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China New Higher Education Group Limited
中國新高教集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2001)

MAJOR TRANSACTION

DISPOSAL OF THE ENTIRE EQUITY INTEREST IN TARGET COMPANY

THE SALE AND PURCHASE AGREEMENT

The Board announces that on 29 May 2026, the Vendor (one of the Company's consolidated affiliated entities), the Purchaser and the Target Company entered into the Sale and Purchase Agreement, pursuant to which the Vendor has agreed to sell, and the Purchaser has agreed to acquire, the Sale Shares for the Consideration. Upon Completion, the Target Company, being the sole shareholder of the Guangxi School Sponsor, became 100% owned by the Purchaser, and the Target Company ceased to be a subsidiary of the Company. In addition, the Relevant Structured Contracts are terminated and of no further effect, and as such, the financial results of the Guangxi Schools will also cease to be consolidated into the Group's consolidated financial statements.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios in relation to the transaction contemplated under the Sale and Purchase Agreement is more than 25% but less than 75%, the transaction constitutes a major transaction of the Company and is subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder or its/his/her associate(s) has a material interest in the Sale and Purchase Agreement, the Disposal and the transactions contemplated thereunder and accordingly, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for approving the Sale and Purchase Agreement, the Disposal and the transactions contemplated thereunder.

Since (i) no Shareholder is required to abstain from voting on the resolution at an EGM if the Company were convened to approve the Sale and Purchase Agreement, the Disposal and the transactions contemplated thereunder; and (ii) in lieu of holding a general meeting, the Company, on 29 May 2026, received the Written Shareholders' Approval in respect of the Sale and Purchase Agreement and the Disposal from Aspire Education Technology Co., Ltd., Aspire Education Management Co., Ltd., Aspire Education Consulting Co., Ltd., Li Family Trust and Li & Yang Settlement, who together hold an aggregate of 986,076,234 Shares (representing approximately 50.01% of the issued capital of the Company as at the date of the Written Shareholders' Approval), no general meeting is required to be convened for the approval of the Sale and Purchase Agreement, the Disposal and the transactions contemplated thereunder pursuant to Rule 14.44 of the Listing Rules.

A circular in relation to the Disposal will be despatched to the Shareholders on or before 22 June 2026.

INTRODUCTION

The Board announces that on 29 May 2026, the Vendor (one of the Company's consolidated affiliated entities), the Purchaser and the Target Company entered into the Sale and Purchase Agreement, pursuant to which the Vendor has agreed to sell, and the Purchaser has agreed to acquire, the Sale Shares for the Consideration.

THE SALE AND PURCHASE AGREEMENT

The principal terms of the Sale and Purchase Agreement are set forth as below.

- Date:** 29 May 2026
- Parties:**
- (1) Vendor;
 - (2) Purchaser; and
 - (3) Target Company

Subject Matter: Subject to the terms and conditions of the Sale and Purchase Agreement, the Vendor agreed to sell, and the Purchaser agreed to purchase the Sale Shares for a consideration of RMB359.5 million.

Payment Terms: The Purchaser shall pay the full Consideration into a bank account opened under the name of the Vendor and which is jointly controlled by the Vendor and the Purchaser, before 31 May 2026. Upon the Vendor's fulfilment of the withdrawal condition as set out in the Sale and Purchase Agreement, the joint control shall be terminated and all funds in such jointly controlled bank account shall be paid to a bank account designated by the Vendor.

Withdrawal Condition: The withdrawal condition is that the Vendor shall ensure that the registration of the Purchaser as the shareholder of the Target Company is completed within 30 business days after the opening of the jointly controlled bank account. If withdrawal condition has been met but the Purchaser has not terminated the joint control, the Purchaser shall pay compensation equivalent to 0.06% of the Consideration for every day of delay. In case there is up to 10 days of delay, the Vendor will not return the amount already paid by the Purchaser as compensation for the delay and in addition to paying all the funds in the jointly controlled bank account to a bank account designated by the Vendor, the Purchaser shall also compensate the Vendor for all economic loss. Mr. Li Cong, the actual controller of the Purchaser, shall be jointly responsible for such compensation.

Representations and warranties in respect of the Disposal: The Sale and Purchase Agreement contains customary representations and warranties from the Purchaser and the Vendor in respect of the Disposal.

Completion took place on 29 May 2026. The registration of the Purchaser as the shareholder of the Target Company is completed and the Purchaser paid the full Consideration to a bank account designated by the Vendor on the same day.

Upon Completion, the Target Company, being the sole shareholder of the Guangxi School Sponsor, became 100% owned by the Purchaser, and the Target Company ceased to be a subsidiary of the Company. In addition, the Relevant Structured Contracts are terminated and of no further effect, and as such, the financial results of the Guangxi Schools will also cease to be consolidated into the Group's consolidated financial statements.

