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China Kepei Education Group Limited

中國科培教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1890)

CHANGE OF DIRECTORS CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE APPOINTMENT OF EXECUTIVE VICE PRESIDENT AND CHANGE OF JOINT COMPANY SECRETARY

The board (the “**Board**”) of directors (the “**Directors**”) of China Kepei Education Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces following:

CHANGE OF DIRECTORS

Resignation of Non-executive Director

The Board announces that, with effect from 1 September 2022, Mr. Wang Chuanwu (“**Mr. Wang**”) has resigned as a non-executive Director and as a member of the audit committee (the “**Audit Committee**”) of the Company due to his decision to devote more time to his other commitments.

Mr. Wang has confirmed that he has no claim against the Company and has no disagreement with the Board. In addition, there are no matters relating to his resignation that needs to be brought to the attention to the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Appointment of Executive Director

The Board is pleased to announce that, with effect from 1 September 2022, Ms. Sun Lixia (“**Ms. Sun**”) has been appointed as an executive Director. The biographical details of Ms. Sun are set out below:

Ms. Sun, aged 49, joined the Group in August 2022 and currently serves as a senior vice president of the Company where she will be primarily responsible for external development business and industrial-college cooperation.

Prior to joining the Group, Ms. Sun successively served in multiple roles at Hope Education Group Co., Ltd. (希望教育集團有限公司) (“**Hope Education**”), a company listed on the Main Board of the Stock Exchange (stock code: 1765), including vice president from January 2021 to July 2021, regional director from January 2020 to December 2020 and investment director from October 2017 to December 2019. During her tenure at Hope Education, Ms. Sun was involved in various mergers and acquisitions transactions and projects of private higher education.

Before joining Hope Education, Ms. Sun worked as the general manager of the northwestern region for Hanvon Technology Co., Ltd (漢王科技有限公司) from December 2006 to December 2008, and simultaneously, she was also the chairman of the board of Lanzhou Hongkun Yuanda Electronic Technology Co., Ltd. (蘭州泓坤遠達電子科技有限公司) from January 2003 to December 2016. Before that, Ms. Sun worked as an account manager in the VIP trading lounge at Gansu Trust and Investment Company Xi Jin Xi Road Stock Business Department (甘肅信託投資公司西津西路證券營業部) from February 1996 to July 1999. Prior to that, Ms. Sun worked in Lanzhou Petrochemical Machinery Plant (蘭州石油化工機器廠) from August 1992 to December 1995 as a league branch secretary. Ms. Sun has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Sun obtained a vocational degree from Lanzhou Petrochemical University of Vocational Technology (蘭州石油化工技工學校) in July 1992, and a certificate in financial management from Lanzhou Commercial College (蘭州商學院) in July 1996.

Ms. Sun has entered into a service contract with the Company for a term of three years with effect from the date of appointment, which is terminable by either party with not less than three months' written notice, and she is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the articles of association of the Company. She is entitled to a remuneration of RMB1,200,000 per annum as determined by the Board with reference to her duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company (the "**Remuneration Committee**"), and with bonus payable at the discretion of the Board.

Save as disclosed above, Ms. Sun (i) does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company (as defined in the Rules Governing the Listing of Securities of the Stock Exchange (the "**Listing Rules**")); (ii) does not have any interests in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) has not held any other positions with any members of the Group; and (iv) has not held any other directorships in any other public companies, the securities of which are listed in Hong Kong or overseas, in the last three years. There is no information which is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Ms. Sun that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE

The Board further announces that, with effect from 1 September 2022, Mr. Lu Chao ("**Mr. Lu**"), an independent non-executive Director, has been appointed as a member of the Audit Committee.

APPOINTMENT OF EXECUTIVE VICE PRESIDENT

The Board further announces that, with effect from 1 September 2022, Ms. Li Yan ("**Ms. Li**"), an executive Director and the Chief Financial Officer, will be appointed as an executive vice president of the Company, where she will be primarily responsible for assisting the Company's Chief Executive Officer to implement the Group's business strategies and operation management. The Board and the Remuneration Committee have determined that for the time-being no additional emoluments will be payable to Ms. Li in taking on additional responsibility as an executive vice president. Her remuneration will be further reviewed by the Board and the Remuneration Committee at regular intervals.

