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China 21st Century Education Group Limited

中國21世紀教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1598)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to (i) the notice of the annual general meeting of China 21st Century Education Group Limited (the “**Company**”) dated 28 April 2023 (the “**Original Notice of AGM**”), which sets out the details of the resolutions to be proposed at the annual general meeting (the “**AGM**”) of the Company to be held at 15/F, South Tower, Zhonghai Plaza, 8 Guanghua Dongli, Chaoyang District, Beijing, the PRC on Friday, 30 June 2023 at 10:00 a.m. for the Shareholders’ approval; and (ii) the announcement of the Company dated 12 June 2023 (the “**Announcement**”) in relation to, among other things, retirement of executive Director, change of the chairman of the Board and the nomination committee of the Board and re-designation of Director. This supplemental notice shall be read together with the Original Notice of AGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. As set out in the Announcement, the ordinary resolution numbered 3(A) in the Original Notice of AGM regarding the re-election of retiring directors should be deleted in its entirety and replaced by the following:

3. (A) To consider the re-election of the following directors of the Company (the “**Directors**”), each as a separate resolution:
 - (i) Mr. Li Yasheng as a non-executive Director.
 - (ii) Mr. Guo Litian as an independent non-executive Director.

By order of the Board
China 21st Century Education Group Limited
Li Yunong
Chairman

Hong Kong, 13 June 2023

Registered office:
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Corporate headquarters:
15/F, South Tower
Zhonghai Plaza
8 Guanghua Dongli
Chaoyang District
Beijing, the PRC

Principal place of business in Hong Kong:
31/F., Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

- (i) Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 28 April 2023.
- (ii) The resolutions set out in the Original Notice of AGM (save for resolution no. 3(A) as described above in this supplemental notice) remain unchanged. For details of the other resolutions to be considered at the AGM, the closure of register of members, eligibility for attending the AGM, registration procedures for attending the AGM, appointment of proxy and other relevant matters, please refer to the Original Notice of AGM and the circular of the Company dated 28 April 2023.
- (iii) Since the original form of proxy (the “**Original Form of Proxy**”) does not contain the revised proposed ordinary resolution no. 3(A) as set out in this supplemental notice of the AGM, a revised form of proxy (the “**Revised Form of Proxy**”) has been prepared and is enclosed with this supplemental notice of the AGM.
- (iv) The Revised Form of Proxy for use at the AGM is also published on the website of Stock Exchange (www.hkexnews.hk) and the Company’s website (www.21centuryedu.com). Whether or not a Shareholder intends to attend the AGM, a shareholder is requested to complete and return the enclosed Revised Form of Proxy in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the AGM (i.e. by 10:00 a.m. on Wednesday, 28 June 2023) or any adjournment thereof (as the case may be). The completion and return of the Revised Form of Proxy shall not preclude a Shareholder from attending and voting in person at the AGM (or any adjourned meeting thereof) if they so wish.
- (v) A Shareholder who has not yet lodged the Original Form of Proxy with the Company’s branch share registrar in Hong Kong, is requested to lodge the Revised Form of Proxy if he/she/it wishes to appoint another person as his/her/its proxy to attend and vote at the AGM on his/her/its behalf. In this case, the Original Form of Proxy should not be lodged.
- (vi) A Shareholder who has already lodged the Original Form of Proxy with the Company’s branch share registrar in Hong Kong should note that:
 - (a) If no Revised Form of Proxy is lodged in accordance with the instructions printed thereon, the Original Form of Proxy will be treated as a valid proxy form lodged by him/her/it if correctly completed. The proxy appointed under the Original Form of Proxy shall be required to vote in

such manner as he/she/it may be directed under the Original Form of Proxy, and in respect of the proposed ordinary resolution no. 3(A) as set out in this supplemental notice of the AGM, the proxy will be entitled to vote at his/her/its discretion or to abstain from voting on such resolution.

- (b) If the Revised Form of Proxy is lodged with the Company's branch share registrar in Hong Kong in accordance with the instructions printed thereon at or before 48 hours before the time appointed for the AGM or any adjournment thereof, the Revised Form of Proxy will revoke and supersede the Original Form of Proxy previously lodged by the Shareholder. The Revised Form of Proxy will be treated as a valid proxy form lodged by the Shareholder if correctly completed.
 - (c) If the Revised Form of Proxy is lodged after 48 hours before the time appointed for the AGM or any adjournment hereof, the Revised Form of Proxy will be deemed invalid. The Revised Form of Proxy will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid proxy form lodged by the Shareholder if correctly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder, and in respect of the proposed ordinary resolution no. 3(A) as set out in this supplemental notice of the AGM, the proxy will be entitled to vote at his/her/its discretion or to abstain from voting on such resolution.
- (vii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as 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.
- (viii) The register of members of the Company will be closed from Tuesday, 27 June 2023 to Friday, 30 June 2023, both days inclusive, in order to determine the identity of the shareholders of the Company who are entitled to attend and vote at the AGM, during which period no share transfers will be registered. To be eligible to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 26 June 2023.
- (ix) The register of members of the Company will also be closed from Monday, 17 July 2023 to Monday, 24 July 2023, both days inclusive, in order to determine the entitlement of the shareholders of the Company to receive the final dividend, during which period no share transfers will be registered. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, 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, 14 July 2023.
- (x) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this supplemental notice of the AGM will be taken by poll at the above meeting.

As at the date of this notice, the executive Directors are Mr. Li Yunong, Ms. Liu Hongwei, Mr. Ren Caiyin, Ms. Yang Li and Mr. Li Yasheng; and the independent non-executive Directors are Mr. Guo Litian, Mr. Yao Zhijun and Mr. Wan Joseph Jason.