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Minsheng Education Group Company Limited **民生教育集团有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1569)

SUPPLEMENTAL ANNOUNCEMENT **UPDATE ON ARBITRATION**

Reference is made to the announcements dated 21 December 2021, 8 February 2026 and 9 September 2026 (collectively, the “**Announcements**”), the annual reports for the years ended 31 December 2023, 2024 and 2025 (collectively, the “**Annual Reports**”), the interim reports for six months ended 30 June 2024 and 2025 and the interim results announcement for the six months ended 30 June 2026, in relation to an arbitration (“**Arbitration**”) administered by the Hong Kong International Arbitration Center (“**HKIAC**”) in respect of a dispute (the “**Dispute**”) between Minsheng Vocational Education Company Limited (“**Minsheng Vocational**” or “**Respondent**”), a subsidiary of the Company, and Leed Education Holding Limited, National Education Holding Limited and Hyde Education Holding Limited (collectively, the “**Claimants**”) over a put option for the sale of 49% shares in Leed International Education Group Inc. (“**Leed International**”) under the Share Purchase Agreement (the “**SPA**”) entered into between the parties in 2018. Unless otherwise stated, terms defined in the Announcements shall have the same meanings when used in this announcement. This announcement is made by the Company in accordance with Rule 2.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board would like to provide the following supplemental information regarding the announcement of the Company dated 9 September 2026 in relation to the Arbitration:

I. DETAILS OF THE REASONS FOR THE DISPUTE

As disclosed in the Announcements and the Annual Reports, Minsheng Vocational and the Claimants have been in dispute over a put option for the sale of a 49% equity interest in Leed International (the “**Option Shares**”) under the SPA. The Claimants sought an exit price of RMB2,180,735,560.50 on the basis that they had validly exercised the put option under the SPA and the values adopted by the Claimants for the calculation of the exit price were derived by

reference to certain information in respect of the Group and Minsheng Vocational in 2020 and/or 2021 (as the case may be) and the Company's market capitalization. However, Minsheng Vocational disagreed with the Claimants on the interpretation of relevant clauses of the SPA relating to the mechanism for the exercise of the put option, the calculation of the price-to-earnings ratio of the Company and the net profit after tax of Leed International for 2020. Minsheng Vocational's position is that the Claimants' purported exercise of the put option was ineffective because, among other things: (i) no option had been granted by Minsheng Vocational as required under the SPA prior to the Claimants' purported exercise of the put option, (ii) the Claimants' purported exercise occurred outside the put option period prescribed under the SPA, and (iii) the Claimants' calculation of the claimed exit price of RMB2,180,735,560.50, is based on, among other things, their erroneous interpretation of the term "*post-tax net profit excluding non-recurring gains and losses*" in the formula for calculating the exit price. Based on Minsheng Vocational's calculation in accordance with the relevant provisions of the SPA, the exit price should be RMB981,500,000.

Pursuant to the Final Award, the Arbitral Tribunal adopted an interpretation of the SPA provisions relating to the exercise of the put option that was substantially aligned with the Claimants' position, and found that the Claimants had validly exercised the put option under the SPA by serving a written notice on Minsheng Vocational on 15 October 2021. The Arbitral Tribunal further upheld the exit price of RMB2,180,735,560.50 as specified and calculated by the Claimants.

II. THE COMPANY'S PLAN AND ACTIONS TO BE TAKEN

As disclosed in the announcements of the Company dated 26 December 2018, 4 January 2019, 27 June 2019, 28 July 2023 and 3 September 2023, and 10 February 2026 in relation to the loan agreements (the "**Loan Agreements**") between the relevant members of Group and a designated company of the Claimants, the Group has extended loans in the aggregate principal amount of RMB400,000,000 to the designated borrower, which are secured by share charges (the "**Share Charges**") on the Option Shares in favor of the relevant lender in the Group. As of the date of this announcement, such loans have not been repaid and the Share Charges remain registered and in effect.

As disclosed in the Announcements, completion of the specific performance contemplated under the Final Award remains subject to the resolution of the issue as to whether the encumbrances over the relevant Option Shares are required to be discharged on or prior to completion (the "**Encumbrance Issue**"). Minsheng Vocational is not obliged to complete the specific performance ordered under the Final Award until the Vendors are in the position to deliver the Option Shares free of encumbrance if it is determined that completion should be subject to the condition that the Option Shares are to be delivered free of encumbrance.

As at the date of this announcement, Minsheng Vocational is seeking legal advice from its professional advisers in relation to the Final Award. As part of its actions, the Company commenced proceedings in the Court of First Instance in July 2026 seeking to set aside the

Partial Award (the “**Set-aside Proceedings**”), which remain ongoing as at the date of this announcement. Subject to the outcome of the Set-aside Proceedings and the legal advice from its professional advisers, the Company intends to consider all available legal options in relation to the Final Award, including commencing further court proceedings and/or applications to challenge and/or seek to set aside the Final Award, where appropriate.

III. THE BOARD’S ASSESSMENT OF THE IMPACT ON THE COMPANY

As at the date of this announcement, the Final Award has not had any impact on the business operations and financial position of the Group. The Board is of the view that carrying out the order of specific performance granted under the Final Award depends, in the first instance, on the resolution of the Set-aside Proceedings, as well as the proceedings relating to the Loan Agreements and the Share Charges, and the Encumbrance Issue, none of which has been finally determined as of the date of this announcement. The Company is therefore not in a position to ascertain the ultimate outcome of the Dispute and the relevant proceedings nor the future impact of the Partial Award and the Final Award on the business operations and financial position of the Group, if any.

Save as supplemented above, all other information contained in the announcement of the Company dated 9 September 2026 remains unchanged.

Parties to the Arbitration are subject to the prohibition against disclosure of information relating to the proceedings of the Arbitration and any awards made therein as stipulated under the Arbitration Ordinance (Cap. 609 of the Laws of Hong Kong). Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Minsheng Education Group Company Limited
Li Xuechun
Chairman

Hong Kong, 27 October 2026

As at the date of this announcement, the executive Directors are Mr. Li Xuechun, Ms. Zhang Weiping, Mr. Zuo Yichen and Mr. Lam Ngai Lung, the non-executive Directors are Ms. Xu Wenya and Ms. Li Yanping, and the independent non-executive Directors are Mr. Chan Ngai Sang, Kenny, Mr. Yu Huangcheng and Mr. Wang Wei Hung, Andrew.