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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)**

### **CHANGE OF JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The Board hereby announces the following changes in the Company with effect from 28 January 2019:

- (i) Ms. Liu Qingli has resigned as a joint company secretary and an authorised representative of the Company; and
- (ii) Mr. Zheng Tieqiu has been appointed as a joint company secretary and an authorised representative of the Company.

The Board further announces that the Stock Exchange has granted a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Zheng Tieqiu as a joint company secretary of the Company, who currently does not possess the academic or professional qualifications specified under Rule 3.28 of the Listing Rules.

### **RESIGNATION OF JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The board of directors (the “**Board**”) of China 21st Century Education Group Limited (the “**Company**”, together with the subsidiaries of the Company, collectively the “**Group**”) announces that Ms. Liu Qingli (劉青莉) (“**Ms. Liu**”) has tendered her resignation as a joint company secretary of the Company under Rules 3.28 and 8.17 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and an authorised representative of the Company under Rule 3.05 of the Listing Rules due to the change of her work arrangements with effect from 28 January 2019.

Ms. Liu has confirmed that she has no disagreement with the Board and there is no other matter relating to her resignation which has to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or the Stock Exchange.

The Company would like to express its sincere gratitude to Ms. Liu for her positive contribution to the Company as a joint company secretary and an authorised representative during her term of office.

## **APPOINTMENT OF JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The Board is pleased to announce that it has resolved to appoint Mr. Zheng Tieqiu (鄭鐵球) (“**Mr. Zheng**”), the assistant to the chief executive officer of the Company, as a joint company secretary and an authorised representative of the Company in place of Ms. Liu under Rules 3.28 and 8.17 of the Listing Rules with effect from 28 January 2019.

The biographical details of Mr. Zheng are set out below:

**Mr. Zheng Tieqiu (鄭鐵球)**, aged 35, is an assistant to the chief executive officer of the Company and is primarily responsible for the management of the Group’s capital operations department and the brand and public relations department. Mr. Zheng has over 8 years of experience in corporate governance of listed companies, capital operations and corporate management. From July 2010 to July 2012, he served as investor relations manager and securities affairs representative in Telling Telecommunication Holding Co., Ltd. (天音通信控股股份有限公司) (a company listed on Shenzhen Stock Exchange, stock code: 000829). From August 2012 to March 2017, he served as the capital operations manager of the board office and listing office of China Huarong Asset Management Co., Ltd. (中國華融資產管理股份有限公司) (stock code: 2799). From March 2018 to September 2018, he served as the secretary of the board and assistant vice president of GCL System Integration Technology Co., Ltd. (協鑫集成科技股份有限公司) (a company listed on Shenzhen Stock Exchange, stock code: 002506) and was in charge of the securities department, and he has good understanding of the relevant provisions for domestic and overseas capital markets. He joined the Company in October 2018. Mr. Zheng graduated from Renmin University of China in July 2010 with a master’s degree in industrial economics.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Zheng that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirements of the Listing Rules.

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

Mr. Zheng currently does not possess the academic or professional qualifications of a company secretary as required under Rules 3.28 and 8.17 of the Listing Rules. The Company has applied to the Stock Exchange for a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules.

On 25 January 2019, the Stock Exchange has granted a waiver (the “**Waiver**”) from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Mr. Zheng as a joint company secretary of the Company for an initial period of three years commencing from the date of appointment of Mr. Zheng (the “**Waiver Period**”). The Waiver was granted on the conditions as follows:

- (i) Mr. Zheng will be assisted by Ms. Wong Sau Ping (黃秀萍) (“**Ms. Wong**”) during the Waiver Period;
- (ii) the Company shall notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. The Stock Exchange expects that after the end of the Waiver Period, the Company will be able to demonstrate that Mr. Zheng satisfies Rule 3.28 of the Listing Rules, having had the benefit of Ms. Wong’s assistance such that a further waiver will not be necessary; and
- (iii) the Company will announce details of the Waiver, including reasons and conditions.

The Waiver applies to this case only and will be revoked immediately if and when Ms. Wong ceases to provide assistance to Mr. Zheng. The Stock Exchange may withdraw or change the Waiver if the Company’s situation changes.

The Board would like to express its warmest welcome to Mr. Zheng for taking up the appointment.

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

Hong Kong, 28 January 2019

*As at the date of this announcement, executive directors of the Company are Mr. Li Yunong, Mr. Liu Zhanjie, Ms. Liu Hongwei, Mr. Ren Caiyin and Ms. Yang Li; and independent non-executive directors of the Company are Mr. Guo Litian, Mr. Ma Guoqing and Mr. Yao Zhijun.*

\* *For identification purpose only*