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China Education Group Holdings Limited

中國教育集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 839)

**ANNOUNCEMENT OF ANNUAL RESULTS
FOR THE YEAR ENDED 31 AUGUST 2025**

The Board is pleased to announce the annual results of the Group for the year ended 31 August 2025.

HIGHLIGHTS

	Year ended 31 August		Change (RMB million)	Change (Percentage)
	2025 (RMB million)	2024 (RMB million)		
Revenue	7,363	6,579	+784	+11.9%
Adjusted EBITDA ⁽ⁱ⁾	4,169	3,774	+395	+10.5%
Net profit	506	502	+4	+0.8%

Cash reserve was recorded RMB6,744 million as at 31 August 2025.

Note:

- i. Please refer to the Financial Review section for methods preparing the adjusted earnings before interest, tax, depreciation and amortisation (“EBITDA”).

MANAGEMENT STATEMENT

In September 2024, the State Council released the Opinions on Implementing the Employment-First Strategy to Promote High-Quality and Full Employment, emphasizing the integration of vocational and general education, the convergence of industry and education, and the blending of science and education to cultivate more high-quality skilled talent. In January 2025, the Outline of the Plan for Building a Leading Country in Education (2024–2035) further deployed strategies to enhance the comprehensive strength of higher education, promote the construction of a modern vocational education system, and accelerate the digital transformation of education. The Group has closely aligned itself with national policies, deepened high-quality schooling, strengthened both software and hardware infrastructure, optimized discipline and major settings, and actively promoted the deep integration of industry and education as well as “AI + Education”, thereby supporting the enhancement of faculty capabilities and high-quality employment for graduates.

1. Steady Growth in Higher Education Enrollment

During the Reporting Period, national higher education continued to expand. The number of applicants for the National College Entrance Examination in 2025 reached 13.35 million, with the gross enrollment rate for higher education reaching 60.8% in 2024. Driven by the growing demand for higher education, the Group’s member schools attracted a large number of students by offering employment-oriented, high-quality curricula and a superior campus environment. Concurrently, the Group optimized enrollment policies and discipline settings, driving continuous growth in the scale of the student body while achieving new breakthroughs in both the quality of student intake and employment rates.

As of August 2025, the total number of full-time students enrolled in the Group was approximately 282,000, representing a year-on-year increase of approximately 5%. Of this, higher education student enrollment stood at approximately 243,000, a year-on-year increase of approximately 9%. During the Reporting Period, the number of new full-time student registrations at the Group’s member schools in China was approximately 87,000, including approximately 75,000 new higher education students. As of October 2025, the number of full-time students for the 2025/26 academic year increased by approximately 0.2% year-on-year, with higher education enrollment increasing by approximately 2.8% year-on-year.

2. Focusing on New Quality Productive Forces and High-Quality Research-Education Synergy

The Group has kept pace with national strategies and proactively responded to the demands of industrial transformation by optimizing its professional layout and promoting the deep integration of education, technology, and industry. During the Reporting Period, member schools offered 396 applied undergraduate majors and further optimized the proportion of engineering majors to meet the needs of emerging industries and regional economies. Furthermore, the Group achieved continuous breakthroughs in scientific research, adding 5 new national-level research projects for a cumulative total of 37. This has further enhanced the Group's technological innovation capabilities and laid a solid foundation for cultivating high-quality technical talent.

3. Promoting Learning Through Competition with Notable Success

The Group has achieved significant results in cultivating innovative practical abilities, with faculty and student teams frequently winning awards in national and international competitions. This demonstrates the Group's strong advantages in practical teaching and innovation training. Notably, our Jiangxi school won the Silver Award in the 14th "Challenge Cup" Chinese College Student Entrepreneurship Plan Competition; our Guangdong Zhaoqing school won the First Prize nationally in the China Robotics and Artificial Intelligence Competition; and our Chongqing school secured the First Prize in the "Keyun Cup" National College Student Accounting and Vocational Ability Competition. These achievements highlight the Group's effectiveness in promoting innovation and practical education.

4. Deepening Layout in Key Regions to Consolidate High-Quality Development

The Group has intensified its layout in the Guangdong-Hong Kong-Macao Greater Bay Area, the Chengdu-Chongqing Economic Circle, the Bohai Rim Economic Zone, and the Hainan Free Trade Zone, promoting the deep integration of education and industry. During the Reporting Period, campus construction in these regions progressed smoothly; new campus developments continued to advance, and the construction of smart classrooms and laboratories achieved stage-based results. By introducing advanced technology and equipment, the Group has further improved the quality of education and teaching. In addition, the Group secured Climate-Resilient Education Loan support from the Asian Development Bank (ADB) and the Asian Infrastructure Investment Bank (AIIB), providing strong capital assurance for business expansion and infrastructure upgrades.

5. Comprehensively Promoting Digital Transformation in Education

During the Reporting Period, the Group identified “AI-enabled education” as a strategic priority and comprehensively promoted the digital transformation of education and teaching. The Group launched three core initiatives: faculty training, joint construction of demonstration courses, and the creation of typical application cases, all aimed at driving the intelligent development of education. These measures have not only enhanced the AI literacy of faculty and staff but also facilitated the construction of smart courses. Looking ahead, the Group will further deepen digital teaching reforms, promote the implementation of more innovative educational applications, and improve educational quality and efficiency.

6. Cultivating the Industry-Education Ecosystem to Safeguard High-Quality Employment

Through close cooperation with industry enterprises, the Group has promoted a talent cultivation model driven by industrial demand and collaborative efforts between schools and enterprises, ensuring that education aligns closely with market needs. During the Reporting Period, the Group added 24 new industrial colleges, bringing the cumulative total to 85, covering multiple industry sectors and enhancing the relevance and practicality of professional training. Meanwhile, the number of the Group’s school-enterprise partners increased to 4,809, and the cumulative number of Ministry of Education Industry-University Collaborative Education Projects reached 477. These efforts have further guaranteed the employment quality and development potential of students, supplying society with a large number of high-quality applied talents.

