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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)

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE IN COMPOSITION OF BOARD COMMITTEE**

The Board is pleased to announce that with effect from 20 December 2024, Mr. Nan has been appointed as an independent non-executive Director, a member of each of the Audit Committee and Nomination Committee and the chairman of the Remuneration Committee.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of China 21st Century Education Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Nan Zhenxing (南振興) (“**Mr. Nan**”) has been appointed as an independent non-executive Director with effect from 20 December 2024.

Mr. Nan, aged 63, has over 35 years of experience in the fields of law and education. From August 1987 to September 1995, Mr. Nan successively served as a lecturer, an associate professor and the director of the Teaching and Research Office of the Department of Business and Economics of Hebei Commerce College* (河北財經學院) (now known as Hebei University of Economics and Business). During the period from October 1995 to April 2011, Mr. Nan also served successively as the deputy director and professor of the Department of Business Administration of Hebei University of Economics and Business; the editorial director of periodicals; executive deputy editor-in-chief of the periodical “Economic and Management” (《經濟與管理》) and the dean of the Graduate School. During the period from April 2011 to February 2016, Mr. Nan also served successively as the vice president and the secretary of the Discipline Inspection Committee (紀委書記) of Shijiazhuang University of Economics* (石家莊經濟學院). During the period from March 2016 to August 2021, Mr. Nan also served successively as the vice chancellor and deputy committee secretary (黨委副書記) of Hebei Geo University.

Mr. Nan is currently serving as the chief legal consultant of Hebei Province* (河北省首席法律諮詢專家); a member of the Legal Expert Consulting Committee of the People's Government of Hebei Province* (河北省人民政府法律諮詢專家委員); a member of the Legislative Expert of the Standing Committee of the People's Congress of Hebei Province* (河北省人大常委會立法專家委員); a member of the Civil Affairs Expert of the People's Procuratorate of Hebei Province* (河北省人民檢察院民行專家委員); an expert of the trial practice review of the Higher People's Court of Hebei Province (河北省高級人民法院審判業務評審專家); the vice president of the Hebei Provincial Law Society* (河北省法學會副會長); the vice president of the law society of the Chinese Society on Economics of Geology and Mineral Resources (中國地質礦產經濟學會礦產資源法學分會副理事長); and the vice president of the Legislative Research Society of Hebei Province* (河北省立法研究會副會長).

Mr. Nan obtained the PRC Legal Professional Qualification Certificate (律師資格證書) issued by the Ministry of Justice of the People's Republic of China in 1996 and the title of professor with specialty in laws granted by the Review Committee of Senior Position of College Teachers of Hebei Province (河北省高校教師高級職務評委會) in 1996.

Mr. Nan graduated from Hebei College of Trade & Economics* (河北財貿學院) (now known as Hebei University of Economic and Business) in July 1983 with a bachelor's degree in economics and subsequent graduated from the China University of Political Science and Law with a master's degree in laws. Mr. Nan also holds a doctorate degree in economics from Xi'an Jiaotong University. Mr. Nan has received the honour of Special Government Allowances of the State Council as a National Expert (國務院特殊津貼專家), and he was awarded as a young and middle-aged expert with outstanding contributions in Hebei Province (河北省有突出貢獻中青年專家) and one of the top ten jurists in Hebei Province (河北省十大法學家).

Mr. Nan has entered into a letter of appointment with the Company, pursuant to which he has been appointed as an independent non-executive Director for a fixed term of one year commencing from the effective date of his appointment, until terminated by not less than three months' notice in writing served by either party on the other. Mr. Nan will hold office until the next annual general meeting of the Company at which he will be eligible for re-election. Thereafter, Mr. Nan will be subject to retirement by rotation and re-election at the annual general meetings of the Company at least once every three years in accordance with the articles of association of the Company. Pursuant to the said letter of appointment, Mr. Nan is entitled to receive an annual director's fee of RMB80,000, which is determined with reference to his roles and responsibilities, the performance of the Company and the prevailing market conditions.

As at the date of this announcement, save as disclosed above, Mr. Nan has confirmed that (i) he does not hold any other position with the Company or its subsidiaries nor has any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (ii) he does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) he is not interested or deemed to be interested in any shares, underlying shares or debentures of the Company within the

meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Nan has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); (ii) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence as at the time of his appointment.

As at the date of this announcement, save as disclosed above, Mr. Nan has confirmed that there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no matter concerning the appointment that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to take this opportunity to express its warmest welcome to Mr. Nan in joining the Company as an independent non-executive Director.

CHANGE IN COMPOSITION OF BOARD COMMITTEE

The Board announces that with effect from 20 December 2024, Mr. Nan has been appointed as a member of each of the audit committee (the “**Audit Committee**”) and nomination committee (the “**Nomination Committee**”) of the Board and the chairman of the remuneration committee (the “**Remuneration Committee**”) of the Board.

Following the appointment of Mr. Nan, (i) the Board comprises three independent non-executive directors representing more than one-third of the members of the Board, which fulfills the requirements under Rule 3.10(1) of the Listing Rules; (ii) the Audit Committee comprises three independent non-executive directors, which fulfills Rule 3.21 of the Listing Rules; (iii) the Nomination Committee comprises a majority of independent non-executive directors, which fulfills Rule 3.27A of the Listing Rules; and (iv) the Remuneration Committee comprises a majority of independent non-executive directors and is chaired by an independent non-executive director, which fulfills Rule 3.25 of the Listing Rules.

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

Hong Kong, 20 December 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. Nan Zhenxing.

* *For identification purposes only*