Hope Education Investment Limited holds 51.58% interest in the Company. Accordingly, Mr. Wang Huiwu is deemed as holding interest in the Company through Hope Education Investment Limited.
- Hope Education Investment Limited, a BVI company, is owned as to 49% by Maysunshine Limited, 34.39% by Tequ Group A Limited and 16.62% by Tequ Group Limited. Maysunshine Limited is owned as to 96% by Maysunshine Holdings Limited, which is in turn 100% beneficially owned by Mr. Wang Huiwu, whereas Credit Suisse Trust Limited acts as trustee.

Thus, Maysunshine Limited, Tequ Group A Limited, and Maysunshine Holdings Limited, are deemed to be interested in 4,140,948,240 Shares of long position and 718,395,000 Shares of short position.

Tequ Group A Limited is a wholly-owned subsidiary of Tequ Group (Hong Kong) Company Limited. Tequ Group (Hong Kong) Company Limited is wholly owned by Shanghai Yi Zeng Enterprise Management Co., Ltd. (上海乙增企業管理有限公司). Shanghai Yi Zeng Enterprise Management Co., Ltd. (上海乙增企業管理有限公司) is wholly owned by Sichuan Tequ Investment Group Limited (四川

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特驅投資集團有限公司), which is in turn owned as to 49% by West Hope, 40.09% by Sichuan Puhua Agricultural Technology Development Limited (四川普華農業科技發展有限公司) and 10.91% by Sichuan Desheng Ronghe Industrial Group Co., Ltd. (四川德盛榮和實業集團有限公司). Sichuan Puhua Agricultural Technology Development Limited (四川普華農業科技發展有限公司) is owned as to 52.20% by Zhang Qiang (張強), Sichuan Desheng Ronghe Industrial Group Co., Ltd. (四川德盛榮和實業集團有限公司) is owned as to 100% by Mr. Wang Degen. Zhang Qiang (張強) and Mr. Wang Degen are spouses. Thus, Zhang Qiang (張強) and Mr. Wang Degen are deemed to be interested in 4,140,948,240 Shares of long position and 718,395,000 Shares of short position.

In addition, Tequ Group (Hong Kong) Company Limited directly hold 42,242,703 Shares in the Company, therefore, Mr. Wang Degen is deemed to be interested in another 42,242,703 Shares.

EGM

The Company will convene the EGM at 4/F, Executive Building, Sichuan TOP IT Vocational Institute, 2000 West District Avenue, PI Du District, Chengdu, Sichuan, China on Friday, 23 September 2022 at 10 a.m. for the purpose of considering and, if thought fit, approving the resolutions in respect of the Conditional Grant set out in the notice of EGM on pages 13 to 14 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions proposed to be approved at the EGM (except for those relating purely to a procedural or administrative matter which may be voted on by a show of hands) will be taken by poll. Further announcement(s) on the poll results will be made by the Company after the EGM in compliance with Rule 13.39(5) of the Listing Rules.

To the extent that the Board is aware having made all reasonable enquiries, as at the Latest Practicable Date:

- (i) there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder;
- (ii) there was no obligation or entitlement of any Shareholder whereby he, she or it has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his, her or its Shares to a third party, either generally or on a case-by-case basis; and
- (iii) it was not expected that there would be any discrepancy between any Shareholder's beneficial shareholding interest in the Company, and the number of Shares in the Company in respect of which he, she, or it would control or would be entitled to exercise control over the voting right at the EGM.

PROXY ARRANGEMENT

A proxy form for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange and the Company. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours

LETTER FROM THE BOARD

before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be), if you so wish.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 20 September 2022 to Friday, 23 September 2022, both days inclusive, during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Friday, 23 September 2022 are entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 19 September 2022.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board (including all the independent non-executive Directors, and excluding Mr. Wang Huiwu, who abstained from voting on the Board resolutions to approve the Conditional Grant) consider that the terms of the Conditional Grant are fair and reasonable, and that the Conditional Grant is in the interest of the Company and the Shareholders as a whole, and therefore recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM, as set out in the notice of the EGM, to approve the Conditional Grant.

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

NOTICE OF THE EGM



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 4/F, Executive Building, Sichuan TOP IT Vocational Institute, 2000 West District Avenue, PI Du District, Chengdu, Sichuan, China on 23 September 2022 at 10 am for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the grant of 150,000,000 share options (the “**Share Options**”) to Mr. Wang Huiwu, who is an executive director (“**Director**”), chief executive officer and substantial shareholder (“**Shareholder**”) of the Company, entitling him to subscribe for 150,000,000 ordinary shares of US\$0.00001 each (the “**Shares**”) in the share capital of the Company at an exercise price of HK\$0.486 per Share (the principal terms and conditions of such grant are set out in the circular of the Company dated 7 September 2022 (the “**Circular**”)) under and pursuant to the share option scheme of the Company adopted on 18 March 2022 (the “**Share Option Scheme**”) and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the board of Directors of the Company (“**Board**”) be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the 150,000,000 Share Options to Mr. Wang Huiwu and the issue of the Shares upon the exercise of the Share Options by Mr. Wang Huiwu, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”
2. “**THAT** the grant of 40,000,000 Share Options to Mr. Wang Degen, who is a substantial Shareholder, entitling him to subscribe for 40,000,000 Shares at an exercise price of HK\$0.486 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the Board be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to the grant of the 40,000,000 Share Options to Mr. Wang Degen and the issue of the Shares upon the exercise of the Share Options by Mr. Wang Degen, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”

NOTICE OF THE EGM

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

Hong Kong, 7 September 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
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 notarially 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 Wednesday, 21 September 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 Tuesday, 20 September 2022 to Friday, 23 September 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 Monday, 19 September 2022.
- (vi) In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be voted by poll; Mr. Wang Huiwu, his associates (as defined in the Circular) and all core connected persons (as defined in the Circular) of the Company are required to abstain from voting in respect of resolutions numbered 1 above; Mr. Wang Degen, his associates (as defined in the Circular) and all core connected persons (as defined in the Circular) of the Company are required to abstain from voting in respect of resolution numbered 2 above.

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.