
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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
GRANTING OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
ELECTION OF A NON-EXECUTIVE DIRECTOR,
DECLARATION AND PAYMENT OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at No. 66 North Section, Shu Ma Road, Dalian, Liaoning, China and by way of live webcast to participate in the AGM on Friday, 27 May 2022 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 Level 54, Hopewell Centre, 183 Queen’s Road East, 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 Wednesday, 25 May 2022) 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.

27 April 2022

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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, Dalian, Liaoning, China on Friday, 27 May 2022 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”	the articles of association of the Company conditionally adopted on 11 September 2020 with effect from the Listing Date, as amended from time to time
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law (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 HK14.1 cents per Share as recommended by the Board for the year ended 31 December 2021
“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
“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”	14 April 2022, 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

DEFINITIONS

“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
“SFC”	Securities and Futures Commission of Hong Kong
“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
“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.

SPECIAL ARRANGEMENTS FOR THE AGM

Due to the recent development of the COVID-19 pandemic situation in Hong Kong and China and the travel restriction currently imposed on the border between Hong Kong and China, the following additional arrangements will be made for the AGM:

- (a) 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.

Shareholders who would like to view and participate to 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 25 May 2022 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) to enable the Company to verify the Shareholders' status.

Authenticated Shareholders will receive an email confirmation on or before 26 May 2022, 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 to the AGM; and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

Vote by appointing the chairman of the AGM or any other person as proxy

All resolutions at the AGM will be decided on a poll. Shareholders who wish to vote on any resolution at the AGM should appoint the chairman of the AGM or any other person as his/her/its proxy to exercise the right to vote at the AGM in accordance with as his/her/its instructions. In appointing the chairman of the AGM or other person as proxy, Shareholders (whether individual or corporate) must give specific instructions as to vote in the proxy forms.

The proxy form has been posted to Shareholders together with the Circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (<http://www.neuedu.com>). For Shareholders who are not a registered Shareholder (e.g. the Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), Shareholders should consult directly with his/her/its banks or brokers or custodians (as the case may be) for assistance in the appointment of a proxy.

The proxy form should be returned to 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 as soon as possible and in any event not later than 48 hours before the time for holding the AGM (i.e. not later than 10:00 a.m. on Wednesday, 25 May 2022) or any adjournment thereof.

SPECIAL ARRANGEMENTS FOR THE AGM

Ask questions before or during the AGM

The AGM is an important opportunity for all Shareholders to express their views by asking questions and voting. Shareholders' participation in the AGM continues to be important. Shareholders who would like to submit a question on the business of the AGM in advance is welcome to send such question or matter in writing to the Company's head office and principal place of business in PRC at No. 8, Software Park Road, Ganjingzi District, Dalian, Liaoning, China (for the attention of the board of directors) or by email at IR@neuedu.com. Shareholders can also submit questions during the AGM through the VooV. The Board will arrange for as many of the questions asked to be answered as possible at the AGM.

Changes to arrangements

We are closely monitoring the development and impact of COVID-19 and may implement further changes and precautionary measures. Should any changes be made to the AGM arrangements we will notify Shareholders via an announcement posted on the websites of the Stock Exchange (www.hkexnews.hk) and of the Company (<http://www.neuedu.com>).

If Shareholders have any questions relating to the AGM, please contact the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited as follows:

Tricor Investor Services Limited

Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong

Email: is-enquiries@hk.tricorglobal.com

Tel: (852) 2980 1333 during business hours (9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong Public Holidays)

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

Executive Director:

Dr. WEN Tao

Non-executive Directors (aside from our chairperson):

Mr. RONG Xinjie

Dr. YANG Li

Dr. ZHANG Yinghui

Mr. SUN Yinhuan

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

Independent non-executive Directors:

Dr. LIU Shulian

Dr. QU Daokui

Dr. WANG Weiping

27 April 2022

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
ELECTION OF A NON-EXECUTIVE DIRECTOR,
DECLARATION AND PAYMENT OF FINAL DIVIDEND
AND
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 election of a non-executive

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Director; and (iv) the proposed declaration and payment of the Final Dividend for the year ended 31 December 2021; and (v) 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 25 May 2021, 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.