7. Expanding International Education Layout to Empower Diverse Student Success

Leveraging a global resource network, the Group continued to deepen cooperation with internationally renowned institutions and expand its international education layout. During the Reporting Period, 10 majors across the Group’s member schools received accreditation from the Quality Assurance Agency for Higher Education (QAA) in the UK, and the number of new students in international programs increased by over 18% year-on-year. The Group also launched joint training plans, offering overseas internships, study tours, and exchange programs to help students broaden their international development paths and enhance their global competitiveness. The Group will continue to strengthen international cooperation to support the diverse development of students and elevate their global vision and cross-cultural capabilities.

8. Practicing ESG Concepts and Fulfilling Social Mission

The Group attaches great importance to corporate social responsibility, adheres to core ESG (Environmental, Social, and Governance) concepts, and continuously promotes the realization of social value for both employees and students. During the Reporting Period, the Group enhanced employees' teaching and management capabilities through extensive training and social practice projects, while encouraging students to actively participate in social practices to cultivate a sense of social responsibility and historical mission. The Group was honored with the Deloitte "China Best Managed Companies" award, marking the seventh consecutive year of receiving this distinction. Additionally, the Group was awarded the "2024 Excellent ESG Practice Listed Company" award, further underscoring the Group's contributions to social responsibility and sustainable development.

9. Future Outlook

Looking ahead, the Group will continue to be guided by the Outline of the Plan for Building a Leading Country in Education (2024–2035), focusing on high-quality development and promoting the construction of a modern vocational education system. We will further deepen the integration of industry and education, accelerate the deep fusion of artificial intelligence and education, and cultivate more high-quality skilled talent with an international perspective, thereby contributing to the building of a powerhouse in education, technology, and talent. The Group will continue to seize policy opportunities, innovate development models, and drive the educational cause toward new heights.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Non-IFRS Measures

To supplement the consolidated financial statements, which are presented in accordance with International Financial Reporting Standards (“IFRS”), the Company also uses EBITDA and adjusted EBITDA as additional financial measures.

The Company presents these financial measures because they are used by the management to evaluate the Group’s financial performance by eliminating the impact of items that the management does not consider indicative of the performance of the Group’s business. The Company believes that the non-IFRS measures presented provide additional information to the Company’s management and investors to better understand and evaluate the Group’s consolidated operational performance. These measures assist both management and investors in comparing financial results across periods and with peer companies. However, the presentation of these non-IFRS measures have limitations as analytical tools because they exclude certain items that impact the Group’s financial results. Therefore, when assessing the Group’s financial and operational performance, non-IFRS measures should not be considered in isolation or as substitutes for profit for the period or any other performance measure calculated in accordance with IFRS. Furthermore, because other companies may calculate non-IFRS measures differently, they may not be directly comparable to similarly titled measures used by other companies.

Calculation of Adjusted EBITDA

		Years ended 31 August	
		2025	2024
		RMB million	RMB million
Profit for the year		506	502
Add:	Finance costs	487	472
	Taxation	320	(2)
	Depreciation of property, plant and equipment	982	793
	Depreciation of right-of-use assets	100	76
EBITDA		2,395	1,841
Adjustments for:	Foreign exchange gain/loss	17	(26)
	Expenses related to converting independent colleges into private universities ⁽ⁱ⁾	–	9
	Fair value change on construction cost payables for school premises ⁽ⁱⁱ⁾	51	39
	Non-cash impairment loss recognised in respect of goodwill and intangible assets ⁽ⁱⁱⁱ⁾	1,706	1,911
Adjusted EBITDA		4,169	3,774

Notes:

- i. The Group's independent colleges pay partnership fees to their public school co-sponsors. All independent colleges of our Group have been converted into private universities during the year ended 31 August 2021. The partnership fees recognised during the current period will cease to exist after all students enrolled by the independent college are graduated.
- ii. Non-cash fair value change on long-term construction cost payables for school premises, which are measured at fair value through profit or loss, which did not result in cash outflow.
- iii. This item did not generate any cash outflows. Our management believes that the non-cash impairment item and related deferred tax do not impact our operations. Please refer to the paragraphs below headed "Other Gains and Losses" for the details of impairment loss recognised in respect of goodwill and intangible assets.

Revenue

The Group's revenue reached RMB7,363 million for the year ended 31 August 2025, increased by 11.9% as compared to RMB6,579 million for the year ended 31 August 2024.

Domestic Market Segment

Revenue from domestic market segment increased from RMB6,335 million for the year ended 31 August 2024 to RMB7,083 million for the year ended 31 August 2025, representing an 11.8% increase. The increase in revenue was mainly driven by the growth in customer number and average selling price in the domestic market.

International Market Segment

Revenue from international market segment amounted to RMB280 million for the year ended 31 August 2025, up 14.8% as compared to the RMB244 million generated in the year ended 31 August 2024. The increase in revenue was mainly driven by a rise in customer member.

Cost of Revenue

The cost of revenue increased from RMB2,935 million for the year ended 31 August 2024 to RMB3,437 million for the year ended 31 August 2025, representing a 17.1% increase. The increase was mainly due to the growth of customer number. Furthermore, with the expansion of the campus and the increase in curriculum, the investment in teachers and teaching were increased.

Gross Profit

The Group's gross profit was RMB3,926 million for the year ended 31 August 2025, representing a 7.7% increase as compared to RMB3,644 million for the year ended 31 August 2024.

Other Income

Other income mainly included income from on-campus management and service to vendors and government grants. The income from on-campus management and service to vendors and other service income were RMB148 million and RMB176 million, respectively, for the year ended 31 August 2025 as compared to RMB132 million and RMB58 million, respectively, for the year ended 31 August 2024.

Selling Expenses

The Group's selling expenses were RMB203 million for the year ended 31 August 2025 as compared to RMB190 million for the year ended 31 August 2024. The selling expenses represented about 2.8% of revenue for the year ended 31 August 2025, which was comparable to 2.9% for the year ended 31 August 2024.

