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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker, a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Neusoft Education Technology Co. Limited (the "Company"), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**Neuedu**  
**東軟教育科技有限公司**  
Neusoft Education Technology Co. Limited  
*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 9616)

**PROPOSALS FOR**  
**(1) GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND**  
**REPURCHASE SHARES,**  
**(2) RE-ELECTION OF RETIRING DIRECTORS,**  
**(3) PROPOSED AMENDMENTS TO THE MEMORANDUM**  
**AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE**  
**SECOND AMENDED AND RESTATED MEMORANDUM AND**  
**ARTICLES OF ASSOCIATION,**  
**(4) DECLARATION AND PAYMENT OF FINAL DIVIDEND**  
**AND**  
**(5) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of the Company to be held at No. 66 North Section, Shu Ma Road Ganjingzi District, Dalian, Liaoning, China on Tuesday, 30 May 2023 at 10 a.m. is set out on pages 35 to 40 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.neuedu.com>). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. before 10 a.m. on Sunday, 28 May 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish.



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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at No. 66 North Section, Shu Ma Road, Dalian, Liaoning, China on Tuesday, 30 May 2023 at 10 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM set out on pages 35 to 40 of this circular or any adjournment thereof
“Articles” or “Articles of Association”	the articles of association of the Company adopted on 11 September 2020 and as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Neusoft Education Technology Co. Limited (東軟教育科技有限公司), a company incorporated in the Cayman Islands on 20 August 2018 as an exempted company with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 9616)
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of HK 16.5 cents per Share as recommended by the Board for the year ended 31 December 2022
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of the Shares of the Company in issue as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	18 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	29 September 2020, the date on which the Company’s Shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company adopted on 11 September 2020 and as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares of the Company in issue as at the date of passing the relevant resolution granting such mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.0002 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Takeovers Code” the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time

“%” per cent

*In this circular, the terms “close associate”, “core connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.*

# Neuedu

## 東軟教育科技有限公司

Neusoft Education Technology Co. Limited

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9616)**

*Chairperson and Non-executive Director:*

Dr. LIU Jiren

*Registered Office:*

89 Nexus Way  
Camana Bay  
Grand Cayman, KY1-9009  
Cayman Islands

*Executive Director:*

Dr. WEN Tao

*Non-executive Directors (aside from our chairperson):*

Mr. RONG Xinjie  
Dr. ZHANG Xia  
Dr. ZHANG Yinghui  
Mr. SUN Yinhuan

*Principal Place of Business  
in Hong Kong:*

Suite 903, 9th Floor, Great Eagle Center  
No. 23 Harbour Road  
Wanchai, Hong Kong

*Independent Non-executive Directors:*

Dr. LIU Shulian  
Dr. QU Daokui  
Dr. WANG Weiping

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## LETTER FROM THE BOARD

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27 April 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,**  
**(2) RE-ELECTION OF RETIRING DIRECTORS,**  
**(3) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION,**  
**(4) DECLARATION AND PAYMENT OF FINAL DIVIDEND AND**  
**(5) NOTICE OF ANNUAL GENERAL MEETING**

### 1. INTRODUCTION

The purpose of this circular is to give you with information in respect of the resolutions to be proposed at the AGM including, among other matters, (i) the grant to the Directors the Issue Mandate and the Repurchase Mandate; (ii) the re-election of the retiring Directors; (iii) the proposed amendments to the Memorandum and Articles of Association and adoption of the Second Amended and Restated Memorandum and Articles of Association; and (iv) the proposed declaration and payment of the Final Dividend for the year ended 31 December 2022; and (v) to give you notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matter.

A notice convening the AGM is set out on pages 35 to 40 of this circular.

### 2. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 27 May 2022, the Directors were granted by the then Shareholders (i) a general unconditional mandate to allot, issue and deal with any Shares or securities convertible into Shares and to make or grant offers, agreements or options which would or might require Shares to be allotted and issued or dealt with, such number of Shares shall not exceed 20% of the total number of Shares in issue as at the date of passing the resolution; (ii) a general unconditional mandate to repurchase our own Shares on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, such number of Shares will represent up to 10% of the total number of Shares in issue or to be issued as at the date of passing the resolution; and (iii) to extend the general mandate of (i) above to include Shares repurchased pursuant to the general mandate of (ii) above. Such general mandates will expire at the conclusion of the forthcoming AGM.

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## LETTER FROM THE BOARD

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At the AGM, separate ordinary resolutions will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue of the Company as at the date of passing the proposed resolution contained in item 5 of the notice of the AGM. The Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable law or the Articles; and (iii) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying such mandate. Based on 646,203,535 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased after the Latest Practicable Date and prior to the date of the AGM, the Directors will be authorised to issue up to 129,240,707 Shares under the Issue Mandate;
- (b) to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase issued Shares not exceed 10% of the total number of Shares in issue of the Company as at the date of passing the proposed resolution contained in item 6 of the notice of the AGM. The Repurchase Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable law or the Articles; and (iii) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying such mandate. Based on 646,203,535 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased after the Latest Practicable Date and prior to the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 64,620,353 Shares, being 10% of the total number of Shares in issue of the Company as at the date of passing of the resolution in relation thereto; and
- (c) subject to the passing of the aforesaid ordinary resolutions granting the Issue Mandate and the Repurchase Mandate, to extend the number of Shares to be issued and allotted under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution granting the Repurchase Mandate at the AGM.

