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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)**

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**MONITORING MEASURES IMPOSED BY GOVERNMENT AUTHORITIES**

Pursuant to the “Seizure Decision” (《扣押決定書》) issued by the Qiaoxi Sub-bureau of Shijiazhuang Public Security Bureau\* (石家莊市公安局橋西分局) on 6 September 2024, the seals and bank shields of Zerui Education and the Institute were seized.

**DISCLOSURE PURSUANT TO RULE 13.19 OF THE LISTING RULES**

As a result of the Bank Account Arrangement, Shijiazhuang Zerui, Shijiazhuang Saintach, Zerui Education and the Institute have failed to repay the principal amount and interests of approximately RMB464.31 million in aggregate according to the payment schedule in the relevant Loan Agreements.

**PROVISION OF GUARANTEE TO CONNECTED PERSON**

The Board was informed that on 9 November 2022, 21st Century Education (HK) entered into the Facility Letter with the Lender, pursuant to which the Lender agreed to provide a loan with credit up to RMB110 million to Lionful Education, on condition that 21st Century Education (HK) would provide the Pledged Deposits in favour of China Merchants Bank, Shijiazhuang Branch

with an aggregate maximum amount of RMB110 million. Lionful Education failed to repay the Lionful Education Loan pursuant to the terms and conditions of the Facility Letter. Accordingly, China Merchants Bank, Shijiazhuang Branch has enforced its rights over the Pledged Deposit on 15 October 2024.

## **LISTING RULES IMPLICATIONS**

### **Pledged Deposits and the Historical Pledged Deposits Arrangement**

As at the relevant time of entering into the Facility Letter and the Lionful Education Loan Agreement, Lionful Education was a connected person of the Company. Accordingly, the provision of the Pledged Deposits under the Lionful Education Loan Agreement constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the provision of the Pledged Deposits under the Lionful Education Loan Agreement and each of the Historical Pledged Deposits Arrangement in October 2018, October 2019, June 2020 and June 2022 have exceeded 5% at the relevant time, the provision of the Pledged Deposits and each of the Historical Pledged Deposits Arrangement in October 2018, October 2019, June 2020 and June 2022 constituted a connected transaction of the Company and would be subject to the reporting, announcement, circular (including independent financial advice) and independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of each of the Historical Pledged Deposits Arrangement in October 2018, October 2019 and June 2020 exceeded 5% but was less than 25% at the relevant time, each of the Historical Pledged Deposits Arrangement in October 2018, October 2019 and June 2020 constituted a discloseable transaction of the Company and would be subject to the notification and announcement requirements under Chapter 14 of the Listing Rules. As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the provision of the Pledged Deposits under the Lionful Education Loan Agreement and the Historical Pledged Deposits Arrangement in June 2022 exceeded 25% but was less than 100% at the relevant time, the provision of the Pledged Deposits constituted a major transaction of the Company and would be subject to the reporting, announcement, circular and the Shareholders' approval requirements under Chapter 14 of the Listing Rules.

## **MONITORING MEASURES IMPOSED BY GOVERNMENT AUTHORITIES**

On 6 September 2024, the Qiaoxi Sub-bureau of Shijiazhuang Public Security Bureau\* (石家莊市公安局橋西分局), Hebei Province, China (the “**Qiaoxi Sub-bureau**”), issued a “Seizure Decision” (《扣押決定書》) stating that as Shijiazhuang Fuqi Enterprise Management Center (Limited Partnership)\* (石家莊復啟企業管理中心(有限合夥)) was under investigation, in order to assist in the investigation, Qiaoxi Sub-bureau seized the seals, bank shields and bank accounts of the Institute

and the business license, seals, bank shields and bank accounts of Zerui Education. Upon internal review, Shijiazhuang Fuqi Enterprise Management Center (Limited Partnership)\* is not related to the Group.

As a result of the above seizure, the use of the seals of the Institute and Zerui Education, as well as any payment from the designated bank accounts, are subject to the approval of Qiaoxi Sub-bureau.

As the application for repayment of principal and interest to the relevant financial institutions under the relevant Loan Agreement was not approved by Qiaoxi Sub-bureau, it resulted in a default by the Institute under the relevant Loan Agreement. On 27 September 2024, Changjiang United Financial Leasing Co., Ltd.\* (長江聯合金融租賃有限公司) first filed a lawsuit, and on 29 September 2024, the court ruled to take a preservation measure to seize and freeze certain bank accounts of the Institute. As a result, Qiaoxi Sub-bureau has placed significant emphasis on the case. In order to safeguard the assets of the Institute, after discussion with the management of the Company, the funds in the bank accounts of the Institute and Zerui Education were transferred to the bank account designated by Qiaoxi Sub-bureau during the period from 4 October to 29 November 2024 in several tranches, with a total amount of RMB138.47 million being transferred. As at 31 May 2025, the balance of the relevant amount was RMB24.95 million.