Administrative Expenses

The Group's administrative expenses were RMB1,159 million for the year ended 31 August 2025, increased by 20.1% as compared to RMB965 million for the year ended 31 August 2024. The increase was mainly attributable to the increase of customer member and the new campuses and buildings commencing to use and starting to recognise depreciation.

Other Gains and Losses

The other gains and losses were recorded at net losses of RMB1,850 million for the year ended 31 August 2025 which was mainly attributable to the impairment losses recognised in respect of goodwill and intangible assets of RMB1,706 million. The impairment of intangible assets led to the derecognition of the relevant deferred tax liabilities, with the amount of derecognition being RMB31 million, which was credited to profit or loss and included in "taxation". The impairment loss, net of deferred tax, amounted to RMB1,675 million.

During the year ended 31 August 2025, while the revenue of the Group has grown consistently and significantly year-over-year, the Company estimated the value in use of three cash generating units ("CGU") — CGU D, CGU F and CGU G, and concluded that the carrying amounts of the relevant assets of these CGUs were impaired to their recoverable amounts as at 31 August 2025. CGU D, CGU F and CGU G are engaged in providing education services in Hainan Province, Guangdong Province and Henan Province in the PRC, respectively. The impairments for CGU D, CGU F and CGU G amounted to RMB1,461 million, RMB122 million and RMB123 million, respectively. The total impairments losses of RMB1,706 million and total impairment losses, net of deferred tax, of RMB1,675 million represented approximately 4.33% and 4.26%, respectively, of the Group's total assets as at 31 August 2025.

An independent valuer was engaged to perform the impairment analysis. The recoverable amounts were determined based on value in use calculations in accordance with applicable accounting policies, as no comparable market transactions were identified to reliably estimate fair value less costs of disposal. In measuring value in use, an entity mainly bases cash flow projections on reasonable and supportable assumptions that represent management's best estimate of the range of economic conditions that will exist over the remaining useful life of the asset. There was no subsequent change in valuation method adopted since these CGUs were acquired by the Group.

The value in use calculation was based on estimating future cash flows expected to arise from the CGUs and applying specific discount rates to calculate the present value. The cash flows beyond the five-year period are extrapolated using steady growth rates, which are based on industry growth forecasts and do not exceed the average long-term growth rate for the industry. The compound annual growth rates of revenue reflect the combined effects of growth in student enrolments and tuition fees. Other key assumptions include growth rates of costs of revenue, which are based on historical performance and management's market expectations. Further details on each CGU are provided below.

CGU D

As at 31 August 2025, the discount rate applied was 15.5% (2024: 15.1%). The cash flows beyond the five year forecast period are extrapolated using steady growth rates of 2% as at 31 August 2024 (2024: 2%). The compound annual growth rates of revenue in the next five years were 1.6% as at 31 August 2025 (2024: 8.0%). There were no material changes to the valuation inputs or key assumptions, other than a downward revision to forecast revenue. This revision reflects customer acquisition for the 2025/26 financial year falling below the level expected at the time of the acquisition and structural shifts in the market where CGU D operates. During the year ended 31 August 2025, management noted an increase in the supply of higher education as several public providers in the region expanded their intake. These developments have created more affordable alternatives. Additionally, prevailing weak macroeconomic conditions have increased affordability pressures on customers. As a result of these factors, certain programs offered by CGU D have become less attractive and competitive, leading to a significant decrease in new customer acquisition for the 2025/26 financial year compared to previous years. The Group expects customer acquisition pressures to persist in the foreseeable future due to these market changes. Consequently, the Group has revised its revenue projections downward for the forecast period. Management will continue to monitor customer acquisition trends and other potential indicators of impairment.

CGU F

As at 31 August 2025, the discount rate applied was 17.0% (2024: 17.0%). The cash flows beyond the five year forecast period are extrapolated using steady growth rates of 2% as at 31 August 2024 (2024: 2%). The compound annual growth rates of revenue in the next five years were -2.2% as at 31 August 2025 (2024: 1.4%). There were no material changes to the valuation inputs or key assumptions, other than a downward revision to forecast revenue. This revision reflects changes in the regional market where this CGU operates. During the year ended 31 August 2025, a government policy aimed at expanding high-school education resources in the region was introduced. As a result, public high-school capacity for the

2025/26 financial year increased. This development has reduced the appeal of the CGU as an alternative pathway. The Group expects customer acquisition pressures to persist in the foreseeable future due to these market changes. As a result, the Group has revised its revenue projections downward for the forecast period. Management will continue to monitor the policy landscape and customer acquisition trends for potential indicators of impairment.

CGU G

As at 31 August 2025, the discount rate applied was 17.0% (2024: 16.9%). The cash flows beyond the five year forecast period are extrapolated using steady growth rates of 2% as at 31 August 2024 (2024: 2%). The compound annual growth rates of revenue in the next five years were 29.8% as at 31 August 2025 (2024: 21.8%). There were no material changes to the valuation inputs or key assumptions, other than a downward revision to forecast revenue. This revision reflects continued pressure on customer acquisition resulting from changes in customer preferences in the region where this CGU operates. During the year ended 31 August 2025, a government policy was introduced to expand high-school education resources. Management observed an immediate increase in enrollment capacities at several public high schools in the region for the 2025/26 financial year and student preferences shifted more strongly toward traditional high schools over secondary vocational schools. Management considers that these factors have created customer acquisition challenges for CGU G. Management expects these challenges to continue in the near term. Consequently, the Group has revised its revenue projections downward for the forecast period. Management will continue to monitor market developments and other potential indicators of impairment.

Taking into account the above reasons for each CGU, the Company has reduced the revenue projections of these CGUs for the impairment analysis, resulting in the recognition of the impairment losses on goodwill and intangible assets.

