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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)

**(I) POLL RESULTS OF ANNUAL GENERAL MEETING HELD
ON 25 MAY 2021,
(II) PAYMENT OF THE FINAL DIVIDEND
AND
(III) RETIREMENT AND APPOINTMENT OF NON-EXECUTIVE
DIRECTOR**

- The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM held on 25 May 2021.
- The proposed payment of the Final Dividend of HK 2.7 cents per ordinary share for the year ended 31 December 2020 was approved at the Meeting and will be paid on or about Thursday, 17 June 2021 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 2 June 2021.
- Mr. Klaus Michael ZIMMER has retired as a non-executive Director of the Company at the conclusion of the AGM and Mr. SUN Yinhuan has been elected as a non-executive Director of the Company with effect from the conclusion of the AGM.

The board of directors (the “**Board**”) of Neusoft Education Technology Co. Limited (the “**Company**”) is pleased to announce the poll results of the annual general meeting of the Company (the “**AGM**”) held at No. 6 Software Park Road, Dalian, Liaoning, China on Tuesday, 25 May 2021 at 10 a.m.

Reference is made to the notice (the “**AGM Notice**”) of the AGM (the “**Meeting**”) and the circular (the “**Circular**”) of the Company both dated 22 April 2021. Unless the context requires otherwise, terms used herein shall have the same meanings as those defined in the Circular.

(I) POLL RESULTS OF AGM

The Board is pleased to announce that the Meeting was held on 25 May 2021, and the proposed resolutions as set out in the AGM Notice (the “**Resolutions**”) were duly passed by the shareholders (the “**Shareholders**”) by way of poll. The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
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 2020.	516,492,000 (100%)	0 (0%)
2.	(a) To declare a final dividend of HK 2.7 cents per ordinary share (the “ Final Dividend ”) for the year ended 31 December 2020.	516,492,000 (100%)	0 (0%)
	(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.	516,492,000 (100%)	0 (0%)
3.	(a) To re-elect the following retiring Directors of the Company:		
	i. Dr. LIU Jiren as a non-executive Director of the Company;	516,492,000 (100%)	0 (0%)
	ii. Dr. WEN Tao as an executive Director of the Company;	516,492,000 (100%)	0 (0%)
	iii. Mr. RONG Xinjie as a non-executive Director of the Company;	516,492,000 (100%)	0 (0%)
	iv. Dr. YANG Li as a non-executive Director of the Company;	516,492,000 (100%)	0 (0%)
	v. Dr. ZHANG Yinghui as a non-executive Director of the Company;	516,492,000 (100%)	0 (0%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
	vi. Dr. LIU Shulian as an independent non-executive Director of the Company;	516,492,000 (100%)	0 (0%)
	vii. Dr. QU Daokui as an independent non-executive Director of the Company; and	516,492,000 (100%)	0 (0%)
	viii. Dr. WANG Weiping as an independent non-executive Director of the Company.	516,492,000 (100%)	0 (0%)
	(b) To elect Mr. SUN Yinhan as a non-executive Director of the Company.	516,492,000 (100%)	0 (0%)
	(c) To authorise the board of the Directors to fix the remuneration of the Directors.	516,492,000 (100%)	0 (0%)
4.	To re-appoint PricewaterhouseCoopers as the Auditors and authorise the board of the Directors to fix their remuneration.	516,492,000 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to allot, issue and deal with the securities in the capital of the Company not exceeding the aggregate of 20% of the total number of shares of the Company in issue as at the date of the Meeting.	516,492,000 (100%)	0 (0%)
6.	To grant a general mandate to the Directors to repurchase the securities of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of the Meeting.	516,492,000 (100%)	0 (0%)
7.	To extend, conditional upon the passing of resolutions no. 5 and 6 above, the general mandate to issue new shares under resolution no. 5 by adding the total number of shares of the Company repurchased under resolution no. 6.	516,492,000 (100%)	0 (0%)

As at the date of the Meeting, the total number of issued shares of the Company was 666,667,200 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against all resolutions. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the Resolutions according to Rule 13.40 of the Listing Rules. There was no Shares entitling the holders to attend and vote only against any of the Resolutions. None of the Shareholders were required to abstain from voting at the Meeting and there was no restriction on any Shareholders to cast vote on any of the Resolutions. None of the Shareholders has stated his/her/its intention in the Circular to vote against any of the Resolutions or to abstain from voting at the AGM.

Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer at the Meeting for the purpose of vote-taking.

As more than 50% of the votes attaching to the shares held by the Shareholders present and voting in person or by proxy at the Meeting were cast in favour of each of the Resolutions, the Resolutions were duly passed as the ordinary resolutions.

(II) PAYMENT OF THE FINAL DIVIDEND

The proposed payment of the Final Dividend of HK 2.7 cents per ordinary share for the year ended 31 December 2020 was approved at the Meeting and will be paid on or about Thursday, 17 June 2021 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 2 June 2021.

The register of members of the Company will be closed from Monday, 31 May 2021 to Wednesday, 2 June 2021 (both days inclusive), for the purpose of determining the entitlements to the Final Dividend for the year ended 31 December 2020. The record date will be Wednesday, 2 June 2021. In order to qualify for the Final Dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 28 May 2021.

(III) RETIREMENT OF NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Klaus Michael ZIMMER (“**Mr. Zimmer**”), a non-executive Director of the Company, who did not offer himself for re-election at the AGM after the expiration of his term of services, has retired as a non-executive Director of the Company at the conclusion of the AGM.

Mr. Zimmer has confirmed that he has no disagreement with the Board and there is no matter in relation to his retirement that needs to be brought to the attention of the Shareholders of the Company.

The Board would like to express its gratitude to Mr. Zimmer for his valuable efforts and contributions to the Company during his tenure of office.

(IV) APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that, with effect from the conclusion of the AGM, Mr. SUN Yinhuan (“**Mr. Sun**”) has been elected as a non-executive Director of the Company. His biographical details are set out below:

Mr. Sun, aged 71, is a director of Neusoft Holdings, one of the Controlling Shareholders of the Company. 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) (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 (第四屆中國經濟社會理事會). Mr. Sun received his bachelor degree in Construction Engineering from the Dalian University of Technology.

Save as disclosed above, Mr. Sun did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, other substantial or Controlling Shareholders (as defined in the Listing Rules) of the Company, nor does he hold any other positions with the Company or any of its subsidiaries.

As at the date of this announcement, Mr. Sun, through Deluxe Ease Limited and Century Bliss International Limited, which are interested in 65,010,000 Shares of the Company, is deemed interested in such shares under the SFO. Save as disclosed herein, Mr. Sun does not have, and is not deemed to have any other interests or short position in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Sun has entered into a letter of appointment with the Company under which he will be appointed for a term of three years, subject to rotation and re-election at annual general meetings in accordance with the articles of association of the Company as may be amended from time to time. Mr. Sun’s emolument, if any, will be determined by the Board from time to time under the authority granted to the Board by the shareholders and in accordance with the recommendation of the remuneration committee of the Board by reference to his experience and responsibilities, the Company’s performance, remuneration policy and prevailing market conditions. Mr. Sun is not entitled to receive any remuneration from the Company in his capacity as non-executive Director under the letter of appointment.

There is no information which is discloseable nor is Mr. Sun involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Sun that need to be brought to the attention of the Shareholders.

The Board would like to express its warmest welcome to Mr. Sun on his appointment.

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

Hong Kong, 25 May 2021

As at the date of this announcement, the board of Directors comprises Dr. WEN Tao as executive Director; Dr. LIU Jiren, Mr. RONG Xinjie, Dr. YANG Li, Dr. ZHANG Yinghui and Mr. SUN Yinhuan as non-executive Directors; and Dr. LIU Shulian, Dr. QU Daokui and Dr. WANG Weiping as independent non-executive Directors.