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## LETTER FROM THE BOARD

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### 3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of nine Directors, namely Dr. LIU Jiren as Chairperson and non-executive Director, Dr. WEN Tao as executive Director, Mr. RONG Xinjie, Dr. ZHANG Yinghui, Mr. SUN Yinhan and Dr. ZHANG Xia as non-executive Directors and Dr. LIU Shulian, Dr. QU Daokui and Dr. WANG Weiping as independent non-executive Directors.

Every Director shall retire from office once every three years and for this purpose, at each annual general meeting one-third (1/3) of the Directors for the time being, or, if their number is not a multiple of three (3), then the number nearest to one-third (1/3) but not less than one-third (1/3) shall retire from office by rotation. The Directors to retire in every year will be those who have been longest in office since their last election and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Subject to the Articles, a retiring Director shall be eligible for re-election at the annual general meeting at which he retires. For avoidance of doubt, each Director shall retire at least once every three (3) years.

Therefore, in accordance with article 108 of the Articles, Mr. RONG Xinjie, Dr. ZHANG Yinghui and Dr. LIU Shulian shall retire from offices as Directors at the AGM. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM. The biographical details of the above named Directors to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

The re-election of each of the Directors is subject to a separate resolution as set out in the notice of the AGM in this circular.

In reviewing the structure of the Board, the Board will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional and qualifications, skills, knowledge, length of service and industry and regional experience. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

In recommending Dr. LIU Shulian to stand for re-election as an independent non-executive Director, the Board has considered the following backgrounds and attributes of Dr. LIU Shulian:

Dr. LIU Shulian has the appropriate professional accounting or related financial management experience for the purpose of Rule 3.10(2) of the Listing Rules. She is a professor at Dongbei University of Finance and Economics, China, and she has been teaching and conducting research at the accounting school of Dongbei University of Finance and Economics, China, since January 1982. She has been recognised by the Shanghai Stock Exchange to act as an independent director, since September 2007. She also acted as a member of the Financial Management Committee (財務管理專業委員會委員) of the Accounting Society of China (中國會計學會) from 2008 to 2018, and was admitted as a non-practising member by Liaoning Provincial Institute of Certified Public Accountants in December 2009. In addition, Dr. LIU Shulian, being one of the female Directors of the Company, has contributed to the gender diversity of the Board.

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## LETTER FROM THE BOARD

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The Board considered that in view of the educational backgrounds, professional knowledge and experience in the field of financial management of Dr. LIU Shulian as mentioned above and as set out in Appendix II to this circular, to appoint Dr. LIU Shulian as an independent non-executive Director will continue to bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective business operation and her appointment will contribute to the diversification of skills and gender of the Board with independent views appropriate to the requirements of the Company's business as well as for its growth and development.

The Board has assessed and reviewed the annual written confirmation of independence of Dr. Liu Shulian based on the independence criteria as set out in Rule 3.13 of the Listing Rules and considered that Dr. Liu Shulian remains independent. Consequently, the Board recommends the re-election of Dr. LIU Shulian as independent non-executive Director at the AGM for another three-year term of office, and she is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles.

#### 4. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 29 March 2023 (the "**Announcement**"). As disclosed in the Announcement, the Board has resolved to seek approval from the Shareholders at the AGM to (i) make the proposed amendments to the Memorandum and Articles of Association; and (ii) adopt the Second Amended and Restated Memorandum and Articles of Association to replace the existing Memorandum and Articles of Association, in order to conform to the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules (in particular the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022).

The major proposed amendments in the Second Amended and Restated Memorandum and Articles of Association (the "**Proposed Amendments**") are summarised as follows:

1. to require the annual general meeting to be held in each financial year and such annual general meeting shall be held within six months after the end of the Company's financial year;
2. to provide that in addition to the right to convene an extraordinary general meeting on the requisition of one or more Shareholders holding not less than one tenth of the voting rights (on a one vote per share basis) in the share capital of the Company, such Shareholder(s) shall also have the right to add resolutions to the meeting agenda of a general meeting;
3. to provide that all Shareholders shall have the right to speak at a general meeting of the Company; except a Shareholder is required, by the Listing Rules to abstain from voting to approve the matter under consideration;

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## LETTER FROM THE BOARD

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4. to provide that a corporation or a Clearing House which is a Shareholder to execute a form of proxy under the hand of a duly authorised office to authorise a representative or representatives at any meeting of the Company (including but not limited to general meetings and creditors meetings);
5. to require an ordinary resolutions of Shareholders (or other body of the Company independent of the Board) to approve the appointment, removal and remuneration of the Company's auditor; and
6. other amendments to better align with core shareholder protection standards in the Listing Rules.

Details of the Proposed Amendments are set out in Appendix III to this circular.