Finance Costs

The finance costs were RMB487 million for the year ended 31 August 2025, increased by 3.2% as compared to RMB472 million for the year ended 31 August 2024. For the year ended 31 August 2025, the finance costs mainly represented i) the interest expenses on bank and other borrowings and bonds of RMB536 million (2024: RMB553 million) and ii) deduction of interest expenses capitalised in the cost of property, plant and equipment of RMB62 million (2024: RMB90 million).

Net Profit

The Group's net profit was RMB506 million for the year ended 31 August 2025 as compared to RMB502 million for the year ended 31 August 2024.

EBITDA

EBITDA was RMB2,395 million for the year ended 31 August 2025, increase 30.1% as compared to RMB1,841 million for the year ended 31 August 2024. Adjusting for the foreign exchange gain/loss, expenses related to converting independent colleges into private universities, fair value change on construction cost payables for school premises and impairment loss recognised in respect of goodwill and intangible assets, net of deferred tax, the adjusted EBITDA was increased by 10.5% from RMB3,774 million for the year ended 31 August 2024 to RMB4,169 million for the year ended 31 August 2025.

Property, Plant and Equipment

Property, plant and equipment as at 31 August 2025 increased by 7.6% to RMB23,362 million from RMB21,706 million as at 31 August 2024. Increase in property, plant and equipment was mainly due to the construction of new buildings at existing campuses.

Capital Expenditures

Our capital expenditures of property, plant and equipment for the year ended 31 August 2025 were RMB2,660 million (2024: RMB4,857 million) and were primarily related to the construction of new buildings at existing campuses.

Cash Reserve

Including cash and cash equivalents, restricted bank deposits and structured deposits recognised in financial assets at fair value through profit or loss, the cash reserve amounted to RMB6,744 million as at 31 August 2025 (31 August 2024: RMB6,626 million).

Liquidity, Financial Resources and Gearing Ratio

As at 31 August 2025, the Group had bank and other borrowings and bonds of RMB10,233 million (31 August 2024: RMB10,237 million).

As at 31 August 2025, the net gearing ratio (which is calculated on the basis of total amount of bank and other borrowings and bonds, net of cash reserve, to total equity of the Group) was 18.4% (31 August 2024: 19.5%). As at 31 August 2025, the debt to asset ratio (which is calculated on the basis of total amount of bank and other borrowings and bonds to total assets) of 26.0% (31 August 2024: 26.4%). Certain borrowings and proceeds from placement were not yet fully utilised. In order to have a better use of our financial resources, the Group placed

certain structured deposits during the year ended 31 August 2025. The structured deposits were short-term liquidity management products with minimal risk exposure and the Group held these investments for short-term cash management purpose.

Treasury Policy

During the year ended 31 August 2025, the Group has adopted a prudent treasury policy and maintained a robust liquidity structure. In the management of the liquidity risk, the Group monitors and maintains appropriate levels of financial resources to meet its funding needs.

Foreign Exchange Risk Management

The primary functional currency of the Group is RMB. For the Group's operation in the PRC, the major revenue and expenditures are denominated in RMB. For the Group's operations outside the PRC, the major revenue and expenditures are denominated in functional currencies of the relevant territories. The Group also has certain foreign currency bank balances, structured deposits and bank and other borrowings denominated in US Dollars, Hong Kong Dollars and Australian Dollars, which would expose the Group to foreign exchange risk. After assessing the cost and benefit, the Group did not use any financial instruments for hedging purposes. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure when the need arises.

Contingent Liabilities

As at 31 August 2025, the Group had no significant contingent liability.

Charges on the Group's Assets

As at 31 August 2025, the bank and other borrowings of the Group amounting to RMB7,962 million (31 August 2024: RMB7,440 million) were secured by tolling right of revenue, movable fixed assets under sale and leaseback arrangements and equity interest of certain subsidiaries of the Group.

Subsequent Events after the Reporting Period

Save as disclosed in this report, there was no important event affecting the Group which occurred after 31 August 2025 up to the date of this report.

BUSINESS OVERVIEW

The Group is a leading provider of vocational education services. The Group is committed to developing more high-quality skilled professionals and enhancing the core competencies of vocational schools by cultivating a “dual-qualified” teaching workforce, establishing open regional academia-industry practice centers, expanding student development pathways, and innovating international exchange and cooperation mechanisms. The Group’s education management system has received ISO-9001 certification, and Deloitte has named the Group one of China’s “Best Managed Companies” for seven consecutive years. The Group operates in China, Australia, and the United Kingdom and has been listed on the main board of the Hong Kong Stock Exchange since 2017. The World Bank Group has designated the Group as an “inclusive business” due to its successful promotion of social equity.

Financing from the Asian Development Bank (ADB) and the Asian Infrastructure Investment Bank (AIIB)

On 28 November 2024, the Company as borrower entered into a loan agreement and related financing documents with ADB as lender in relation to a facility of up to RMB284,900,000 with a term of up to 60 months; and Yantai Institute of Science and Technology (“Yantai Institute”), a subsidiary of the Company, as borrower entered into a loan agreement and related financing documents with ADB as lender in relation to a facility of up to RMB569,800,000 with a term of up to 84 months (the “ADB Facilities”).

On 28 November 2024, Yantai Institute as borrower entered into a loan agreement and related financing documents with AIIB as lender in relation to a facility of up to RMB574,728,000 with a term of up to 84 months (the “AIIB Facility”).

Further details of the ADB Facilities and AIIB Facility are set out in the announcement of the Company dated 28 November 2024.

TOP-UP PLACING AND SUBSCRIPTION

January 2021

The net proceeds amounted to approximately HK\$2,012.6 million (net of related costs, professional fees and out-of-pocket expenses) from the subscription completed on 3 February 2021 have been partly utilised, and are expect to be fully utilised for (1) potential acquisitions; and/or (2) expansion and development of the Group's new campuses in the Greater Bay Area. The Group did not have material acquisition during the financial year ended 31 August 2025, and therefore results in delay in the use of proceeds. The Company expects that such unutilised proceeds shall be fully utilised by April 2026. The purposes for the use of proceeds are consistent with the intentions previously disclosed in the Company's announcements.