INFORMATION OF THE TARGET GROUP

The Target Company is a company established under the laws of the PRC with limited liability on 27 October 2016 and is the sole shareholder of the Guangxi School Sponsor, principally engaged in private formal higher education.

The Guangxi Schools include the following two schools.

Guangxi Yinghua International Occupation College* (廣西英華國際職業學院) was established under the laws of the PRC on 20 January 2006 and is principally engaged in higher education. As at the date of this announcement, its registered capital is RMB33 million.

Guangxi Yinghua International Occupation Middle School* (廣西英華國際職業學院附屬中學) was established under the laws of the PRC on 10 April 2006 and is principally engaged in high school education. As at the date of this announcement, its registered capital is RMB5 million.

Set out below is the unaudited consolidated financial information of the Target Group for the two years ended 31 August 2024 and 2025 respectively:

	For the year ended 31 August	
	2024	2025
	<i>RMB'000</i>	<i>RMB'000</i>
	(unaudited)	(unaudited)
	(approximately)	(approximately)
Revenue	160,718	162,553
Profit/(Loss) before tax	6,063	(916)
Profit/(Loss) after tax	2,981	(2,190)

The unaudited consolidated net asset value of the Target Group as at 31 August 2025 was approximately RMB317.6 million.

INFORMATION OF THE GROUP

The Company is an exempted company incorporated in the Cayman Islands with limited liability on 8 July 2016. It is an investment holding company and, together with its subsidiaries and consolidated affiliated entities, is principally engaged in private formal higher education.

INFORMATION OF THE VENDOR

The Vendor is a company established under the laws of the PRC with limited liability on 14 March 2018 and wholly-owned by Yun Ai Group. The Vendor is a consolidated affiliated entity of the Company, principally engaged in private formal higher education.

Yun Ai Group is a company established under the laws of the PRC with limited liability on 19 September 2005. It is a consolidated affiliated entity of the Company and is principally engaged in private formal higher education.

INFORMATION OF THE PURCHASER

The Purchaser is Guangxi Yinghua Hai'an Education Investment Co., Ltd.* (廣西英華海岸教育投資有限公司). The Purchaser is primarily engaged in educational projects investment, educational information consulting and corporate management consulting. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, both the Purchaser and its ultimate beneficial owners, Li Cong and Chen Chunli, are Independent Third Parties.

BASIS OF DETERMINATION

The terms of the Sale and Purchase Agreement, including the Consideration, were determined after arm's length negotiations between the parties thereto, taking into account various factors, including:

- (1) the consolidated net assets and financial performance of the Target Group for the year ended 31 August 2025;
- (2) the costs of the Company's past investment in the Target Group;
- (3) the benefits of the Disposal as set out in the section headed "Reasons for and Benefits of the Disposal" in this announcement; and
- (4) for the Board's reference, the Board has also considered the appraised value of the entire equity interest in the Target Group of approximately RMB354 million as of 30 April 2026, prepared by the valuer using the market method.

REASONS FOR AND BENEFITS OF THE DISPOSAL

This asset disposal represents a prudent decision made by the Group to align with policy directives and proactively focus on high-quality development. Moving forward, the Group will continue to increase resource investment and concentrate its efforts on the development of its existing educational institutions, thereby driving the continuous enhancement of the level of its educational institutions and core competitiveness, and effectively ensuring the improvement of the quality of education and teaching and social value over the long term.

As the net proceeds from the Disposal will be applied as working capital for the Group, the Group's financial position will be strengthened. The Directors (including the independent non-executive Directors) are of the view that the terms and conditions of the Sale and Purchase Agreement, including the Consideration, are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECT OF THE DISPOSAL

The Group is expected to record an accumulated gain of approximately RMB15.1 million from the Disposal, being the difference between the following items: (i) the Consideration; (ii) the amount of unaudited consolidated net asset of the disposal company's equity interest as of the disposal date (RMB344.0 million); and (iii) all related expenses and taxes incidental to the Disposal (RMB0.4 million). The actual gain or loss arising from the Disposal will be subject to audit by the Company's auditors and may be different from the aforementioned amount.

The net proceeds from the Disposal, after deducting the transaction cost associated with the Disposal, which are estimated at approximately RMB359.1 million, are intended to be used for maintaining basic working capital of the Group.

Upon the completion of the Disposal, the Group ceased to hold any equity interests in the Target Company, and the Target Company ceased to be a subsidiary of the Company.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios in relation to the transaction contemplated under the Sale and Purchase Agreement is more than 25% but less than 75%, the transaction constitutes a major transaction of the Company and is subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder or its/his/her associate(s) has a material interest in the Sale and Purchase Agreement, the Disposal and the transactions contemplated thereunder and accordingly, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for approving the Sale and Purchase Agreement, the Disposal and the transactions contemplated thereunder.