The Company has been advised by its legal advisers that the Proposed Amendments are not inconsistent with the requirements of the Listing Rules and do not violate the laws of the Cayman Islands, respectively. The Company confirms that there is nothing unusual in the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

The Proposed Amendments as well as the adoption of the Second Amended and Restated Memorandum and Articles of Association are subject to the Shareholders' approval by way of special resolution at the AGM. The Second Amended and Restated Memorandum and Articles of Association will take effect on the date on which the Proposed Amendments are approved by the Shareholders at the AGM.

### **5. DECLARATION AND PAYMENT OF FINAL DIVIDEND**

At the meeting of the Board held on Wednesday, 29 March 2023, the Board recommended the payment of a final dividend of HK16.5 cents per ordinary share for the year ended 31 December 2022 to the Shareholders whose names appear on the register of members of the Company on Friday, 11 August 2023. The Final Dividend will be paid on or about Friday, 25 August 2023 to such Shareholders. The Final Dividend is subject to approval by the Shareholders at the AGM and a resolution will be proposed to the Shareholders for voting at the AGM.

As at the Latest Practicable Date, there were a total of 646,203,535 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Final Dividend, if declared and paid, will amount to approximately HK\$106.624 million.

### **6. CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Monday, 22 May 2023 to Tuesday, 30 May 2023 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Tuesday, 30 May 2023. The record date will be Tuesday, 30 May 2023. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 19 May 2023.

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## LETTER FROM THE BOARD

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The register of members of the Company will be closed from Wednesday, 9 August 2023 to Friday, 11 August 2023 (both days inclusive), for the purpose of determining the entitlement to the Final Dividend for the year ended 31 December 2022. The record date will be Friday, 11 August 2023. In order to qualify for the Final Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 8 August 2023.

### 7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Set out on pages 35 to 40 of this circular is a notice convening the AGM at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve, among other matters, (i) general mandates to issue shares and repurchase shares; (ii) the re-election of the retiring Directors; and (iii) declaration and payment of the Final Dividend for the year ended 31 December 2022, and special resolution will be proposed to Shareholders to consider and approve the proposed amendments to the Memorandum and Articles of Association and adoption of the Second Amended and Restated Memorandum and Articles of Association.

Enclosed with this circular is a form of proxy for use at the AGM. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. before 10 a.m. on Sunday, 28 May 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish. In the event that a Shareholder having lodged a form of proxy attends the AGM, his form of proxy will be deemed to have been revoked.

Pursuant to the Listing Rules and the Articles, all the resolutions set out in the notice of the AGM will be decided by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. The chairman will explain the detailed procedures for conducting a poll at the commencement of the AGM.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy will have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/her/its votes or cast all his/her/its votes in the same way.

To promote better engagement with and maximise participation by Shareholders to join in AGM, Shareholders may view and participate in the AGM through the VooV on a computer, tablet or any browser enabled device. You will be able to access the VooV at the start of the AGM until its conclusion. No electronic voting system will be provided. For the avoidance of doubt, presence through the VooV will not be counted as quorum or attendance of the AGM, and will not revoke any proxy instrument delivered to the Company by the same Shareholder.

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## LETTER FROM THE BOARD

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Shareholders who would like to view and participate to the AGM through a live webcast will need to register by sending an email to our branch share registrar in Hong Kong, Tricor Investor Services Limited at [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com) or via telephone hotline at (852) 2980 1333 during business hours (9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong Public Holidays) no later than 10:00 a.m. on 28 May 2023 (being not less than 48 hours before the time appointed for holding the AGM) to enable the Company to verify the Shareholders' status.

Authenticated Shareholders will receive an email confirmation on or before 29 May 2023, which contains a link to join the AGM via the VooV. Shareholders MUST NOT disclose the link to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the link or any use of the link or otherwise.

Non-registered shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (collectively the "Intermediary") may also be able to view and participate to the AGM via the VooV. In this regard, they should (1) contact and instruct their Intermediary to appoint themselves as proxy or corporate representative to view and participate to the AGM; and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

The form of proxy has been dispatched to Shareholders and is available to download on the Company's website (<http://www.neuedu.com>) or HKExnews' website ([www.hkexnews.hk](http://www.hkexnews.hk)).

After the conclusion of the AGM, the poll results will be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.neuedu.com>).

### **8. RECOMMENDATION**

The Directors consider that (i) the granting of the Issue Mandate and the Repurchase Mandate to the Directors to issue and repurchase Shares; (ii) the re-election of the retiring Directors; and (iii) proposed amendments to the Memorandum and Articles of Association and adoption of the Second Amended and Restated Memorandum and Articles of Association; and (iv) the declaration and payment of the Final Dividend are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favor of all the resolutions proposed at the AGM.

### **9. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### 10. GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

### 11. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
By order of the Board  
**Neusoft Education Technology Co. Limited**  
**Dr. LIU Jiren**  
*Chairperson and non-executive Director*

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## APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.*

### 1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 646,203,535 Shares in issue. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased or cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 64,620,353 Shares, representing 10% of the existing issued Shares as at the date of the passing of the relevant resolution at the AGM.

