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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)

VOLUNTARY ANNOUNCEMENT TERMINATION OF IRREVOCABLE VOTING PROXY

This announcement is made by Neusoft Education Technology Co. Limited (the “**Company**”) on a voluntary basis. References are made to the Prospectus of the Company and the announcements of the Company dated 25 January 2021 and 8 September 2021, respectively. Unless otherwise defined herein, capitalized terms in this announcement shall have the same meaning as those defined in the Prospectus.

BACKGROUND OF ENTERING INTO THE CENTURY BLISS VOTING PROXY

Reference is made to the irrevocable voting proxy executed by Century Bliss on 22 February 2019 (the “**Century Bliss Voting Proxy**”), pursuant to which, Dr. Liu is entitled to exercise the voting rights attached to the Shares beneficially owned by Century Bliss, representing approximately 10.06% of the voting rights at the general meeting of the Company as at the date of this announcement (the “**Relevant Voting Rights**”). As disclosed in the Prospectus, the Century Bliss Voting Proxy, together with the irrevocable voting proxies executed by each of Apex Venture and Alpine (the “**Irrevocable Voting Proxy(ies)**”), were executed as part of the Group’s reorganisation for the Listing and with a view to strengthening operational efficiency and stream-lining the decision-making process.

Apex Venture and Dr. Liu entered into a deed of termination on 25 January 2021, pursuant to which both parties agreed to unconditionally and irrevocably terminate the Irrevocable Voting Proxy executed between Apex Venture and Dr. Liu on 12 November 2018. In addition, Alpine and Dr. Liu entered into a deed of termination on 8 September 2021, pursuant to which both parties agreed to unconditionally and irrevocably terminate the Irrevocable Voting Proxies executed between Alpine and Dr. Liu on 26 December 2018. For details, please refer to the announcements of the Company dated 25 January 2021 and 8 September 2021.

As a result, as at the date of this announcement, Dr. Liu controls the voting rights attached to the Shares held by Century Bliss (approximately 10.06%).

TERMINATION OF THE CENTURY BLISS VOTING PROXY

The Board hereby announces that, upon mutual agreement between Century Bliss and Dr. Liu, Century Bliss and Dr. Liu entered into the Deed of Termination on 29 December 2023 (after trading hours), pursuant to which, (i) the parties agreed to unconditionally and irrevocably terminate the Century Bliss Voting Proxy and all existing or potential rights, obligations and liabilities arising under the Century Bliss Voting Proxy shall forthwith terminate and extinguish for all purposes and effect; and (ii) the parties acknowledged and confirmed the termination of the Century Bliss Voting Proxy shall not affect the validity of any act or thing done prior to the execution of the Deed of Termination.

Immediately upon the execution of the Deed of Termination:

- (i) Dr. Liu ceases to control the Relevant Voting Rights, representing approximately 10.06% of the total issued share capital of the Company as at the date of this announcement;
- (ii) Under the SFO, Dr. Liu is only deemed to be interested in 154,344,200 Shares, 133,897,000 Shares and 120,000,000 Shares held by each of Kang Ruidao, Dongkong First and Dongkong Second, respectively, representing approximately 63.18% of the total issued share capital of the Company;
- (iii) Century Bliss is no longer bound by the Century Bliss Voting Proxy and will be able to exercise the Relevant Voting Rights independently and free of any instructions from Dr. Liu; and
- (iv) Century Bliss is a core connected person of the Company, so the relevant Shares held by Century Bliss shall not be counted towards the public float pursuant to the Rule 8.24 of the Listing Rules. As at the date of this announcement and upon the execution of the Deed of Termination, to the best knowledge of the Directors, 172,952,335 Shares (representing approximately 26.76% of the total issued share capital of the Company) are held in the hands of the public.

DEFINITIONS

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

“Alpine”	Alpine Electronics, Inc., a company incorporated under the laws of Japan and a wholly-owned subsidiary of Alps Alpine Co., Ltd. (a company listed on the Tokyo stock exchange (stock code: TSE-6770)), and a shareholder of the Company
“Apex Venture”	Apex Venture Holdings, Inc., a company incorporated under the laws of the United States and a shareholder of the Company
“Board”	the board of Directors
“BVI”	British Virgin Islands
“Century Bliss”	Century Bliss International Limited, a company incorporated under the laws of the BVI with limited liability and a shareholder of the Company
“Company”	Neusoft Education Technology Co. Limited (東軟教育科技有限公司), an exempted company with limited liability incorporated under the laws of the Cayman Islands, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 9616)
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Deed of Termination”	a deed of termination entered into on 29 December 2023 between Century Bliss and Dr. Liu to terminate the Century Bliss Voting Proxy
“Director(s)”	the director(s) of the Company
“Dongkong First”	Dongkong Education First Investment Inc. (東控教育第一投資有限公司), a company incorporated under the laws of the BVI and a Controlling Shareholder of the Company
“Dongkong Second”	Dongkong Education Second Investment Inc. (東控教育第二投資有限公司), a company incorporated under the laws of the BVI and a Controlling Shareholder of the Company

“Dr. Liu”	LIU Jiren (劉積仁), one of the Controlling Shareholders, the Chairperson, Director of the Company, and a core founding member of the Group
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Kang Ruidao”	Kang Ruidao International Investment Inc. (康睿道國際投資有限公司), a company incorporated under the laws of the BVI and a substantial shareholder of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Prospectus”	the prospectus of the Company dated 17 September 2020
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.0002 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By order of the Board
NEUSOFT EDUCATION TECHNOLOGY CO. LIMITED
Dr. LIU Jiren
Chairperson and non-executive director

Hong Kong, 29 December 2023

As at the date of this announcement, 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 Yinjuan as non-executive Directors (aside from our Chairperson); and Dr. LIU Shulian, Dr. QU Daokui and Dr. WANG Weiping as independent non-executive Directors.