## **DISCLOSURE PURSUANT TO RULE 13.19 OF THE LISTING RULES**

As at the date of this announcement, Shijiazhuang Zerui, Shijiazhuang Saintach, Zerui Education and the Institute had entered into several loan agreements (including finance lease agreements) with the Lending Financial Institutions with an aggregate principal amount of approximately RMB986.75 million. Each of Shijiazhuang Zerui, Shijiazhuang Saintach, Zerui Education and the Institute is required to repay the principal and interest according to the payment schedule in the relevant Loan Agreements, failure of which will constitute an event of breach and the relevant Lending Financial Institutions may declare the outstanding principal amount, accrued interest and all other sums payable under the Loan Agreements immediately due and payable. As a result of the Bank Account Arrangement, payment requires additional time and approval process, resulting in the failure to repay the loan principal and interest on a timely basis. As of 31 May 2025, Shijiazhuang Zerui, Shijiazhuang Saintach, Zerui Education and the Institute have failed to timely pay the principal amount and interests of approximately RMB464.31 million in aggregate under the Loan Agreements.

The Company is in discussions with the Lending Financial Institutions for a waiver in respect of the Breach. As at the date of this announcement, the Company has received a court summon from four of the Lending Financial Institutions, of which judgments in relation to Loan Agreements with two Lending Financial Institutions have been published. Pursuant to such judgment, in addition to the attorney's fees, case handling fees and other miscellaneous fees, the Company is required to pay RMB24,432,404.68 (including outstanding principal, penalty interest, interest, and compound interest) and RMB34,187,472.74 (including outstanding principal, interest, retention monies and liquidated damages), respectively. In addition, two Lending Financial Institutions have applied to enforce their respective rights under the Loan Agreements directly and as such (a) an amount of RMB49,418,952 have been frozen in respect of the Breach of the relevant Loan Agreement with no further

enforcement action has been taken place due to the above monitoring measures imposed by government authorities; and (b) the entire ownership in the land use rights of (i) a land parcel located at Wancheng Village\* (萬城村), Wancheng Town\* (萬城鎮), Gaoyi County, Shijiazhuang, Hebei Province, the PRC, with a total area of 46,269.12 sq.m. held by Shijiazhuang Zerui Education Technology Co., Ltd.\* (石家莊澤瑞商業發展有限公司) (“**Shijiazhuang Zerui Shangye**”); and (ii) a land parcel located at the south of Wancheng Village\*, Wancheng Town\*, Gaoyi County, Shijiazhuang, Hebei Province, the PRC, with a total area of 21,324.05 sq.m. held by Shijiazhuang Zerui have been seized by Qiaoxi Sub-bureau as a result of the Bank Account Arrangement. For further details, please refer to the announcements of the Company dated 14 April 2025 and 25 April 2025, respectively. Save as disclosed above, through the strenuous effort of the management of the Company, the Company have reached consensus with other Lending Financial Institutions to various degrees in relation to settlement of the repayment of the loan and accrued interest under the relevant Loan Agreements or not to further enforce the relevant Loan Agreements. The Company is also liaising with several financial institutions for the grant of new loans to refinance and replace the existing loans under the Loan Agreements with prior approval of the Shijiazhuang Qiaoxi District Government in order to resolve the abovementioned impacts as a result of the monitoring measures imposed by government authorities.

As a result of the monitoring measures imposed by the government authorities, the financing and liquidity of the Group have been significantly affected, resulting in overdue loans from financial institutions, which may adversely affect the financing and creditworthiness of the Group in the future. However, at present, the Group’s various businesses are operating normally and no significant impact has been observed.

## **PROVISION OF GUARANTEE TO CONNECTED PERSON**

The Board was informed that on 9 November 2022, 21st Century Education (HK) entered into the Facility Letter with the Lender, pursuant to which the Lender agreed to provide a loan with credit up to RMB110 million to Lionful Education, on condition that 21st Century Education (HK) would provide the Pledged Deposits in favour of China Merchants Bank, Shijiazhuang Branch\* (招商銀行股份有限公司石家莊分行) (“**China Merchants Bank, Shijiazhuang Branch**”) with an aggregate maximum amount of RMB110 million. Lionful Education failed to repay the Lionful Education Loan pursuant to the terms and conditions of the Facility Letter. Accordingly, on 30 September 2024, the Lender sought to enforce its rights over the Pledge Deposit by requesting the responsible person of 21st Century Education (HK) to sign certain documentation for transfer of the Pledged Deposit to the Lender. Such incident has come to the attention of the Board through reporting by staff in the finance department, only by then was the Board made fully aware of it. Subsequently, China Merchants Bank, Shijiazhuang Branch has enforced its rights over the Pledged Deposit on 15 October 2024.