### 2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit our Company and Shareholders.

As compared with the financial position of the Company as at 31 December 2022 (as disclosed in its latest audited financial statements for the year ended 31 December 2022), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. In the circumstances, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

### 3. FUNDING OF REPURCHASES OF SHARES

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of Shares made for the purpose of the repurchase or from sums standing to the credit of our share premium account or, if authorised by the Articles and subject to the Cayman Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the Cayman Companies Act, out of capital.

However, the Directors do not propose to exercise the general mandate to such an extent as would, in the circumstances, have a material adverse effect on the working

capital requirements of our Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for our Company.

#### **4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined under the Listing Rules), have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

#### **5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles and the laws of the Cayman Islands.

#### **6. EFFECT OF TAKEOVERS CODE**

A repurchase of Shares by the Company may result in an increase in the proportionate interests of a substantial Shareholder in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge and belief of the Directors and as recorded in the register required to be kept by the Company under Section 336 of the SFO, as at the Latest Practicable Date, Dr. LIU Jiren is deemed to be interested in 469,152,000 Shares or approximately 72.60% of the total number of Shares in issue in the full amount of equity interests held by (a) Kang Ruidao International Investment Inc. (康睿道國際投資有限公司), being 150,245,000 Shares of approximately 23.25%; (b) the full aggregate amount of Shares held by Dongkong Education First Investment Inc. (東控教育第一投資有限公司) and Dongkong Education Second Investment Inc. (東控教育第二投資有限公司), being totally 253,897,000 Shares or approximately 39.29%; and (c) the full aggregate amount of Shares held by the Proxy Grantor, i.e. Century Bliss International Limited, being 65,010,000 Shares or approximately 10.06%, in our Company. In the event that the Directors exercise in full the power to repurchase the Shares pursuant to the Shares Repurchase Mandate which is proposed to be granted, the shareholding of Dr. LIU Jiren would be increased to approximately 80.67% of the then total number of Shares of the Company in issue and such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no intention to exercise the Shares Repurchase Mandate to such extent that it would give rise to an obligation to make a mandatory offer under the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25% of the issued share capital of the Company.

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**APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

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**7. SHARE REPURCHASE MADE BY THE COMPANY**

The Company repurchased a total of 808,800 Shares on the Stock Exchange in the six months preceding the Latest Practicable Date, with details as follows:

Date of Repurchase	Number of Shares repurchased	Purchase price per Share	
		Highest (HK\$)	Lowest (HK\$)
26 Oct 2022	97,600	3.36	3.15
27 Oct 2022	12,000	3.42	3.33
31 Oct 2022	68,000	3.41	3.19
2 Nov 2022	26,400	3.30	3.24
3 Nov 2022	51,200	3.51	3.24
4 Nov 2022	17,600	3.52	3.43
7 Nov 2022	19,200	3.50	3.40
8 Nov 2022	40,000	3.52	3.46
9 Nov 2022	55,200	3.55	3.42
10 Nov 2022	19,200	3.60	3.40
11 Nov 2022	66,400	3.59	3.48
14 Nov 2022	14,400	3.67	3.55
15 Nov 2022	51,200	3.59	3.45
16 Nov 2022	39,200	3.61	3.45
17 Nov 2022	36,800	3.60	3.45
18 Nov 2022	64,000	3.73	3.38
21 Nov 2022	69,600	3.74	3.45
22 Nov 2022	22,400	3.63	3.55
23 Nov 2022	7,200	3.74	3.72
24 Nov 2022	11,200	3.74	3.60
28 Nov 2022	20,000	3.47	3.39
<b>Total:</b>	<b>808,800</b>		

Saved as disclosed above, the Company has not made any repurchase of the Shares during the six months prior to the Latest Practicable Date.

**8. SHARE PRICES**

During each of the previous twelve months to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2022</b>		
April	4.11	3.58
May	4.08	3.35
June	4.34	3.54
July	4.40	3.80
August	4.38	3.83
September	4.62	2.88
October	3.80	3.00
November	3.94	3.09
December	3.97	3.15
<b>2023</b>		
January	3.81	3.48
February	3.80	3.21
March	3.46	3.10
April (up to the Latest Practicable Date)	3.35	3.30

*The biographical details of the Directors proposed to be re-elected at the AGM are set out below:*

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. The following Directors are not related to any Directors, senior management, substantial Shareholders or Controlling Shareholders (as defined in the Listing Rules) of the Company.

Each of the following Directors has confirmed that there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

#### NON-EXECUTIVE DIRECTOR

##### *Mr. RONG Xinjie (榮新節)*

Mr. Rong, aged 60, is a non-executive Director of the Company and a member of the Audit Committee. He held or has held various directorships within the Group, including: (i) Dalian Neusoft Software Park Industry Development Co., Ltd from March 2013 to December 2022; (ii) our two School Sponsors, Chengdu Neusoft Information Technology Development Co., Ltd. from April 2013 to July 2022, and Foshan Nanhai Neusoft Information Technology Development Co., Ltd. since June 2013; (iii) Chengdu Neusoft University and Dalian Neusoft University of Information from January 2013 to September 2018; (iv) Neusoft Institute, Guangdong from January 2013 to June 2019; and (v) Dalian Neusoft Technology Development Co. Ltd from October 2013 to June 2019.

