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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) DECLARATION AND PAYMENT OF FINAL DIVIDEND
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

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, 28 May 2024 at 10 a.m. is set out on pages 18 to 23 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) 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, 26 May 2024) 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

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, Ganjingzi District, Dalian, Liaoning, China on Tuesday, 28 May 2024 at 10 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM set out on pages 18 to 23 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 HK36.6 cents per Share as recommended by the Board for the year ended 31 December 2023
“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

DEFINITIONS

“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 2024, 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
“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

DEFINITIONS

“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

LETTER FROM THE BOARD

26 April 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES,
(2) RE-ELECTION OF RETIRING DIRECTORS,
(3) DECLARATION AND PAYMENT OF FINAL DIVIDEND
AND
(4) 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 declaration and payment of the Final Dividend for the year ended 31 December 2023; and (iv) 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 18 to 23 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 30 May 2023, 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.

LETTER FROM THE BOARD

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 646,205,135 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 129,241,027 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 646,205,135 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 64,620,513 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.

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 Xia, Dr. ZHANG Yinghui and Mr. SUN Yinhuang as non-executive Directors and Dr. LIU Shulian, Dr. QU Daokui and Dr. WANG Weiping as independent non-executive Directors.

LETTER FROM THE BOARD

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. SUN Yinhan, Dr. QU Daokui and Dr. WANG Weiping 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 each of Dr. QU Daokui and Dr. WANG Weiping to stand for re-election as an independent non-executive Director, the Board has considered the following backgrounds and attributes of the the nominees concerned:

- (a) Dr. QU Daokui has extensive experience in the academia in China for researching in the field of automation area. Dr. Qu became a researcher at the Shenyang Institute of Automation, Chinese Academy of Sciences (中國科學院瀋陽自動化研究所), China, in September 1997. Dr. Qu was hired as a doctoral adviser in January 2003.
- (b) Dr. WANG Weiping is a professor specialising in paediatrics. He received his doctorate degree in paediatrics from Shanghai Medical University (上海醫科大學), China, in December 1988 and his professorship from Shanghai Medical University, China, in December 1994.

LETTER FROM THE BOARD

The Board considered that in view of the educational background, professional knowledge and experience in the respective fields of automation area and medicine of Dr. Qu Daokui and Dr. Wang Weiping as mentioned above and as set out in Appendix II to this circular, appointing Dr. Qu Daokui and Dr. Wang Weiping as independent non-executive Directors will continue to bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective business operation and their appointments will contribute to the diversification of skills of the Board with independent views appropriate to the requirements of the Company's business as well as for its growth and development.

Each of Dr. Qu Daokui and Dr. Wang Weiping has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company; and (iii) there are no other factors that may affect his independence. The Board has assessed and reviewed the annual written confirmation of independence of Dr. QU Daokui and Dr. WANG Weiping and considered that both of them still remain independent. Consequently, the Board recommends the re-election of Dr. QU Daokui and Dr. WANG Weiping as independent non-executive Directors at the AGM for another three-year term of office, and they are subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles.

4. DECLARATION AND PAYMENT OF FINAL DIVIDEND

At the meeting of the Board held on Tuesday, 26 March 2024, the Board recommended the payment of a final dividend of HK\$36.6 cents per ordinary share for the year ended 31 December 2023 to the Shareholders whose names appear on the register of members of the Company on Friday, 16 August 2024. The Final Dividend will be paid on or about Friday, 30 August 2024 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 646,205,135 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\$236.511 million.

5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 20 May 2024 to Tuesday, 28 May 2024 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Tuesday, 28 May 2024. The record date will be Tuesday, 28 May 2024. 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, 17 May 2024.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Wednesday, 14 August 2024 to Friday, 16 August 2024 (both days inclusive), for the purpose of determining the entitlement to the Final Dividend for the year ended 31 December 2023. The record date will be Friday, 16 August 2024. 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, 13 August 2024.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Set out on pages 18 to 23 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 2023.

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, 26 May 2024) 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 facilitate communication with Shareholders and maximise the opportunity for 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.

LETTER FROM THE BOARD

Shareholders who would like to view and participate in 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 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 26 May 2024 (being not less than 48 hours before the time appointed for holding the AGM) to enable the Company to verify the identity of the Shareholder.

Authenticated Shareholders will receive an email confirmation on or before 27 May 2024, 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 in 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).

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

7. 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) 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.

8. 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.

LETTER FROM THE BOARD

9. GENERAL

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

10. 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

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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 646,205,135 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 64,620,513 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 2023 (as disclosed in its latest audited financial statements for the year ended 31 December 2023), 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.

Neither the explanatory statement in this Appendix I nor the proposed Repurchase Mandate has any unusual features.