The following sets forth a summary of the utilisation of the net proceeds during the year ended 31 August 2025:

Purpose	Percentage to total amount	Net proceeds amount <i>RMB</i> <i>(million)</i>	Unutilised proceeds as at 1 September 2024 <i>RMB</i> <i>(million)</i>	Utilised proceeds during the year <i>RMB</i> <i>(million)</i>	Unutilised proceeds as at 31 August 2025 <i>RMB</i> <i>(million)</i>	Expected timeline for using the unutilised proceeds
Expansion and development of the Group's new campuses in the Greater Bay Area	70%	1,177.0	–	–	–	–
Potential acquisitions	30%	504.4	93.3	–	93.3	By April 2026
	100%	1,681.4	93.3	–	93.3	By April 2026

Further details of the top-up placing and the subscription are set out in the Company's announcements dated 26 January 2021 and 3 February 2021.

October 2021

The net proceeds amounted to approximately HK\$1,170.0 million (net of related costs, professional fees and out-of-pocket expenses) from the subscription completed on 27 October 2021 are expect to be fully utilised for potential acquisitions in the modern-vocational education space. The Group did not have material acquisition during the financial year ended 31 August 2025, and therefore results in delay in the use of proceeds. The Company expects that such unutilised proceeds shall be fully utilised by April 2026. The purposes for the use of proceeds are consistent with the intentions previously disclosed in the Company's announcements. As at 31 August 2025, none of the net proceeds has been utilised.

Further details of the top-up placing and the subscription are set out in the Company's announcements dated 19 October 2021 and 27 October 2021.

EMPLOYEES AND REMUNERATION POLICIES

Remuneration

As at 31 August 2025, the Group had 19,570 employees (31 August 2024: 18,677), a 5% increase from 2024's due to organic growth in employees in our existing schools and new campuses.

The remuneration packages of the employees of the Group are determined with reference to individual qualification, experience, performance, contribution to the Group and prevailing market rate.

Remuneration policy of our schools is formulated under the guidance of the relevant laws and regulations of the local jurisdictions of our member schools and is also based on the industry characteristics as well as various market factors. Our schools determine their respective compensation standards based on the employment by function (teachers, teaching assistants, administrative personnel and workers, etc.) and position. Schools participate in social insurance plans (pension, housing provident fund, medical, unemployment, work injury and maternity insurance) under the guidance of relevant national, provincial, and municipality policies and provide a variety of benefits for employees.

Our employees are members of retirement benefits schemes administrated by their respective jurisdictions. Employers and employees are required to contribute to the retirement benefits scheme in accordance with the respective local laws and regulations.

Recruitment

The Group follows the Labour Law, Labour Contract Law, Employment Promotion Law, Labour Dispute Mediation and Arbitration Law as well as other relevant laws and regulations of its respective local jurisdictions in the recruitment process. We prohibit discrimination of staff by age, sex, race, nationality, religion or disability, ensuring everyone has equal employment opportunities and respects.

Our schools recruit talents based on business development and operational needs, as well as candidate's integrity and professionalism. Our talent selection policy does not only focus on candidate's academic qualification, relevant work experience, past performance and professionalism, but also on candidate's morality, professional ethics and discipline. All candidates with employment offer will have to sign the employment contract as soon as reporting to work, and we stipulate the probation period according to law. Near the end of the probation period, human resources department will work with the candidates' respective departments to conduct comprehensive assessments on new employees' performance and personality fit during the probation period according to job responsibilities and employment conditions, to decide whether we should officially offer the position as scheduled or ahead of the schedule, or terminate the employment.

We actively attract talents through contacting the target colleges, participating in talent recruitment fairs and industry conferences, and encourage employee referral through social media or various means. In addition, we provide pre-employment and on-the-job trainings such as assigning coaches (experienced teachers) for newly hired teachers to ensure they have faster and smoother transitions and integrations.

FINAL DIVIDEND

The Board does not declare a final dividend for the year ended 31 August 2025 (for the year ended 31 August 2024: RMB10.28 cents).

ANNUAL GENERAL MEETING

The forthcoming annual general meeting will be held on Monday, 26 January 2026. Notice convening the forthcoming annual general meeting will be published and dispatched to the Shareholders by post or by electronic means.

CLOSURE OF REGISTER OF MEMBERS

For the Forthcoming Annual General Meeting

The register of members of the Company will be closed from Wednesday, 21 January 2026 to Monday, 26 January 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the forthcoming annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 20 January 2026.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association, or the applicable laws of the Cayman Islands where the Company is incorporated, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year ended 31 August 2025, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company.

PUBLIC FLOAT

As at the date of this announcement, based on the information publicly available to the Company and within the knowledge of the Directors, the Company continues to meet the prescribed public float under the Listing Rules.

CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles of the code provisions set out in the CG Code. During the year ended 31 August 2025, the Company had complied with the applicable code provisions set out in the CG Code, save and except for code provision C.2.1 of the CG Code.

Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

Dr. Yu Kai currently serves as both the Co-chairman and the Chief Executive Officer of the Company. Although such practice deviates from code provision C.2.1 of the CG Code, the Board believes that vesting the roles of both the Chairman and the Chief Executive Officer in the same person has the benefit of ensuring consistent leadership to advance long-term strategy, and allowing for further deepening the monetization capabilities and optimizing operating efficiency of the Group. In addition, the Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively, given that (i) decisions to be made by the Board requires approval by at least a majority of the Directors; (ii) all the Directors are aware of and undertake to fulfil their fiduciary duties as Directors, which require, among others, that he/she acts for the benefit and in the best interests of the Company as a whole and will make decisions for the Company accordingly; (iii) the balance of power and authority is ensured by the operations of the Board, which consists of two executive directors and three INEDs and has a fairly strong independence element; and (iv) the overall strategic and other key business, financial, and operational policies of the Company are made collectively after thorough discussion at both the Board and senior management levels.