Mr. Rong received his bachelor's degree in computer science (電子計算機) from the China University of Mining and Technology (中國礦業大學) in July 1984. Mr. Rong also received an associate professorship from the Senior Teachers Assessment Committee at Shandong University of Finance and Economics (山東財政學院教師職務高級評審委員會) in October 1995.

Aside from the Group, Mr. Rong served as a director, general manager and a deputy-chairperson of the board of directors of Dalian Neusoft Holdings Co., Ltd. (大連東軟控股有限公司) ("**Neusoft Holdings**") from February 2013 to January 2017 and has worked as general manager and chief executive officer since January 2017. He was a director and senior vice-president of Neusoft Corporation (a company listed on the Shanghai Stock Exchange (stock code: 600718)) from September 2004 to May 2008. Mr. Rong also holds directorship within certain related companies of Neusoft Holdings and Neusoft Corporation, including director from June 2008 to March 2018, chairperson of the board since March 2018 of Liaoning Neusoft Venture Capital Co., Ltd. (遼寧東軟創業投資有限公司), and a director of Shanghai Sirui Information Technology Co., Ltd. (上海思芮信息科技有限公司) since March 2016.

Mr. Rong has re-entered into an appointment letter with the Company on 25 May 2021, pursuant to which, his appointment as a Director shall commence from 25 May 2021 and continue for a period of three years after, or until the third annual general meeting of the Company since 25 May 2021 (whichever ends sooner), which may be terminated by not less than one month's notice in writing served by either party on the other. Mr. Rong is not entitled to receive any remuneration in his capacity as non-executive Director under the appointment letter.

As at the Latest Practicable Date, Mr. Rong was interested and deemed to be interested in 300,000 Shares pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Rong does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company.

#### NON-EXECUTIVE DIRECTOR

##### *Dr. ZHANG Yinghui (張應輝)*

Dr. Zhang Yinghui, aged 50, is a non-executive Director of the Company. He worked or has served as a director or chairman of various companies of the Group, including: (i) general manager since April 2013 and a director since July 2022 at Chengdu Neusoft Information Technology Development Co., Ltd. respectively; (ii) executive director since April 2019 at Chengdu Neusoft Education Technology Co., Ltd.; (iii) a director since December 2016 and principal since February 2003 in Chengdu University, respectively; (iv) a director of Neusoft Ruixin Technology Development Co. Limited from May 2019 to June 2021; (v) a director of Neusoft Education Technology Group Co., Limited from August 2018 to July 2021; (vi) chairman of Chengdu Qingcheng Kangdao Hotel Management Co., Ltd. (成都青城康道酒店管理有限公司) since January 2023; and (vii) chairman of Dujiangyan Qingcheng Kangdao Traditional Chinese Medicine Hospital Co., Ltd. (都江堰青城康道中醫醫院有限公司) since January 2023.

Dr. Zhang received his bachelor's degree in software computing (計算機軟件) and doctorate degree in applied computing (計算機應用技術) from Northeastern University in July 1994 and September 1998, respectively. Dr. Zhang also received professorship certification from Sichuan Provincial Vocational Reform Bureau (四川省職改辦) in China in December 2007.

Dr. Zhang has re-entered into an appointment letter with the Company on 25 May 2021, pursuant to which, his appointment as a Director shall commence from 25 May 2021, and continue for a period of three years after, or until the third annual general meeting of the Company, since 25 May 2021 (whichever ends sooner), which may be terminated by not less than one month's notice in writing served by either party on the other. Dr. Zhang is not entitled to receive any remuneration in his capacity as non-executive Director under the appointment letter.

As at the Latest Practicable Date, Dr. Zhang was interested and deemed to be interested in 3,145,000 Shares pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Dr. Zhang does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company.

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

##### *Dr. LIU Shulian (劉淑蓮)*

Dr. S. Liu, aged 68, is an independent non-executive Director of the Company, chairperson of the Audit Committee, and a member of the Nomination Committee. Dr. S. Liu has also served as an independent director of Neusoft Corporation (a company listed on the Shanghai Stock Exchange (stock code: 600718)) since May 2017. Prior to this, she was an independent director of Dalian Huarui Heavy Industry Group Co., Ltd. (大連華銳重工集團股份有限公司) (formerly known as Dalian Huarui Heavy Industry Steel Casting Co., Ltd. (大連華銳重工鑄鋼股份有限公司)), a company listed on the Shenzhen Stock Exchange (stock code: 002204) from March 2007 to April 2013; and she was an independent director of Dashang Co., Ltd. (大商股份有限公司) (formerly known as Dashang Group Co., Ltd. (大商集團股份有限公司)), a company listed on the Shanghai Stock Exchange (stock code: 600694) from April 2007 to April 2013.

Dr. S. Liu received her bachelor's degree in economics, master's degree in economics and doctorate degree in management from Dongbei University of Finance and Economics (東北財經大學) (formerly known as Liaoning Finance Institute (遼寧財經學院)) in January 1982, December 1989 and March 2001, respectively. She is a professor at Dongbei University of Finance and Economics and she has been teaching and conducting research at the accounting school of Dongbei University of Finance and Economics since January 1982.