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 669,803,735 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 133,960,747 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 669,803,735 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 66,980,373 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

LETTER FROM THE BOARD

- (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. WEN Tao as executive Director, Dr. LIU Jiren, Mr. RONG Xinjie, Dr. YANG Li, Dr. ZHANG Yinghui and Mr. SUN Yinhan as non-executive Directors and Dr. LIU Shulian, Dr. QU Daokui and Dr. WANG Weiping as independent non-executive Directors.

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, Dr. LIU Jiren, Dr. WEN Tao and Dr. YANG Li (“**Dr. YANG**”) shall retire from offices as Directors at the AGM. Except for Dr. YANG, who does not offer himself for re-election due to job change, 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.

Dr. YANG shall retire as a Director at the conclusion of the AGM. Dr. YANG confirmed that he has no disagreement with the Board and there is no matter which needs to be brought to the attention of shareholders of the Company in respect of his retirement.

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.

4. PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

The board recommends the election of Dr. ZHANG Xia (張霞) (“**Dr. Zhang**”) as a non-executive Director of the Company with effect from the conclusion of the AGM. The board considers that Dr. Zhang has extensive knowledge and rich management experience in higher education industry, she will provide

LETTER FROM THE BOARD

contributions to the Group and the Board diversity will be enhanced. The biographical details of Dr. Zhang are set out in Appendix II to this circular. Save as disclosed in this circular, there are no other matters in relation to the proposed election of Dr. Zhang as a non-executive Director that need to be brought to the attention of the Shareholders, and there is no information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

5. DECLARATION AND PAYMENT OF FINAL DIVIDEND

At the meeting of the Board held on Thursday, 31 March 2022, the Board recommended the payment of a final dividend of HK14.1 cents per ordinary share for the year ended 31 December 2021 to the shareholders whose names appear on the register of members of the Company on Tuesday, 7 June 2022. The Final Dividend will be paid on or about Friday, 24 June 2022 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 669,803,735 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\$94.44 million.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 20 May 2022 to Friday, 27 May 2022 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, 27 May 2022. The record date will be Friday, 27 May 2022. 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Thursday, 19 May 2022.

The register of members of the Company will be closed from Thursday, 2 June 2022 to Tuesday, 7 June 2022 (both days inclusive), for the purpose of determining the entitlement to the Final Dividend for the year ended 31 December 2021. The record date will be Tuesday, 7 June 2022. 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 1 June 2022.

7. 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; (iii) the election of a non-executive Director; and (iv) declaration and payment of the Final Dividend for the year ended 31 December 2021.

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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM

LETTER FROM THE BOARD

(i.e. before 10 a.m. on Wednesday, 25 May 2022) 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.

In view of the ongoing COVID-19 epidemic, the Company will implement the following practical measures to try to avoid the spread of COVID-19 at the AGM:

- (i) Compulsory body temperature check will be conducted, and any person with a body temperature beyond normal range will be denied entry into the venue;
- (ii) Compulsory wearing of surgical mask throughout the AGM; and
- (iii) The Company will maintain appropriate distance and space in the venue.

The Company advises Shareholders, who intend to attend the AGM, to preferably consider to submit the form of proxy for voting instead of attending the AGM in person. 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>).

8. 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 election of a non-executive Director; and (iv) 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.

9. 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

10. GENERAL

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

11. 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

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 669,803,735 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 66,980,373 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 2021 (as disclosed in its latest audited financial statements for the year ended 31 December 2021), 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.

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 Law, 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 Law, 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 have undertaken to the Stock Exchange that, so far as the same may be applicable, they will 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 Company 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 468,136,000 Shares or approximately 69.89% 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 150,245,000 Shares of approximately 22.43%; (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 252,881,000 Shares or approximately 37.75%; and (c) the full aggregate amount of Shares held by the Proxy Grantor, i.e. Century Bliss International Limited, being 65,010,000 Shares or approximately 9.71%, in our Company. 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 77.66% 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 Company has 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.

7. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding 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>
2021		
April	5.75	4.9
May	6.43	5.27
June	7.06	5.96
July	6.05	5.14
August	5.75	5.2
September	5.39	5
October	5.92	4.92
November	5.57	5.2
December	5.47	5.01
2022		
January	5.4	3.74
February	4.95	4.37
March	4.66	3.35
April (up to the Latest Practicable Date)	4.11	3.71

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.