The Board will continue to review and consider segregating the roles of Co-chairman and Chief Executive Officer at an appropriate time, taking into account the circumstances of the Group as a whole.

The Board believes that good corporate governance is essential in enhancing the confidence of the Shareholders, potential investors and business partners and is consistent with the Board's pursuit of value creation for the Shareholders. The Company is committed to enhancing its corporate governance practices appropriate to the conduct and the growth of its business and to reviewing such practices from time to time to ensure that the Company complies with statutory and professional standards and align with the latest development.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as the Group's code of conduct to regulate the securities transactions of the Directors. Having made specific enquiries, all Directors confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 August 2025. The Company has also established written guidelines no less exacting than the Model Code (the "Employees Written Guidelines") for securities transactions by employees who are likely to be in possession of inside information of the Company.

No incident of non-compliance with the Employees Written Guidelines by the employees was noted by the Company during the year.

AUDIT COMMITTEE

The Audit Committee consists of three independent non-executive Directors and its main duties are to assist the Board in providing an independent review of the completeness, accuracy and authenticity of the financial information of the Group, as well as the efficiency and effectiveness of the Group's operations and internal controls. The Audit Committee has reviewed the annual results of the Group for the year ended 31 August 2025.

SCOPE OF WORK OF MESSRS. DELOITTE TOUCHE TOHMATSU

The figures in respect of the Group's consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and the related notes thereto for the year ended 31 August 2025 as set out in the preliminary announcement have been agreed by the Company's auditor, Messrs. Deloitte Touche Tohmatsu, to the amounts set out in the audited consolidated financial statements of the Group for the year as approved by the Board of Directors on 26 November 2025. The work performed by Messrs. Deloitte Touche Tohmatsu in this respect did not constitute an assurance engagement and consequently no opinion or assurance conclusion has been expressed by Messrs. Deloitte Touche Tohmatsu on the preliminary announcement.

PUBLICATION OF THE ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This annual results announcement is published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chinaeducation.hk). The annual report of the Company for the year ended 31 August 2025 will be dispatched to the Shareholders by post or by electronic means and published on the same websites in due course.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 August 2025

		Year ended 31 August	
		2025	2024
	NOTES	RMB million	RMB million
Revenue	3	7,363	6,579
Cost of revenue		(3,437)	(2,935)
Gross profit		3,926	3,644
Investment income		99	101
Other income	4	500	357
Other gains and losses		(1,850)	(1,975)
Selling expenses		(203)	(190)
Administrative expenses		(1,159)	(965)
Finance costs		(487)	(472)
Profit before taxation		826	500
Taxation	5	(320)	2
Profit for the year	6	506	502
Other comprehensive income for the year, net of tax			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translation of foreign operations		1	3
Total comprehensive income for the year, net of tax		507	505
Profit (loss) for the year attributable to:			
— owners of the Company		977	418
— non-controlling interests		(471)	84
		506	502
Total comprehensive income (expense) for the year attributable to:			
— owners of the Company		978	421
— non-controlling interests		(471)	84
		507	505
Earnings per share	8		
Basic and diluted (RMB cents)		35.51	16.13

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 August 2025

		At 31 August	
		2025	2024
	NOTES	RMB million	RMB million
NON-CURRENT ASSETS			
Property, plant and equipment		23,362	21,706
Right-of-use assets		2,996	2,476
Goodwill		909	2,494
Other intangible assets		3,938	4,084
Deposits paid for acquisition of property, plant and equipment/right-of-use assets		141	210
Contract costs		53	59
Deferred tax asset		20	18
Restricted bank deposits		40	12
		<u>31,459</u>	<u>31,059</u>
CURRENT ASSETS			
Trade receivables, deposits, prepayments and other receivables	9	1,146	1,092
Financial assets at fair value through profit or loss		879	295
Contract costs		52	58
Restricted bank deposits		28	81
Cash and cash equivalents		5,797	6,238
		<u>7,902</u>	<u>7,764</u>
CURRENT LIABILITIES			
Trade payables	10	32	41
Contract liabilities		4,610	4,635
Other payables and accrued expenses		2,780	2,787
Deferred income		51	52
Provisions		324	278
Lease liabilities		29	19
Income tax payable		86	79
Bank and other borrowings and bonds		2,412	2,497
		<u>10,324</u>	<u>10,388</u>

	At 31 August	
	2025	2024
	<i>RMB million</i>	<i>RMB million</i>
NET CURRENT LIABILITIES	<u>(2,422)</u>	<u>(2,624)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES	<u>29,037</u>	<u>28,435</u>
NON-CURRENT LIABILITIES		
Other payables	743	597
Deferred income	66	70
Lease liabilities	93	109
Deferred tax liabilities	1,356	1,386
Bank and other borrowings and bonds	<u>7,821</u>	<u>7,740</u>
	<u>10,079</u>	<u>9,902</u>
NET ASSETS	<u>18,958</u>	<u>18,533</u>
CAPITAL AND RESERVES		
Share capital	—*	—*
Reserves	<u>16,744</u>	<u>15,848</u>
Equity attributable to owners of the Company	16,744	15,848
Non-controlling interests	<u>2,214</u>	<u>2,685</u>
TOTAL EQUITY	<u>18,958</u>	<u>18,533</u>

* Less than RMB1 million.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 August 2025

1. GENERAL INFORMATION

China Education Group Holdings Limited (the “Company”) was incorporated in the Cayman Islands and registered as an exempted company with limited liability under the Companies Law Chapter 22 of the Cayman Islands on 19 May 2017. Its ultimate controlling parties are Mr. Yu and Mr. Xie. The shares of the Company had been listed on the Main Board of The Stock Exchange of Hong Kong Limited on 15 December 2017. The address of the registered office of the Company is Walkers Corporate Limited, 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands and the address of principal place of business of the Company is Unit 1202, 12/F, Standard Chartered Bank Building, 4-4A Des Voeux Road Central, Central, Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries are engaged in the operation of private higher vocational and secondary vocational education institutions.