Dr. S. Liu is recognised by the Shanghai Stock Exchange to act as an independent director since September 2007; acted as a member of the Financial Management Committee (財務管理專業委員會委員) of the Accounting Society of China (中國會計學會) from 2008 to 2018; and was admitted as a non-practising member by Liaoning Provincial Institute of Certified Public Accountants in December 2009. Dr. S. Liu has the appropriate professional accounting or related financial management experience for the purpose of Rule 3.10(2) of the Listing Rules.

Dr. S. Liu has re-entered into an appointment letter with the Company on 25 May 2021, pursuant to which, her appointment as a Director shall commence from 25 May 2021, and continue for a period of three years after, or until the third annual general meeting of the Company, since the 25 May 2021 (whichever ends sooner), which may be terminated by not less than one month's notice in writing served by either party on the other. Dr. S. Liu is entitled to received HK\$180,000 as annual remuneration in her capacity as independent non-executive Director under the appointment letter.

As at the Latest Practicable Date, Dr. S. Liu does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company.

Details of the Proposed Amendments are set out as follows:

(a) Comparison table of amendments on Memorandum of Association

Currently in force		Proposed to be amended as	
No.	Memorandum of Association	No.	Memorandum of Association
Regulation 3	The objects for which the Company is established are unrestricted and except as prohibited or limited by the laws of the Cayman Islands, the Company shall have full power and authority to carry out any object and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in any part of the world whether as principal, agent, contractor or otherwise.	Regulation 3	The objects for which the Company is established are unrestricted and except as prohibited or limited by the <del>laws</del> <u>Companies Act (as revised) or any other law</u> of the Cayman Islands, the Company shall have full power and authority to carry out any object and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in any part of the world whether as principal, agent, contractor or otherwise.
Regulation 5	If the Company is registered as an exempted company as defined in the Cayman Islands Companies Law, it shall have the power, subject to the provisions of the Cayman Islands Companies Law and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.	Regulation 5	If the Company is registered as an exempted company as defined in the Cayman Islands Companies Law, it shall have the power, subject to the provisions of the Cayman Islands Companies Law and with the approval of a <del>special resolution</del> <u>Special Resolution</u> , to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.
Replace all reference to "Companies Law" to "Companies Act" in the Memorandum of Association.			

## (b) Comparison table of amendments on Articles of Association

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 1 (d)	At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than $\frac{3}{4}$ of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.	Article 1(d)	At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than $\frac{3}{4}$ <u>three-fourths</u> of the <del>votes cast</del> <u>voting rights held</u> by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which notice specifying the intention to propose the resolution as a <del>special resolution</del> <u>Special Resolution</u> has been duly given <u>in accordance with Article 65.</u>
Article 1(e)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which not less than 14 days' notice has been duly given.	Article 1(e)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which <del>not less than 14 days'</del> <u>notice has been duly given in accordance with Article 65.</u>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 5(a)	<p>If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law, be varied or abrogated either with the consent in writing of the holders of not less than <math>\frac{3}{4}</math> in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</p>	Article 5(a)	<p>If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law <u>Act</u>, be varied or abrogated <del>either with the consent in writing of the holders of not less than <math>\frac{3}{4}</math> in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class.</del> To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, <u>provided that (i) but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy holding at least one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them); and (ii) that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</u></p>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 17(c)	During the Relevant Period (except when the Register is closed), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him/her of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.	Article 17(c)	<u>During the Relevant Period (except when the Register is closed), any Shareholder may inspect in accordance with the Companies Ordinance), the Register shall be open for inspection during business hours any Register maintained in Hong Kong without charge by any Shareholder without charge, or by any other person upon a maximum payment of HK\$2.50 or such lesser sum specified by the Board, at the registered office or such other place at which the Register is kept in accordance with the Companies Act or, if appropriate, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board, at the office where the branch register of Shareholders is kept and require the provision to him/her of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.</u>
Article 17(d)	The Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine.	Article 17(d)	<u>Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine. The Register and branch register of members in Hong Kong, may, after notice has been given by advertisement in any newspaper in accordance with the requirement of Listing Rules or by any electronic means in such manner as may be accepted by the Listing Rules to that effect, be closed at such times or for such periods in accordance with the terms equivalent to section 632 of the Companies Ordinance.</u>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 62	At all times during the Relevant Period other than the year of the Company's adoption of these Articles unless otherwise required by relevant laws or regulations in applicable jurisdictions, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.	Article 62	<del>At all times during the Relevant Period other</del> <u>Other</u> than the year of the Company's adoption of these Articles <del>unless otherwise required by relevant laws or regulations in applicable jurisdictions,</del> <u>in each financial year during the Relevant Period,</u> the Company shall <del>in each year</del> hold a general meeting as its annual general meeting <u>within six Months after the end of each financial year</u> in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; <del>and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next.</del> The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 64	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>	Article 64	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, <u>in aggregate</u> not less than one--tenth of the <del>paid up</del> <u>voting rights (on a one vote per share basis) in the share capital</u> of the Company <del>having the right of voting at general meetings and the foregoing Shareholders</del> <u>shall be able to add resolutions to the meeting agenda</u>. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 72(b)	any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or	Article 72(b)	any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights-, <u>on a one vote per share basis, of all the Shareholders</u> having the right to vote at the meeting; or
Article 79A	Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.	Article 79A	<del>Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.</del> <u>All Shareholders (including a Shareholder which is a Clearing House (or its nominee(s)) must have the right to: (a) speak at general meetings of the Company; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u>
	Adding Article 79B	Article 79B	Move the contents in the previous Article 79A to Article 79B

