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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)

**CHANGE OF JOINT COMPANY SECRETARY AND
AUTHORISED REPRESENTATIVE
AND
WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF
THE LISTING RULES**

The Board hereby announces the following changes in the Company with effect from 25 October 2021:

- (i) Mr. Zheng Tieqiu has resigned as a joint company secretary and an authorised representative of the Company; and
- (ii) Mr. Yang Yang 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. Yang Yang 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 Mr. Zheng Tieqiu (鄭鐵球) (“**Mr. Zheng**”) has tendered his 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 work arrangement with effect from 25 October 2021.

Mr. Zheng has confirmed that he has no disagreement with the Board and there is no other matter relating to his 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 Mr. Zheng for his positive contribution to the Company as a joint company secretary and an authorised representative during his term of office.

APPOINTMENT OF JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board is pleased to announce that it has resolved to appoint Mr. Yang Yang (楊洋) (“**Mr. Yang**”) as a joint company secretary of the Company under Rules 3.28 and 8.17 of the Listing Rules and an authorised representative of the Company under Rule 3.05 of the Listing Rules in place of Mr. Zheng with effect from 25 October 2021. Ms. Wong Sau Ping (黃秀萍) (“**Ms. Wong**”) will remain as the other joint company secretary of the Company.

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

Mr. Yang Yang (楊洋), aged 37, joined the Group in June 2019 and served as a director of the capital market department of the Group from June 2019 up to now, where he was primarily responsible for the compliance and information disclosure issues management, public relations management, board affairs management and investor relations management of the Group. He is currently the head of capital market department and branding and public relations department of the Group.

Mr. Yang has over 15 years of experience in the board affairs management, corporate governance and public relations management, capital operations and investor relations management of listed companies. He has established good relationships and communication with the Board and members of the management of the Group. He continuously oversees and handles the Company’s information disclosure and compliance issues and plays an active role in the Company’s investor relations management and information disclosure. He has rich practical experience in applying and complying with the Listing Rules and other relevant laws and regulations.

From June 2015 to June 2019, Mr. Yang served as an investor relations director of PW Medtech Group Limited (普華和順集團公司) (a company listed on the Stock Exchange, stock code: 01358). From August 2012 to June 2015, he served as the head of the board office and investor relations manager of SPT Energy Group Inc. (華油能源集團有限公司*) (a company listed on the Stock Exchange, stock code: 01251). During the period from 2010 to 2012, he served as the deputy director of the board office and investor relations manager of HanKore Environment Tech Group Limited (漢科環境科技集團有限公司) (a company previously listed on Singapore Exchange). During the period from 2007 to 2009, he served as the assistant to the chairman and investor relations officer of V1 Group Limited (第一視頻集團有限公司) (now known as Crazy Sports Group Limited (瘋狂體育集團有限公司)) (a company listed on the Stock Exchange, stock code: 00082). Mr. Yang graduated from University of

Sunderland in the United Kingdom with a bachelor's degree in business administration in 2005. He obtained a master's degree in project management from University of Sunderland in the United Kingdom in 2007.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Yang 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 a company secretary by virtue of his/her academic or professional qualifications or relevant experience.

Although Mr. Yang does not possess the relevant qualifications as set out in Rule 3.28 of the Listing Rules, the Company believes that with his experience and academic qualifications and his familiarity with the Company's internal operations and management, he is capable of discharging the functions of company secretary. Besides, as the headquarters and principal business operations of the Company are located in Shijiazhuang, the People's Republic of China (the "**PRC**"), he, being a China-based candidate, the close proximity to the principal place of business of the Company in the PRC, and his significant involvement and close liaison with the Board makes the Company believes that Mr. Yang is an ideal candidate to serve as one of the joint company secretaries.

In light of the above, the Company has applied to the Stock Exchange for, and the Stock Exchange has granted a waiver (the "**Waiver**") from strict compliance with Rule 8.17 and Rule 3.28 of the Listing Rules with respect to the appointment of Mr. Yang as a joint company secretary, for an initial period of three years commencing from the date of his appointment as a joint company secretary (the "**Waiver Period**") on the conditions that:

- (i) Mr. Yang must be assisted by Ms. Wong, the other joint company secretary, throughout the Waiver Period; and
- (ii) the Waiver can be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek confirmation from the Stock Exchange that Mr. Yang, having had the benefit of Ms. Wong's assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Waiver applies to the appointment of Mr. Yang as a joint company secretary only and will be revoked immediately if and when Ms. Wong ceases to provide assistance to Mr. Yang. The Stock Exchange may withdraw or change the Waiver if the situation of the Company changes.

The biographical details of Ms. Wong are set out as follows:

Ms. Wong is an associate director of the Listing Services Department of TMF Hong Kong Limited (a global corporate services provider) and has over 20 years of experience in the company secretarial field. She is a fellow member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. Ms. Wong meets the qualification requirements of a company secretary under Rule 3.28 of the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Mr. Yang for taking up the appointment.

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

Hong Kong, 25 October 2021

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

* *For identification purpose only*