The Company and its subsidiaries (collectively referred to as the “Group”) conducts a substantial portion of the business through consolidated affiliated entities under contractual arrangements in the Mainland China.

The consolidated financial statements are presented in Renminbi (“RMB”), which is also the functional currency of the Company.

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND PRINCIPAL ACCOUNTING POLICIES

(a) Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements, include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

In preparing the consolidated financial statements, the directors of the Company have given careful consideration of the future liquidity of the Group in light of the fact that its current liabilities exceeded its current assets of RMB2,422 million as at 31 August 2025. The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. The directors of the Company consider that after taking into account the internal fund resources, the Group will have sufficient working capital to satisfy its present requirements for at least twelve months from the end of the reporting period. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

(b) Amendments to IFRS Accounting Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRS Accounting Standards issued by the International Accounting Standards Board for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 September 2024 for the preparation of the consolidated financial statements:

Amendments to IFRS 16	Lease Liability in a Sale and Leaseback
Amendments to IAS 1	Classification of Liabilities as Current or Non-current
Amendments to IAS 1	Non-current Liabilities with Covenants
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements

The application of the amendments to IFRS Accounting Standards in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

3. REVENUE AND SEGMENT INFORMATION

The Group mainly engages in the provision of vocational education services. Revenue represents services income from education services (including tuition fees and boarding fees) and ancillary services in the domestic and international markets.

Information reported to the Group’s chief operating decision maker (“CODM”), being the directors of the Company, for the purpose of resource allocation and assessment of segment performance, was based on the geographical locations of the customers, namely domestic market and international market. A number of operating segments under the Domestic Market segment are aggregated to give rise to the below reportable segment. Specifically, the Group’s reportable segments under IFRS 8 “Operating Segments” are as follows:

- Domestic Market segment focuses in the domestic Mainland China market, comprising education services (including tuition fees and boarding fees) delivered by higher vocational education institutions and secondary vocational education institutions as well as ancillary services; and
- International Market segment focuses in the international market, comprising education services (including tuition fees and boarding fees) delivered by institutions outside of the Mainland China.

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable and operating segments:

	Domestic Market <i>RMB million</i>	International Market <i>RMB million</i>	Total <i>RMB million</i>
<i>For the year ended 31 August 2025</i>			
Revenue	<u>7,083</u>	<u>280</u>	<u>7,363</u>
Segment results	<u>2,950</u>	<u>46</u>	<u>2,996</u>
Investment income			99
Other gains and losses			(1,850)
Finance costs			(487)
Unallocated corporate income and expenses			<u>68</u>
Profit before taxation			<u>826</u>
<i>For the year ended 31 August 2024</i>			
Revenue	<u>6,335</u>	<u>244</u>	<u>6,579</u>
Segment results	<u>2,822</u>	<u>51</u>	<u>2,873</u>
Investment income			101
Other gains and losses			(1,975)
Finance costs			(472)
Unallocated corporate income and expenses			<u>(27)</u>
Profit before taxation			<u>500</u>

	Domestic Market	International Market	Unallocated	Total
	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>
<i>For the year ended 31 August 2025</i>				
Depreciation of property, plant and equipment	972	4	6	982
Depreciation of right-of-use assets (net of capitalised as cost of construction in progress)	73	25	2	100
Impairment losses on goodwill and other intangible assets recognised in profit or loss (not included in segment results)	1,706	–	–	1,706
<i>For the year ended 31 August 2024</i>				
Depreciation of property, plant and equipment	785	5	3	793
Depreciation of right-of-use assets (net of capitalised as cost of construction in progress)	57	16	3	76
Impairment losses on goodwill and other intangible assets recognised in profit or loss (not included in segment results)	1,720	191	–	1,911

The accounting policies of the reportable segments are the same as the Group's accounting policies. Segment results represent the profit earned by each segment without allocation of investment income, other gains and losses, finance costs and unallocated corporate income and expenses. This is the measure reported to the CODM of the Group for the purpose of resource allocation and performance assessment. No analysis of segment assets or segment liabilities is presented as they are not regularly provided to the CODM.

Revenue from major services

The following is an analysis of the Group's revenue by types of services:

	Domestic Market	International Market	Total
	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>
<i>Year ended 31 August 2025</i>			
Education services recognised over time	7,040	280	7,320
Ancillary services recognised over time	43	–	43
	7,083	280	7,363
<i>Year ended 31 August 2024</i>			
Education services recognised over time	6,299	244	6,543
Ancillary services recognised over time	36	–	36
	6,335	244	6,579

The Group's contracts with students in the Mainland China are normally with duration of 1 year and renewed up to total duration of 3–5 years depending on the education programmes while for Australia are normally with duration of 4 months and renewed up to total duration of 1–3 years. Contract period for boarding fees is normally with duration of 1 year. Tuition and boarding fees are fixed, determined and paid by the students before the start of each school year or trimester, while the ancillary services are charged based on students' usage at a fixed rate.

Geographical information

The Group mainly operates in the Mainland China and Australia.

Information about the Group's revenue from customers is presented based on the location of operations. Information about the Group's non-current assets is presented based on the geographical location of the assets.

	Revenue from customers		Non-current assets (Note)	
	Year ended 31 August		At 31 August	
	2025	2024	2025	2024
	RMB million	RMB million	RMB million	RMB million
Mainland China	7,083	6,335	30,654	30,291
Australia	280	244	743	736
Hong Kong, China	—	—	2	2
	<u>7,363</u>	<u>6,579</u>	<u>31,399</u>	<u>31,029</u>

Note: Non-current assets exclude financial instruments and deferred tax asset.

Information about major customers

No single customer contributes over 10% or more of total revenue of the Group during the years ended 31 August 2025 or 2024.