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 85	Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he/she acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he/she acts as proxy as such Shareholder could exercise if it were an individual Shareholder.	Article 85	Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder <del>of the Company.</del> <u>Every Shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company, and where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation which is a Shareholder may execute a form of proxy under the hand of a duly authorised officer.</u> On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he/she acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he/she acts as proxy as such Shareholder could exercise if it were an individual Shareholder.

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 92(b)	Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he/she represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands.	Article 92(b)	Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) <u>appoint proxies or</u> authorise such person or persons as it thinks fit to act as its representative or representatives, <u>who enjoy rights equivalent to the rights of other Shareholders,</u> at any meeting of the Company <u>(including but not limited to any general meeting and creditors meeting)</u> or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative <u>or proxy</u> is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he/she represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to <u>speak and vote individually on a show of hands or on a poll.</u>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 105(h)	if he/she shall be removed from the office by notice in writing served on him/her signed by not less than $\frac{3}{4}$ in number (or if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office.	Article 105(h)	if he/she shall be removed from the office by notice in writing served on him/her signed by not less than <del><math>\frac{3}{4}</math></del> <u>three-fourths</u> in number (or if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office.
Article 112	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.	Article 112	The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first <u>annual</u> general meeting of the Company after his/her appointment and be <del>subject to</del> <u>eligible for</u> re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the <del>next following</del> <u>first</u> annual general meeting of the Company <u>after his/her appointment</u> and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 113	No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his/her willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgement of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.	Article 113	No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director <u>signed by a Shareholder</u> and notice in writing <u>signed</u> by that person of his/her willingness to be elected shall have been lodged at the Head Office or at the Registration Office. <del>The period for lodgement of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days</del> <u>Company shall include the particulars of such proposed person for election as a Director in its announcement or supplementary circular, and shall give the Shareholders at least seven days to consider the relevant information disclosed in such announcement or supplementary circular prior to the date of the meeting of the election.</u>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 114	The Company may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his/her term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him/her and the Company) and may by Ordinary Resolution elect another person in his/her stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.	Article 114	The <del>Company</del> <u>Shareholders</u> may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his/her term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him/her and the Company) and may by Ordinary Resolution <del>elect</del> <u>appoint</u> another person in his/her stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 176(a)	<p>The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. he/she remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</p>	Article 176(a)	<p><del>The Company shall at each At the annual general meeting appoint one or more firms of auditors to, the Shareholders shall by Ordinary Resolution (or other body of the Company independent of the Board shall) appoint Auditor(s) and such Auditor(s) shall hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. The Company may by Ordinary Resolution remove Auditor(s) before the expiration of such Auditor(s)' term of Office. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company as Auditor(s). The Board may fill any casual vacancy in the office of Auditors Auditor(s), but while any such vacancy continues, the surviving or continuing Auditors Auditor(s) (if any) may act. he/she The remuneration of the Auditors Auditor(s) shall be fixed by or on the authority of the Company Shareholders in the annual general meeting by Ordinary Resolution (or fixed by other body of the Company independent of the Board) except that in any particular year the Company Shareholders in general meeting may by Ordinary Resolutions delegate the fixing of such remuneration to the Board and the remuneration of any Auditors Auditor(s) appointed to fill any casual vacancy may be fixed by the Board.</del></p>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 176(b)	The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Special Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.	Article 176(b)	The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by <del>Special</del> <u>Ordinary</u> Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint <del>new auditors</del> <u>another Auditor</u> in its <del>place</del> <u>stead</u> for the remainder of <del>the term</del> <u>its term</u> . The Auditors may also be removed by other body <u>of the Company independent of the Board</u> .
Article 188	Subject to the Companies Law, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.	Article 188	Subject to the Companies <del>Law</del> <u>Act</u> , a <del>resolution that the Company be wound up by the Court or</del> <u>may at any time and from time to time</u> be wound up voluntarily <del>shall be passed by way of a</del> <u>by</u> Special Resolution. <u>If the Company shall be wound up, the liquidator shall apply the assets of the Company in such manner and order as he thinks fit in satisfaction of creditors' claims.</u>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 189	If the Company shall be wound up, the surplus assets remaining after payment to all creditors shall be divided among the Shareholders in proportion to the capital paid up on the Shares held by them respectively, and if such surplus assets shall be insufficient to repay the whole of the paid up capital, they shall be distributed, subject to the rights of any Shares which may be issued on special terms and conditions, so that, as nearly as may be, the losses shall be borne by the Shareholders in proportion to the capital paid on the Shares held by them respectively.	Article 189	If the Company shall be wound <u>up and the assets available for distribution amongst the Shareholders of the Company shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up</u> , the surplus assets remaining after payment to all creditors shall be <u>distributed pari passu and</u> divided among the Shareholders in proportion to the <del>capital</del> <u>amount paid up on the Shares held by them respectively</u> , and if such surplus assets shall be insufficient to repay the whole of the paid up capital, they shall be distributed, subject to the rights of any Shares which may be issued on special terms and conditions, so that, as nearly as may be, the losses shall be borne by the Shareholders in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the Shares held by them respectively.
	Adding a new Article 197	Article 197	<u>FINANCIAL YEAR</u>  <u>Unless otherwise determined by the Board, the financial year end of the Company shall be 31 December in each year.</u>
Replace all reference to "Companies Law" to "Companies Act" in the Articles of Association.			