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 will, so far as the same may be applicable, 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 408,241,200 Shares or approximately 63.18% 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 154,344,200 Shares of approximately 23.88%; and (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%. 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 70.19% 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.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	3.49	3.11
May	3.23	3.00
June	3.24	2.95
July	3.01	2.80
August	3.03	2.69
September	2.90	2.63
October	2.82	2.66
November	2.80	2.61
December	2.90	2.55
2024		
January	2.74	2.30
February	3.20	2.32
March	3.63	2.95
April (up to the Latest Practicable Date)	3.45	3.00

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. SUN Yinhan (孫蔭環)

Mr. Sun, aged 74, is a non-executive Director of the Company. He is a director of Dalian Neusoft Holdings Co., Ltd., one of the controlling shareholders of the Company since November 2011. Mr. Sun is currently a director of China Minsheng Investment Corp., Ltd. (中國民生投資股份有限公司). Mr. Sun was the founder and the chairman of Yida China Holdings Limited (億達中國控股有限公司) (a company listed on the Stock Exchange, stock code: 3639) from 2014 to 2016, the standing committee member of the Twelfth National Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議第十二屆全國委員會), the vice-chairman of the Eleventh All China Federation of Industry & Commerce (第十一屆中華全國工商業聯合會), the vice president of the China Enterprise Confederation (中國企業聯合會); the vice president of the APEC China Business Council (APEC中國工商理事會) and the standing council member of the Fourth China Economic and Social Council (第四屆中國經濟及社會理事會). Mr. Sun received his bachelor's degree in Construction Engineering from the Dalian University of Technology.

Mr. Sun 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 3 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. Sun 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. Sun was interested and deemed to be interested in 65,010,000 Shares pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. Sun 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. QU Daokui (曲道奎)

Dr. Qu, aged 62, is an independent non-executive Director of the Company, the chairperson of the Remuneration Committee, and a member of the Audit Committee. Dr. Qu was the president (from January 2000 to March 2022) and deputy chairman (from January 2000 to March 2024) of SIASUN Robot & Automation Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300024). Prior to this, Dr. Qu was a project supervisor from June 1986 to September 1994, and assistant researcher, researcher, deputy department head and department head of research and development of robotics from October 1994 to April 2000 at the Shenyang Institute of Automation, Chinese Academy of Sciences (中國科學院瀋陽自動化研究所).

Dr. Qu received his master's degree in engineering (specialising in pattern recognition and intelligent control (模式識別與智能控制)) from Shenyang Institute of Automation, Chinese Academy of Sciences in June 1986, and a doctorate degree in engineering (specialising in power electronics and motor drives (電力電子與電力傳動)) from Harbin Institute of Technology (哈爾濱工業大學) in January 2008. Dr. Qu became a researcher at the Shenyang Institute of Automation, Chinese Academy of Sciences (中國科學院瀋陽自動化研究所) in September 1997. Dr. Qu was hired as a doctoral adviser in January 2003.

Dr. Qu 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 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. Qu is entitled to received HK\$180,000 as annual remuneration in his capacity as independent non-executive Director under the appointment letter.

As at the Latest Practicable Date, Dr. Qu 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. WANG Weiping (王衛平)

Dr. Wang Weiping, aged 72, is an independent non-executive Director of the Company, a member of the Remuneration Committee, and a member of the Nomination Committee. Dr. Wang Weiping was an independent non-executive director of Rici Healthcare Holdings Limited (a company listed on the Stock Exchange (stock code: 1526)) since June 2016 and re-designated as an executive director in June 2017. He ceased to be an executive director of the company in March 2019. Dr. Wang Weiping served as an independent non-executive director of Top Education Group Ltd. (a company listed on the Stock Exchange, stock code: 1752) from April 2018 to December 2021.

Dr. Wang Weiping received his bachelor's degree in medicine and master's degrees in medicine specialising in paediatric respiratory disease from Norman Bethune University of Medicine (白求恩醫科大學) (currently known as Norman Bethune Health Science Centre of Jilin University (吉林大學白求恩醫學部)) in China in August 1978 and October 1982, respectively, and a doctorate degree in paediatrics from Shanghai Medical University (上海醫科大學) in December 1988. Dr. Wang Weiping also received his professorship from Shanghai Medical University in December 1994. Dr. Wang Weiping is a professor specialising in paediatrics.

Dr. Wang 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 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. Wang is entitled to received HK\$180,000 as annual remuneration in his capacity as independent non-executive Director under the appointment letter.

As at the Latest Practicable Date, Dr. Wang 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.

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, Ganjingzi District, Dalian, Liaoning, China on Tuesday, 28 May 2024 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 2023.
2. (a) To declare a final dividend of HK\$36.6 cents per ordinary Shares (the “Final Dividend”) for the year ended 31 December 2023.

(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. SUN Yinhuan as a non-executive Director of the Company;
 - ii. Dr. QU Daokui as an independent non-executive Director of the Company; and
 - iii. Dr. WANG Weiping as an independent non-executive Director of the Company.
(b) To authorise the board of the Directors to fix the remuneration of the Directors.

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

(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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

NOTICE OF ANNUAL 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.”

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

Hong Kong, 26 April 2024

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, 26 May 2024 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.
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.

NOTICE OF ANNUAL GENERAL MEETING

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, 20 May 2024 to Tuesday, 28 May 2024 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Tuesday, 28 May 2024. 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, 17 May 2024.
8. For the purpose of determining the entitlement to the Final Dividend for the year ended 31 December 2023, the register of members of the Company will be closed from Wednesday, 14 August 2024 to Friday, 16 August 2024 (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, 13 August 2024.
9. If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" caused by super typhoon 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) 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 Yinhuan as non-executive Directors (aside from our Chairperson); and Dr. LIU Shulian, Dr. QU Daokui and Dr. WANG Weiping as independent non-executive Directors.