Transaction price allocated to the remaining performance obligation for contracts with customers

The contracts for education services and ancillary services are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

4. OTHER INCOME

	Year ended 31 August	
	2025	2024
	<i>RMB million</i>	<i>RMB million</i>
Income from on-campus management and service to venders	148	132
Government grants (<i>Note</i>)	74	74
Other service income	176	58
Others	102	93
	<u>500</u>	<u>357</u>

Note: Government grants mainly represent subsidies for procurement of laboratory apparatus and equipment and conducting educational programmes in the Mainland China.

5. TAXATION

	Year ended 31 August	
	2025	2024
	<i>RMB million</i>	<i>RMB million</i>
Income tax charge (credit):		
Current tax		
— Enterprise Income Tax (“EIT”)	348	170
— Australian Corporate Income Tax	13	8
Overprovision in prior years — EIT	(9)	(3)
Deferred tax	(32)	(177)
	<u>320</u>	<u>(2)</u>

6. PROFIT FOR THE YEAR

	Year ended 31 August	
	2025	2024
	<i>RMB million</i>	<i>RMB million</i>
Profit for the year has been arrived at after charging:		
Staff costs, including directors' remuneration		
— salaries and other allowances	2,057	1,764
— retirement benefit scheme contributions	331	292
— share-based payments	—*	—*
Total staff costs	<u>2,388</u>	<u>2,056</u>
Depreciation of property, plant and equipment	982	793
Depreciation of right-of-use assets (net of capitalised as cost of construction in progress)	100	76
Auditor's remuneration	<u>5</u>	<u>5</u>

* Less than RMB1 million.

7. DIVIDENDS

During the year, the Company recognised the following dividend as distribution:

	Year ended 31 August	
	2025	2024
	<i>RMB million</i>	<i>RMB million</i>
Final dividend for the year ended 31 August 2024 of RMB10.28 cents (2024: RMB13.53 cents final dividend for the year ended 31 August 2023) per ordinary share	279	342
Interim dividend for the six months ended 28 February 2025 of nil (2024: RMB18.77 cents interim dividend for the six months ended 29 February 2024) per ordinary share	—	491
	<u>279</u>	<u>833</u>

The 2024 final dividend was settled in cash, with an alternative to receive the dividend (or part thereof) in form of scrip shares. The 2024 final dividend had been settled by cash of HK\$89 million (equivalent to RMB82 million) and the issue of 86,521,644 ordinary shares of the Company.

No dividend has been proposed since the end of the reporting period ended 31 August 2025.

8. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

	Year ended 31 August	
	2025	2024
	RMB million	RMB million
Earnings:		
Profit for the year attributable to owners of the Company for the purpose of calculating basic earnings per share	977	418
Effect of dilutive potential ordinary shares:		
Fair value change on convertible bonds	<u>—</u>	<u>—*</u>
Profit for the year attributable to owners of the Company for the purpose of calculating diluted earnings per share	<u>977</u>	<u>418</u>
	Year ended 31 August	
	2025	2024
	million	million
Number of shares:		
Weighted average number of ordinary shares for the purpose of calculating basic and diluted earnings per share	<u>2,751</u>	<u>2,592</u>

* Less than RMB1 million.

The computation of diluted earnings per share for the years ended 31 August 2025 and 2024 did not assume the exercise of the Company's share options granted under the Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme as the adjusted exercise prices of those share options were higher than the average market price of the shares of the Company for both years.

9. TRADE RECEIVABLES AND RECEIVABLES FROM EDUCATION BUREAUS

The following is an analysis of trade receivables and receivables from education bureaus, net of allowance for credit losses, by age, presented based on debit notes.

	At 31 August	
	2025	2024
	RMB million	RMB million
0–90 days	31	28
91–120 days	1	8
Over 120 days	<u>42</u>	<u>27</u>
	<u>74</u>	<u>63</u>

10. TRADE PAYABLES

The following is an aged analysis of trade payables presented based on invoice date at the end of each reporting period.

	At 31 August	
	2025	2024
	<i>RMB million</i>	<i>RMB million</i>
0–30 days	9	5
31–90 days	23	31
Over 90 days	–	5
	32	41

11. CAPITAL COMMITMENTS

	At 31 August	
	2025	2024
	<i>RMB million</i>	<i>RMB million</i>
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of the acquisition of property, plant and equipment and right-of-use assets	348	1,044

DEFINITIONS

“affiliate”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Blue Sky”	Blue Sky Education International Limited (藍天教育國際有限公司), a controlling shareholder of the Company
“Board”	the board of directors of the Company
“CG Code”	Corporate Governance Code contained in Appendix C1 to the Listing Rules
“China” or “PRC”	the People’s Republic of China and for the purposes of this document only, except where the context requires otherwise, references to China or the PRC exclude Hong Kong, Macau and Taiwan
“Company”	China Education Group Holdings Limited (中國教育集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholders”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”, “we”, “us”, or “our”	the Company, its subsidiaries and its consolidated affiliated entities from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Model Code”	Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules
“Mr. Xie”	Mr. Xie Ketao (謝可滔), a controlling shareholder of the Company

“Mr. Yu”	Mr. Yu Guo (于果), a controlling shareholder of the Company
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“Shareholder(s)”	holder(s) of our Share(s)
“Shares”	ordinary shares in our Company of par value HK\$0.00001 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto in section 15 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong)
“White Clouds”	White Clouds Education International Limited (白雲教育國際有限公司), a controlling shareholder of the Company
“%”	per cent

The English names of the PRC entities, PRC laws or regulations, PRC awards/accreditations, and the PRC governmental authorities referred to in this announcement are merely translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.

By order of the Board
China Education Group Holdings Limited
Yu Kai Wang Rui
Co-Chairmen

Hong Kong, 26 November 2025

As at the date of this announcement, the executive directors of the Company are Dr. Yu Kai and Mr. Wang Rui, and the independent non-executive directors of the Company are Dr. Gerard A. Postiglione, Dr. Rui Meng and Dr. Wu Kin Bing.