Since (i) no Shareholder is required to abstain from voting on the resolution at an EGM if the Company were convened to approve the Sale and Purchase Agreement, the Disposal and the transactions contemplated thereunder; and (ii) in lieu of holding a general meeting, the Company, on 29 May 2026, received the Written Shareholders' Approval in respect of the Sale and Purchase Agreement and the Disposal from Aspire Education Technology Co., Ltd., Aspire Education Management Co., Ltd., Aspire Education Consulting Co., Ltd., Li Family Trust and Li & Yang Settlement, who together hold an aggregate of 986,076,234 Shares (representing approximately 50.01% of the issued capital of the Company as at the date of the Written Shareholders' Approval), no general meeting is required to be convened for the approval of the Sale and Purchase Agreement, the Disposal and the transactions contemplated thereunder pursuant to Rule 14.44 of the Listing Rules.

A circular in relation to the Disposal will be despatched to the Shareholders on or before 22 June 2026.

DEFINITIONS

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

“Board”	the board of Directors of the Company
“Company”	China New Higher Education Group Limited (中國新高教集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 8 July 2016
“Completion”	completion of the Disposal, which involves the registration of the Purchaser as the shareholder of the Target Company
“Consideration”	the total consideration for the Disposal, being RMB359.5 million
“Directors”	the directors of the Company
“Disposal”	the disposal of the Sale Shares pursuant to the Sale and Purchase Agreement
“Group”	the Company, its subsidiaries, PRC operating schools and consolidated affiliated entities from time to time
“Guangxi Schools”	Collectively, Guangxi Yinghua International Occupation College* (廣西英華國際職業學院) and Guangxi Yinghua International Occupation Middle School* (廣西英華國際職業學院附屬中學)
“Guangxi School Sponsor”	Qinzhou Yinghua Datang Education Investment Co., Ltd.* (欽州英華大唐教育投資有限公司), a limited liability company established under the laws of the PRC on 25 August 2017
“Huihuang Company”	Tibet Daai Huihuang Information and Technology Co., Ltd.* (西藏大愛輝煌信息科技有限公司), a limited liability company established on 5 August 2016 under the laws of the PRC and a wholly owned subsidiary of the Group
“Independent Third Party(ies)”	any entity or person who is not a connected person of the Company within the meaning ascribed thereto under the Listing Rules
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan

“Purchaser”	Guangxi Yinghua Hai'an Education Investment Co., Ltd.* (廣西英華海岸教育投資有限公司), a limited liability company established in the PRC in 2026, and owned as to 70% by Li Cong and 30% by Chen Chunli
“Relevant Structured Contracts”	a series of contracts entered into by Huihuang Company with, among others, the Vendor, Guangxi Schools and the Guangxi School Sponsor, which enable the Company to exercise control over the Guangxi Schools and the Guangxi School Sponsor whereby their results of operations are consolidated into the Group’s results of operations
“Sale and Purchase Agreement”	the agreement for the sale and purchase of the Sale Shares dated 29 May 2026 entered into among the Vendor, the Purchaser and the Target Company in relation to the Disposal
“Sale Shares”	100% equity interest in the Target Company
“Share(s)”	ordinary share(s) of US\$0.0001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Target Company”	Songming Xinju Enterprise Management Company Limited* (嵩明新巨企業管理有限公司), a limited liability company established under the laws of the PRC on 27 October 2016 and a wholly-owned subsidiary of the Vendor
“Target Group”	the Target Company, the Guangxi School Sponsor and the Guangxi Schools
“Vendor”	Beijing Daai Shuren Education Consulting Company Limited* (北京大愛樹人教育諮詢有限公司), a limited liability company established in the PRC on 14 March 2018 and a wholly-owned subsidiary of Yun Ai Group
“Written Shareholders’ Approval”	the written shareholders’ approval dated 29 May 2026 in respect of the Sale and Purchase Agreement, the Disposal and the transactions contemplated thereunder given by Aspire Education Technology Co., Ltd., Aspire Education Management Co., Ltd., Aspire Education Consulting Co., Ltd., Li Family Trust and Li & Yang Settlement

“Yun Ai Group”

Yunnan Einsun Education Investment Group Co., Ltd.* (雲南愛因森教育投資集團有限公司), a limited liability company established under the laws of the PRC on 19 September 2005, and is owned as to 70.8305% by Songming Dexue Education Development Co., Ltd., 20.0568% by Kunming Paiduipai Economic Information Consultancy Co., Ltd., 5.7305% by Kunming Bamupu Technology Co., Ltd. and 3.3822% by Songming Zhongyi Enterprise Management and Consulting Services Co., Ltd.

By order of the Board of
China New Higher Education Group Limited
Li Xiaoxuan
Chairman

Hong Kong, 29 May 2026

As at the date of this announcement, the executive Directors are Mr. Li Xiaoxuan, Mr. Zhao Shuai and Mr. Chan Tung Hoi, and the independent non-executive Directors are Mr. Kwong Wai Sun Wilson, Dr. Pang Tsz Kit Peter and Ms. Wong Ka Ki Ada.

* *For identification purposes only*