

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**21世紀教育**  
21ST CENTURY EDUCATION

**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)**

**MAJOR TRANSACTION  
DELAY IN DESPATCH OF CIRCULAR  
AND  
AN EXTRAORDINARY GENERAL MEETING TO BE CONVENED**

References are made to the announcements of China 21st Century Education Group Limited (the “**Company**”) dated 6 September 2023 and 25 September 2023 in relation to the upward adjustment to the consideration of (1) the General Construction Contract for Comprehensive Teaching Buildings; and (2) the General Construction Contract for Canteens and Dormitory Buildings, both due to the change of construction plan and the incurrence of additional raw materials, machinery usage fee and labour cost, etc. (collectively the “**Announcements**”). References are also made to the announcements of the Company dated 26 September 2023 and 27 October 2023 in relation to the grant of waiver from strict compliance with Rule 14.41(a) of the Listing Rules (collectively the “**Waiver Announcements**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements and the Waiver Announcements.

As disclosed in the Announcements and the Waiver Announcements, a circular containing, *inter alia*, further details of the upward adjustment to the consideration of the General Construction Contract for Comprehensive Teaching Buildings and the upward adjustment to the consideration of the General Construction Contract for Canteens and Dormitory Buildings (the “**Circular**”) will be despatched to the Shareholders on or before 24 November 2023.

As the time required for confirming and finalising certain financial information to be contained in the Circular by the relevant banks and the review of financial information of the Company by the relevant professional party is longer than originally contemplated, the Company is not able to despatch the Circular to the Shareholders before 24 November 2023. Accordingly, in order to allow the Company sufficient time to prepare and finalise the information to be included in the Circular and for good corporate governance practice, the Company will convene an extraordinary general meeting

(the “**EGM**”) to consider and, if thought fit, approve the upward adjustment to the consideration of the General Construction Contract for Comprehensive Teaching Buildings and the upward adjustment to the consideration of the General Construction Contract for Canteens and Dormitory Buildings, instead of relying on the written Shareholder’s approval pursuant to Rule 14.44 of the Listing Rules obtained from Sainange Holdings Company Limited.

As additional time is required to prepare and finalise the information in the Circular, the date of despatch of the Circular together with a notice of EGM is expected to be postponed to a date on or before 29 February 2024.

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

Hong Kong, 6 December 2023

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