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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**Extraordinary General Meeting**”) of China 21st Century Education Group Limited (the “**Company**”) will be held at 15/F, South Tower, Zhonghai Plaza, 8 Guanghua Dongli, Chaoyang District, Beijing, the PRC on Monday, 11 March 2024 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the upward adjustment to the consideration of the general construction contract for comprehensive teaching buildings dated 24 March 2022 (the “**General Construction Contract for Comprehensive Teaching Buildings**”) (copy of which has been produced to the Extraordinary General Meeting marked “A” and signed by the Chairman of the Extraordinary General Meeting for identification purpose) as agreed by Shijiazhuang Zerui Education and Technology Co., Ltd\* (石家莊澤瑞教育科技有限公司) and Shijiazhuang Construction Group Co., Ltd.\* (石家莊建設集團有限公司) be and is hereby approved, confirmed and ratified; and
- (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 General Construction Contract for Comprehensive Teaching Buildings, and the transactions contemplated thereunder.”

2. **“THAT:**

- (a) the upward adjustment to the consideration of the general construction contract for canteens and dormitory buildings dated 24 March 2022 (the **“General Construction Contract for Canteens and Dormitory Buildings”**) (copy of which has been produced to the Extraordinary General Meeting marked “B” and signed by the Chairman of the Extraordinary General Meeting for identification purpose) as agreed by Shijiazhuang Zerui Education and Technology Co., Ltd\* (石家莊澤瑞教育科技有限公司) and Hebei Chizheng Construction Engineering Co., Ltd.\* (河北馳正建築工程有限公司) be and is hereby approved, confirmed and ratified; and
- (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 General Construction Contract for Canteens and Dormitory Buildings, and the transactions contemplated thereunder.”

Yours faithfully

For and on behalf of the Board

**China 21st Century Education Group Limited**

**Li Yasheng**

*Chairman*

Hong Kong, 22 February 2024

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*

31/F, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the Articles of Association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the Extraordinary General Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. A proxy form for use at the Extraordinary General Meeting is enclosed. Whether or not you intend to attend the Extraordinary General Meeting in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hands of any officer or attorney duly authorised.
5. In order to be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be).
6. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof (as the case may be) and, in such event, the proxy form appointing a proxy shall be deemed to be revoked.
7. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Thursday, 7 March 2024 to Monday, 11 March 2024 (both dates inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 6 March 2024.
8. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting for the resolution set out in this notice will be taken by poll at the above meeting.

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

\* *For identification purpose only*