CHAIRPERSON

Dr. LIU Jiren (劉積仁)

Dr. J. Liu, aged 66, is a non-executive Director, chairperson of our Board, chairperson of the Nomination Committee, and member of the Remuneration Committee. He is a core founding member of our Group (and Dalian Neusoft Holdings Co., Ltd. (大連東軟控股有限公司) (“**Neusoft Holdings**”) and its subsidiaries (excluding our Group)) and is currently the director or chairperson of the board of a number of our Group members, including: (i) Dalian Neusoft Software Park Industry Development Co., Ltd. (大連東軟軟件園產業發展有限公司) (“**Dalian Development**”), since July 2002; (ii) our universities, since establishment; (iii) our two School Sponsors, Chengdu Neusoft Information Technology Development Co., Ltd. (成都東軟信息技術發展有限公司) (“**Chengdu Development**”), since July 2002, and Foshan Nanhai Neusoft Information Technology Development Co., Ltd. (佛山市南海東軟信息技術發展有限公司) (“**Foshan Development**”), since January 2002; (iv) Neusoft Education Technology (HK) Co. Limited, since September 2018; (v) Neusoft Education Technology (BVI) Co. Limited, since September 2018; (vi) Dalian Neusoft Ruixin Technology Development Co. Limited (大連東軟睿新科技發展有限公司) (“**Neusoft Ruixin**”), since establishment; and (vii) Tianjin Neusoft Ruidao Education Information Technology Co., Ltd. (天津東軟睿道教育信息技術有限公司) (“**Tianjin Ruidao**”), since March 2012. Dr. J. Liu is also the chairperson of Neusoft Holdings, since November 2011.

Dr. J. Liu received his bachelor’s, master’s and doctorate degrees in computing (計算機) from Northeastern University (東北大學), China, in April 1980, December 1982 and November 1987, respectively.

Aside from our Group, Dr. J. Liu has more than 30 years of experience in the education industry. He was formerly a lecturer from May 1987 to June 1988 and a vice-principal from March 1995 to August 2014 and he has been a professor of Northeastern University since June 1988. Dr. J. Liu is the chairperson since August 1999 and was the CEO from June 2008 to April 2021 of Neusoft Corporation (東軟集團股份有限公司) (“**Neusoft Corporation**”), a company whose shares have been listed on the Shanghai Stock Exchange (stock code: 600718), since June 1996.

Dr. J. Liu 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 an initial 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 1 months’ notice in writing served by either party on the other. Dr. J. Liu is not entitled to receive any remuneration in his capacity as non-executive Director under the appointment letter.

As at the Latest Practicable Date, Dr. J. Liu was interested and deemed to be interested in 468,136,000 Shares pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Dr. J. Liu 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.

EXECUTIVE DIRECTOR

Dr. WEN Tao (溫濤)

Dr. Wen, aged 59, is our executive Director, chief executive officer and president of our Company. He holds various directorships within our Group, including: (i) principal and director of Dalian Neusoft Vocational College of Information Technology from June 2000 to May 2012 (merged into Dalian Neusoft University of Information (大連東軟信息學院) (“**Dalian University**”) in 2012); principal of Dalian University from April 2004 to March 2022, director of Dalian University since April 2004, and vice-chairperson of Dalian University since April 2020; director of Chengdu Neusoft University (成都東軟學院) (“**Chengdu University**”) and Neusoft Institute, Guangdong (廣東東軟學院) (“**Guangdong University**”) since establishment, and vice-chairperson of Chengdu University and Foshan University since May 2018 and June 2019, respectively; (ii) director of our two School Sponsors, Chengdu Development, since July 2002, and Foshan Development, since January 2002; (iii) director and general manager of Dalian Development since July 2002 and January 2012, respectively; (iv) director and general manager of Neusoft Ruixin since May 2019; (v) director and general manager of Dalian Neusoft Education Technology Group Co. Limited (大連東軟教育科技集團有限公司) since August 2018; and (vi) director of Tianjin Ruidao since March 2012. Dr Wen is currently the director or executive director or chairperson of a number of our Group members including: Dalian Neusoft Industry Management Services Co., Ltd. (大連東軟產業管理服務有限公司), Dalian Yunguan Information Technology Co., Ltd. (大連雲觀信息技術有限公司), Shanghai Ruixiang Information Technology Co., Ltd. (上海芮想信息科技有限公司), Dalian Neusoft Electronic Press Co., Ltd. (大連東軟電子出版社有限公司), Dalian Neusoft Technology Development Co., Ltd. (大連東軟科技發展有限公司) and Dalian High-tech Zone Neusoft Training School Co., Ltd.