CHANGE OF JOINT COMPANY SECRETARY

Resignation of Joint Company Secretary

The Board further announces that Ms. Li has tendered her resignation as one of the joint company secretaries (the “**Joint Company Secretaries**”, each a “**Joint Company Secretary**”) of the Company, due to internal re-designation of job functions of the Group, with effect from 1 September 2022.

Ms. Li has confirmed that she has no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders of the Company or the Stock Exchange in relation to her resignation.

Appointment of a new Joint Company Secretary

The Board further announces that Mr. Zheng Chaoran (“**Mr. Zheng**”) has been appointed as the Joint Company Secretary in replacement of Ms. Li, with effect from 1 September 2022. Ms. Ng Ka Man (“**Ms. Ng**”) will continue to act as the other Joint Company Secretary. The biographical details of Mr. Zheng are set out below:

Mr. Zheng, aged 35, has joined the Group since September 2018 and has been the investor relations director and the manager of the finance department of the Company, mainly responsible for managing and overseeing the investor relations affairs and financial management of the Group including, but not limited to, assisting the Board in preparing the investor-related publications, such as financial reports and announcements, communicating with investors, analysts and regulatory bodies, engaging in financial planning and analysis, participating in the investment decision-making of important business activities of the Group, and being involved in various daily compliance matters of the Group. In particular, Mr. Zheng has been actively involved in various transactions of the Company as well as various projects in relation to establishing new schools, merger and acquisitions and capital markets. Mr. Zheng has made significant contributions in enhancing the management of investor relations and strengthening the internal control system of the Group, and has assisted the Company in complying with the Listing Rules, including disclosure of public information and compliance-related business affairs of the Company.

Prior to joining the Group, from January 2016 to August 2018, Mr. Zheng served as the investor relations director and the general manager of the Finance Department of Virscend Education Company Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1565), which is a leading provider of pre-school to grade 12 and university private education services and was primarily responsible for managing and overseeing the investor relations affairs and financial management. From September 2009 to December 2015, Mr. Zheng served as the audit manager of Ernst & Young Hua Ming LLP and was primarily responsible for providing audit, review and internal control advice to listing applicants and listed companies on various stock exchanges.

Mr. Zheng obtained a bachelor’s degree in accounting from Nanjing University in July 2009. Mr. Zheng has also obtained the professional qualification as a Certified Public Accountant issued by the Chinese Institute of Certified Public Accountants (CICPA) in January 2014.

Waiver from Strict Compliance with Rules 3.28 and 8.17 of the Listing Rules

Pursuant to Rule 8.17 of the Rules Governing the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

As Mr. Zheng does not hold the professional qualifications or the relevant experience required by Rule 3.28 of the Listing Rules, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver (the “**Waiver**”) to the Company from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for a period of three years (the “**Waiver Period**”), commencing from 1 September 2022, being the date of appointment of Mr. Zheng as a Joint Company Secretary on the following conditions:

- (i) Mr. Zheng will be assisted by Ms. Ng, the other Joint Company Secretary, during the Waiver Period and the Waiver will be revoked if Ms. Ng ceases to provide assistance to Mr. Zheng;
- (ii) the Waiver will be revoked if there are material breaches of the Listing Rules by the Company;
- (iii) before the end of the Waiver Period, the Company must demonstrate and seek the Stock Exchange’s confirmation that Mr. Zheng, having had the benefit of Ms. Ng’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary; and
- (iv) the Company should disclose the details of the Waiver, including its reasons therefor and the Waiver conditions thereof, and the qualification and experience of Mr. Zheng, by way of announcement.

The Stock Exchange may withdraw or change the Waiver if the Company’s situation changes.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wang and Ms. Li for their valuable contributions and service to the Group during their respective tenure of office as a Director and as the Joint Company Secretary, and also extend its warmest welcome to Ms. Sun, Ms. Li and Mr. Zheng on their new positions in the Company.

By order of the Board
China Kepei Education Group Limited
Ye Nianqiao
Chairman

Hong Kong, 1 September 2022

As at the date of this announcement, the Board comprises Mr. Ye Nianqiao, Dr. Zhang Xiangwei, Mr. Zha Donghui, Ms. Li Yan, Ms. Sun Lixia and Mr. Ye Xun as executive Directors, and Dr. Xu Ming, Dr. Deng Feiqi and Mr. Lu Chao as independent non-executive Directors.