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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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 23 DECEMBER 2022**

Reference is made to the notice (the “**EGM Notice**”) of the extraordinary general meeting (the “**EGM**”) of China 21st Century Education Group Limited (the “**Company**”) dated 6 December 2022 and the circular of the Company of even date (the “**Circular**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the proposed resolution (the “**Proposed Resolution**”) as set out in the EGM Notice was passed by the Independent Shareholders by way of poll at the EGM held on 23 December 2022.

As at the date of the EGM, the total number of issued Shares was 1,161,204,000 Shares. As stated in the Circular, any Shareholders who have a material interest in the 2023 Entrustment Agreement shall abstain from voting on the resolution in relation thereto to be proposed at the EGM. As at the date of this announcement, Mr. Li and Ms. Luo are controlling shareholders of the Company, and have material interest in the 2023 Entrustment Agreement. As such, Mr. Li and Ms. Luo, who held 754,590,000 Shares and 92,736,000 Shares respectively, representing approximately 64.98% and 7.99% of the existing issued share capital of the Company, had abstained from voting on the ordinary resolution approving the 2023 Entrustment Agreement, the transactions contemplated thereunder and the corresponding proposed Annual Caps at the EGM.

The total number of Shares entitling the Shareholders to attend and vote at the EGM was 313,878,000 Shares. Save as disclosed above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Proposed Resolution at the EGM as set out in Rule 13.40 of the Listing Rules. Save as disclosed above, there were no restrictions on any Shareholders to cast votes on the Proposed Resolution at the EGM.

None of the Shareholders have stated the intention in the Circular to vote against or abstain from voting on the Proposed Resolution at the EGM.

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

The poll results in respect of the Proposed Resolution at the EGM were as follows:

ORDINARY RESOLUTION		No. of Votes (%)		Total number of Shares voted
		For	Against	
1.	<p>“THAT</p> <p>(a) the execution of the entrustment agreement dated 8 November 2022 (the “2023 Entrustment Agreement”) (copy of which has been produced to the EGM marked “A” and signed by the Chairman of the EGM for identification purpose) entered into between Hebei Lionful Education Investment Co., Ltd.* (河北廿一世紀教育投資有限公司) and Shijiazhuang Institute of Technology* (石家莊理工職業學院) by any director(s) of the Company be and is hereby approved, confirmed and ratified; and</p> <p>(b) any director(s) of the Company be and is hereby authorized to sign, execute, perfect and deliver all such documents and to affix the common seal of the Company on any such document as and when necessary and do all such deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with the implementation of the 2023 Entrustment Agreement, the transactions contemplated thereunder and the corresponding proposed annual caps for the three financial years ending 31 December 2025.”</p>	29,856,000 (100.0%)	0 (0.0%)	29,856,000

Note: The number of Shares voted and approximate percentage of Shares voted are based on the total number of the issued Shares held by the Shareholders who voted at the EGM in person or by proxy.

As more than 50% of votes were casted in favour of the above resolution, the Proposed Resolution was duly passed as ordinary resolution of the Company.

All Directors attended the EGM through electronic means. Directors who attended the EGM are as follows: executive Directors, being Mr. Li Yunong, Ms. Liu Hongwei, Mr. Ren Caiyin, Ms. Yang Li and Mr. Li Yasheng; and independent non-executive Directors, being Mr. Guo Litian, Mr. Yao Zhijun and Mr. Wan Joseph Jason.

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

Hong Kong, 23 December 2022

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

** for identification purposes only*