Dr. Wen received his bachelor’s degree in aviation electrical engineering (航空電氣工程) and master’s degree in engineering (majoring in signals, circuits and systems) (信號、電路與系統) from Northwestern Polytechnical University (西北工業大學), China, in July 1984 and April 1987, respectively. He also completed a doctorate degree in engineering (工學) at Northeastern University (東北大學) (formerly known as Northeastern University of Technology (東北工學院)), China, in March 1994.

Dr. Wen is a director since November 2011 and vice-president of Neusoft Holdings from January 2013 to May 2021, one of our Controlling Shareholders and the Registered Shareholder of Dalian Development. He also holds a number of directorships in related companies of Neusoft Holdings, including: Dalian Ruidao Yibo Education Information Technology Co., Ltd. (大連睿道易博教育信息技術有限公司), since August 2018, as well as a supervisory position in Shenyang Kang Ruidao Consulting Co., Ltd. (瀋陽康睿道諮詢有限公司) (“**Shenyang Kang Ruidao**”), since December 2014. Shenyang Kang Ruidao holds interests in Neusoft Holdings through Dalian Kang Ruidao Management Consulting Centre (Limited Partnership) (大連康睿道管理諮詢中心(有限合夥)) and Dalian Neusoft Siwei Technology Development Co., Ltd. (大連東軟思維科技發展有限公司).

Dr. Wen was (or is currently) appointed to a number of positions on professional and government bodies, including: a member of the National Evaluation Committee for the Establishment of Institutions of Higher Learning, Vice Chairman of the National Teaching Steering Committee for Industry and Information Sector, Member of the Teaching Steering Committee for Software Engineering Major in Institutions of Higher Learning of the Ministry of Education, Chairman of Vocational Education Committee of China Institute of Communications, Supervisor of Liaoning Private Education Association, and Deputy to Dalian Municipal People's Congress. He has won the "National Advanced Individual of Vocational Education", "Innovation Award of China's Private Higher Education", "China's Most Charming President", "China's Outstanding Educator", "University President Loved by Students", "Liaoning Province Outstanding Educators", "Liaoning May 1st Medal", "Liaoning Province Outstanding Experts", "Dalian Special Grade Labor Model" and the first prize of National Teaching Achievement of Higher Education.

Dr. Wen has re-entered into a service agreement with the Company on 25 May 2021, pursuant to which, his appointment as a Director shall commence from 25 May 2021, and continue for an initial 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 3 months' notice in writing served by either party on the other. Dr. Wen is not entitled to receive any remuneration in his capacity as executive Director under the service agreement.

As at the Latest Practicable Date, Dr. Wen was interested and deemed to be interested in 9,595,000 Shares pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Dr. Wen 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.

The following are details of Dr. ZHANG Xia, who is proposed to be elected as a non-executive Director at the AGM.

Dr. ZHANG Xia (張霞)

Dr. ZHANG Xia (張霞) ("**Dr. Zhang**"), aged 56, has been a director and president of Shenyang Neusoft Intelligent Medical Technology Research Institute Limited (瀋陽東軟智能醫療科技研究院有限公司) since its establishment and a director of Hanlang Network Information Technology (Beijing) Limited (漢朗網絡信息科技(北京)有限公司) since June 2017. Since joining Neusoft Corporation in January 1993, Dr. Zhang has served in various positions such as the head of Database System Department, Software Center, the head of Software Products Business Department and the director of Software Technology Center, and in particular, during the period from November 2004 to April 2021, she worked as senior vice president, chief technology officer and chief knowledge officer of Neusoft Corporation. Dr. Zhang was awarded the "Most Leading CTO Award" (最具領導力CTO獎) and the "Most Valuable CTO Award" (最具價值CTO獎) in China by CSDN & ITValue in December 2014.

