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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)

PROPOSED ISSUE OF BONDS

The Company proposes to issue the Bonds to certain institutional investors. In connection with the proposed Bonds Issue, the Company will provide certain institutional investors with an offering circular containing recent corporate and financial information regarding the Group, including but not limited to, risk factors, capitalisation and indebtedness information, description of the Group and terms and conditions of the Bonds.

The completion of the proposed Bonds Issue is subject to, among other things, market conditions and investors' interest. UBS AG Hong Kong Branch and China International Capital Corporation Hong Kong Securities Limited (as the joint global coordinators, joint bookrunners and joint lead managers in respect of the offer and sale of the Bonds), Bank of China (Hong Kong) Limited, China Minsheng Banking Corp., Ltd. Hong Kong Branch and Industrial Bank Co., Ltd. Hong Kong Branch (as the joint bookrunners and joint lead managers in respect of the offer and sale of the Bonds) and Bank of Communications Co., Ltd. Hong Kong Branch, BOCOM International Securities Limited, China CITIC Bank International Limited, Nanyang Commercial Bank, Limited, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch and Standard Chartered Bank (as the joint lead managers in respect of the offer and sale of the Bonds) are managing the proposed Bonds Issue. If the Bonds are issued, the net proceeds from the offering of the Bonds are proposed to be used by the Company for refinancing and general corporate purposes including capital expenditure and working capital.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Bonds by way of debt issue to Professional Investors only. Listing of the Bonds on the Stock Exchange is not to be taken as an indication of the merits of the Company or the Bonds.

As no binding agreement in relation to the proposed Bonds Issue has been entered into as at the date of this announcement, the proposed Bonds Issue may or may not complete. The completion of the proposed Bonds Issue is subject to, among other things, market conditions and investors' interest. Potential investors and Shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement in respect of the proposed Bonds Issue will be made by the Company should the Subscription Agreement be signed.

BACKGROUND

The Company proposes to issue the Bonds to certain institutional investors. In connection with the proposed Bonds Issue, the Company will provide certain institutional investors with an offering circular containing recent corporate and financial information regarding the Group, including but not limited to, risk factors, capitalisation and indebtedness information, description of the Group and terms and conditions of the Bonds.

Any Bonds to be issued have not been, and will not be, registered under the U.S. Securities Act, or the securities laws of any state of the United States, or any other jurisdiction, and may not be offered, sold, resold, transferred or delivered, directly or

indirectly, within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state or local securities laws. The Bonds will be offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. This announcement and the information contained herein are not for distribution, directly or indirectly, in or into the United States. No public offer of the Bonds is being or will be made in the United States. None of the Bonds will be offered to the public in Hong Kong other than to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any rules made under that Ordinance.

REASONS FOR THE PROPOSED BONDS ISSUE

The Directors are of the view that raising of funds by the proposed Bonds Issue is a suitable opportunity for the Company to enhance its working capital and satisfy the needs of the Group’s continuous business development.

PROPOSED USE OF PROCEEDS

The completion of the proposed Bonds Issue is subject to, among other things, market conditions and investors’ interest. UBS AG Hong Kong Branch and China International Capital Corporation Hong Kong Securities Limited (as the joint global coordinators, joint bookrunners and joint lead managers in respect of the offer and sale of the Bonds), Bank of China (Hong Kong) Limited, China Minsheng Banking Corp., Ltd. Hong Kong Branch and Industrial Bank Co., Ltd. Hong Kong Branch (as the joint bookrunners and joint lead managers in respect of the offer and sale of the Bonds) and Bank of Communications Co., Ltd. Hong Kong Branch, BOCOM International Securities Limited, China CITIC Bank International Limited, Nanyang Commercial Bank, Limited, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch and Standard Chartered Bank (as the joint lead managers in respect of the offer and sale of the Bonds) are managing the proposed Bonds Issue. If the Bonds are issued, the net proceeds from the offering of the Bonds are proposed to be used by the Company for refinancing and general corporate purposes including capital expenditure and working capital.

LISTING

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Bonds by way of debt issue to Professional Investors only. Listing of the Bonds on the Stock Exchange is not to be taken as an indication of the merits of the Company or the Bonds.

GENERAL

As no binding agreement in relation to the proposed Bonds Issue has been entered into as at the date of this announcement, the proposed Bonds Issue may or may not complete. The completion of the proposed Bonds Issue is subject to, among other things, market conditions and investors' interest. Potential investors and Shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement in respect of the proposed Bonds Issue will be made by the Company should the Subscription Agreement be signed.

DEFINITIONS

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

“Board”	the board of directors of the Company
“Bonds”	the bonds proposed to be issued by the Company
“Bonds Issue”	the issue of the Bonds by the Company
“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
“Directors”	the directors of the Company
“Group”	the Company and its Subsidiaries (including its consolidated affiliated entities)
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Professional Investors”	has meaning given to it in Chapter 37 of the Listing Rules
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	registered holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subscription Agreement”	the agreement proposed to be entered into among the Company, UBS AG Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited, Bank of China (Hong Kong) Limited, China Minsheng Banking Corp., Ltd. Hong Kong Branch, Industrial Bank Co., Ltd. Hong Kong Branch, Bank of Communications Co., Ltd. Hong Kong Branch, BOCOM International Securities Limited, China CITIC Bank International Limited, Nanyang Commercial Bank, Limited, Shanghai Pudong Development Bank Co., Ltd., Hong Kong Branch and Standard Chartered Bank in relation to the Bonds Issue
“Subsidiary”	in relation to any person (the “first Person”) at any particular time, any other person (the “second Person”) whose financial statements are, in accordance with applicable law and generally accepted accounting principles, consolidated with those of the first Person. For the avoidance of doubt, each of the consolidated affiliated entities whose financial statements are consolidated with those of the Company pursuant to International Financial Reporting Standards and their respective subsidiaries will be considered a Subsidiary of the Company
“United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended

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

Hong Kong, 15 June 2026

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.