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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)**

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

This announcement is made by China 21st Century Education Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposed to amend the amended and restated memorandum and articles of association of the Company (the “**Articles of Association**”) to (i) reflect and align with the new requirements under the amended Appendix 3 to the Listing Rules which came into effect on 1 January 2022; (ii) provide flexibility to the Company in relation to the conduct of general meetings; and (iii) make certain other housekeeping changes (the “**Proposed Amendments**”). Accordingly, the Board proposed to adopt the second amended and restated articles of association (the “**Second Amended and Restated Articles of Association**”) of the Company which consolidates all the Proposed Amendments in substitution for, and to the exclusion of, the existing Articles of Association.

The Proposed Amendments and the adoption of the Second Amended and Restated Articles of Association are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among others, details of the Proposed Amendments and a notice of the AGM will be dispatched to the Shareholders in due course.

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

Hong Kong, 30 March 2023

*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.*