Dr. Zhang received a bachelor's degree in computer science, a master's degree in computer application and doctor's degree in computer application from Northeastern University (東北大學), China, in July 1986, March 1989 and March 1995, respectively. She has been a professor of Northeastern University since April 2002. She is currently a recipient of the third batch of 100 Persons' Level of Liaoning Province's Ten Million Talents Project (遼寧省第三批百千萬人才工程百人層次), an Outstanding Talent in Shenyang City (瀋陽市傑出人才), May Day Labour Medal in Shenyang City (瀋陽市五一勞動獎章) and a recipient of the Special Government Allowance of State Council (國務院政府特殊津貼).

Dr. Zhang is now working with several professional groups and has made outstanding achievements, including without limitation, acting as deputy director of National Computer Software Engineering Research Center (計算機軟件國家工程研究中心), vice chairman of the Computer Engineering and Application Branch of China Electronics Institute (中國電子學會計算機工程與應用分會) since June 2017, and the outstanding member of China Computer Institute (中國計算機學會) since 27 September 2020, etc. Dr. Zhang also acted as the project leader or project executive leader for more than ten projects, such as National 973 Project, 863 Project, Nuclear Takamoto (核高基), key research projects of the National Natural Science Foundation, and Technological Innovation 2030, and was honored with the second and third prizes for national science and technology progress and the first prize in the science and technology progress award granted by the Ministry of Education and the provincial and municipal departments.

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

As at the Latest Practicable Date, Dr. Zhang 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.

Dr. Zhang will enter into a letter of appointment with the Company under which she will be appointed for a term of three years, subject to rotation and re-election at annual general meetings in accordance with the Articles. Dr. Zhang will not receive any Director's emolument during her term as Director.

There is no information which is discloseable nor is Dr. Zhang 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 Dr. Zhang that need to be brought to the attention of the Shareholders.

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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)

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, Dalian, Liaoning, China and by way of live webcast to participate in the AGM on Friday, 27 May 2022 at 10 a.m. for the following purposes:

As Ordinary Business

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 2021.
2. (a) To declare a final dividend of HK14.1 cents per ordinary Shares (the “Final Dividend”) for the year ended 31 December 2021.

(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. Dr. LIU Jiren as a non-executive Director of the Company; and
 - ii. Dr. WEN Tao as an executive Director of the Company.
(b) To elect Dr. ZHANG Xia as a non-executive Director of the Company.

(c) To authorise the board of the Directors to fix the remuneration of the Directors.
4. To re-appoint PricewaterhouseCoopers as the Auditors and authorise the board of the Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

“**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;
- (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, 27 April 2022

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 Level 54, Hopewell Centre, 183 Queen's Road East, 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 Wednesday, 25 May 2022) 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 Friday, 20 May 2022 to Friday, 27 May 2022 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, 27 May 2022. 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Thursday, 19 May 2022.
8. For the purpose of determining the entitlement to the Final Dividend for the year ended 31 December 2021, the register of members of the Company will be closed from Thursday, 2 June 2022 to Tuesday, 7 June 2022 (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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 1 June 2022.
9. If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" caused by super typhoons 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. In view of the ongoing COVID-19 epidemic, the Company will implement the following prevention and control measures targeting COVID-19 at the AGM to protect Shareholders from infection:
 - (i) Compulsory body temperature check will be conducted, and any person with a body temperature beyond normal range will be denied entry into the venue;
 - (ii) Every Shareholder or authorized representative must wear a surgical mask; and
 - (iii) The Company will maintain appropriate distance and space in the venue.

The Company advises Shareholders, who intend to attend the AGM, to preferably consider to submit the form of proxy for voting instead of attending the AGM in person. 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).

11. 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.

Shareholders who would like to view and participate to 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 25 May 2022 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) to enable the Company to verify the Shareholders' status.

NOTICE OF ANNUAL GENERAL MEETING

Authenticated Shareholders will receive an email confirmation on or before 26 May 2022, 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 to the AGM; and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary.

All resolutions at the AGM will be decided on a poll. Shareholders who wish to vote on any resolution at the AGM should appoint the chairman of the AGM or any other person as his/her/its proxy to exercise the right to vote at the AGM in accordance with as his/her/its instructions. In appointing the chairman of the AGM or other person as proxy, Shareholders (whether individual or corporate) must give specific instructions as to vote in the proxy forms.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

12. 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. YANG Li, 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 Director.