**Neuedu**  
**東軟教育科技有限公司**  
Neusoft Education Technology Co. Limited  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 9616)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of Neusoft Education Technology Co. Limited (the “Company”) will be held at No. 66 North Section, Shu Ma Road, Gan Jing Zi District, Dalian, Liaoning, China on Tuesday, 30 May 2023 at 10 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “Director(s)”) and auditors (the “Auditors”) of the Company for the year ended 31 December 2022.
2. (a) To declare a final dividend of HK16.5 cents per ordinary Shares (the “Final Dividend”) for the year ended 31 December 2022.  
  
(b) any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.
3. (a) To re-elect the following retiring Directors of the Company:
  - i. Mr. RONG Xinjie as a non-executive Director of the Company;
  - ii. Dr. ZHANG Yinghui as a non-executive Director of the Company;  
and
  - iii. Dr. LIU Shulian as an independent non-executive Director of the Company.  
(b) To authorise the board of the Directors to fix the remuneration of the Directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To re-appoint PricewaterhouseCoopers as the Auditors and authorise the board of the Directors to fix their remuneration.
5. To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

**“That:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of shares of the Company in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date

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## NOTICE OF ANNUAL GENERAL MEETING

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immediately before and after such consolidation and subdivision shall be the same, the said approval shall be limited accordingly;

(d) for the purpose of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

**“Rights Issue”** means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

6. To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

**“That:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation and subdivision shall be the same, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- 7. To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

“**That** conditional upon the passing of resolutions no. 5 and 6 above, the general mandate to the Directors pursuant to resolution no. 5 be and is hereby extended by the addition thereto of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 6, provided that such number of added shares shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

8. To consider and, if thought fit, to pass (with or without amendments) the following resolution as a special resolution:

“**THAT** the proposed amendments to the existing memorandum and articles of associations of the Company as set out in the Appendix III to the circular of the Company dated 27 April 2023 (the “**Circular**”) and the Company’s second amended and restated memorandum and articles of association, which consolidated all of the proposed amendments as mentioned in the Circular, be and are hereby approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect after the close of the AGM and **THAT** any Director or the company secretary of the Company be and is hereby authorized to do all things necessary to effect and record the adoption of the Company’s second amended and restated memorandum and articles of association.”

Yours faithfully  
By order of the Board  
**Neusoft Education Technology Co. Limited**  
**Dr. LIU Jiren**  
*Chairperson and non-executive Director*

Hong Kong, 27 April 2023

*Registered office:*  
89 Nexus Way  
Camana Bay  
Grand Cayman, KY1-9009  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*  
Suite 903, 9th Floor, Great Eagle Center  
No. 23 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. The resolution at the AGM (except those relate to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the AGM may decide, in good faith) will be taken by a poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf provided that each proxy is appointed to represent the respective number of shares held by him as specified in the relevant proxy form. A proxy need not to be a shareholder of the Company.
3. In order to be valid, a form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 10 a.m. on Sunday, 28 May 2023 or not less than 48 hours before the time appointed for the holding of any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present and in such event the form of proxy shall be deemed revoked.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
5. The form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
7. For the purposes of holding the AGM, the register of members of the Company will be closed from Monday, 22 May 2023 to Tuesday, 30 May 2023 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Tuesday, 30 May 2023. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 19 May 2023.
8. For the purpose of determining the entitlement to the Final Dividend for the year ended 31 December 2022, the register of members of the Company will be closed from Wednesday, 9 August 2023 to Friday, 11 August 2023 (both days inclusive). In order to qualify for the Final Dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 8 August 2023.
9. If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or a Black Rainstorm Warning Signal is in force within a period of two (2) hours before the commencement of the AGM, the AGM will be postponed or adjourned. The Company will post an announcement on the websites of the Company (<http://www.neuedu.com>) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the rescheduled meeting. The AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather condition bearing in mind their own situations.
10. References to time and dates of this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board comprises Dr. LIU Jiren as Chairperson and non-executive Director; Dr. WEN Tao as executive Director; Mr. RONG Xinjie, Dr. ZHANG Xia, Dr. ZHANG Yinghui and Mr. SUN Yinhan as non-executive Directors (aside from our Chairperson); and Dr. LIU Shulian, Dr. QU Daokui and Dr. WANG Weiping as independent non-executive Directors.*