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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 28 JUNE 2024

At the annual general meeting (the “AGM”) of China 21st Century Education Group Limited (the “Company”) held on 28 June 2024, all the proposed resolutions as set out in the circular (the “Circular”) incorporating the notice of the AGM dated 30 April 2024 (the “AGM Notice”) were duly passed by way of poll. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

As at the date of the AGM, the total number of issued shares of the Company was 1,161,204,000 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. The trustee of the share award plan of the Company, which held a total of 19,843,800 Shares as at the date of the Annual General Meeting, should not and did not exercise the voting rights in respect of such Shares held under the trust pursuant to Rule 17.05A of the Listing Rules. Save as disclosed, (i) there were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the AGM; (ii) there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules; and (iii) no Shareholders were required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the Shareholders have stated the intention in the circular of the Company dated 30 April 2024 to vote against or abstain from voting on any of the proposed resolutions at the AGM.

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 AGM. The poll results in respect of the respective resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2023.	870,996,000 100.0%	0 0.0%

ORDINARY RESOLUTIONS		No. of Votes (%)	
		For	Against
2.	(A) To re-elect the following retiring directors of the Company (the “ Directors ”), each as a separate resolution:		
	(i) Ms. Liu Hongwei as an executive Director;	870,996,000 100.0%	0 0.0%
	(ii) Ms. Yang Li as an executive Director; and	870,996,000 100.0%	0 0.0%
	(iii) Mr. Yao Zhijun as an independent non-executive Director.	870,996,000 100.0%	0 0.0%
	(B) To authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors.	870,996,000 100.0%	0 0.0%
3.	To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration.	870,996,000 100.0%	0 0.0%
4.	(A) To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company (the “ Issue Mandate ”).	870,996,000 100.0%	0 0.0%
	(B) To give a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of issued shares of the Company.	870,996,000 100.0%	0 0.0%
	(C) To extend the Issue Mandate by the number of shares repurchased by the Company.	870,996,000 100.0%	0 0.0%

Please refer to the AGM Notice for the full text of the resolutions.

As more than 50% of votes were cast in favour of the ordinary resolutions no. 1-4, all of the above resolutions were duly passed.

All Directors attended the AGM through electronic means. Directors who attended the AGM are as follows: non-executive Director, being Mr. Li Yasheng, executive Directors, being Ms. Liu Hongwei, Mr. Ren Caiyin and Ms. Yang Li; 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 Yasheng
Chairman

Hong Kong, 28 June 2024

As at the date of this announcement, 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.