The principal terms of the Facility Letter are summarised as follows:

Date : 9 November 2022

Lender : the Lender

|                         |   |   |
|-------------------------|---|---|
| Borrower                | : | 21st Century Education (HK)   |
| Credit Amount           | : | Up to RMB110 million  |
| Maturity Date           | : | 24 months from the (i) issuing date of the standby letter of credit and (ii) the maturity date of the Pledged Deposits  |
| Purpose of the Facility | : | the Lionful Education Loan shall be used exclusively for the repayment of construction fee to Shijiazhuang Shangxing Zhidao Architectural Decoration Engineering Co., Ltd.* (石家莊尚行志道建築裝飾工程有限公司) in the sum of RMB110 million incurred as a result of the renovation of academic buildings and offices and renovation and remodeling of training grounds of the university city* (聯合大學城) located at Shijiazhuang, Hebei Province |
| Security                | : | the Pledged Deposits with an aggregate maximum amount of RMB110 million   |

On 15 November 2022, Lionful Education entered into the Lionful Education Loan Agreement with China Merchants Bank, Shijiazhuang Branch pursuant to which China Merchants Bank, Shijiazhuang Branch agreed to provide the Lionful Education Loan to Lionful Education in the principal amount of RMB100 million for a term of 24 months and the purpose of the Lionful Education Loan Agreement corresponded with the Facility Letter.

Pursuant to the arrangements under the Facility Letter and the Lionful Education Loan Agreement, China Merchants Bank, Shijiazhuang Branch would enforce its rights over the Pledged Deposits in case if Lionful Education failed to repay the principal or interests according to the Lionful Education Loan Agreement.

In 2018, Lionful Education applied for a loan from China Merchants Bank, Shijiazhuang Branch which required the provision of guarantee. Accordingly, Lionful Education notified the Group and requested the Group to provide guarantee for the loan. Considering that certain assets of the Institute were under the ownership of Lionful Education in 2018, the Group has approved the request. As such, during the period from 2018 to 2022, 21st Century Education (HK) has pledged deposits to China Merchants Bank, Shijiazhuang Branch, in the amount of RMB105 million in favour of China Merchants Bank, Shijiazhuang Branch in October 2018, in the amount of RMB105 million in favour of China Merchants Bank, Shijiazhuang Branch in October 2019, in the amount of RMB110 million in favour of China Merchants Bank, Shijiazhuang Branch in June 2020 and in the amount of RMB110 million in favour of China Merchants Bank, Shijiazhuang Branch in June 2022 pursuant to the same aforesaid arrangement entered into by Lionful Education and China Merchants Bank, Shijiazhuang Branch, where there was no default of the relevant loan agreement by Lionful Education at the relevant time (each the “**Historical Pledged Deposits Arrangement**”).

## **Breach of Loan Agreement by Lionful Education and Enforcement of the Pledged Deposits**

On 30 September 2024, the Company was informed by China Merchants Bank, Shijiazhuang Branch that Lionful Education failed to repayment the Lionful Education Loan as stipulated in the payment schedule pursuant to the Lionful Education Loan Agreement. Henceforth, the China Merchants Bank, Shijiazhuang Branch enforced its rights over the Pledged Deposits by freezing the bank account of the Pledged Deposits.

### **INFORMATION OF THE PARTIES**

#### **21st Century Education (HK)**

21st Century Education (HK) is a limited liability company incorporated under the laws of Hong Kong and a wholly-owned subsidiary of the Company, principally engaged in investment holding activities.

#### **Lionful Education**

Lionful Education is a limited liability company established under the laws of the PRC on 2 November 2000 and is principally engaged in education services. It is wholly-owned by Hebei Xue You Fang Education Technology Co., Ltd.\* (河北學有方教育科技有限公司), a limited liability company established under the laws of the PRC on 4 August 2016 and owned as to approximately 95% by Beijing New Youth Culture Media Co., Ltd.\* (北京新青年時代文化傳媒有限公司) and 5% by Mr. Li as at the date of this announcement.

As at the relevant time of the Facility Letter and the Lionful Education Loan Agreement, Hebei Xue You Fang Education Technology Co., Ltd.\* was owned as to approximately 80.625% by Mr. Li and 19.375% by Ms. Luo. Lionful Education was a 30%-controlled company (as defined under Rule 14A.12(1)(c) of the Listing Rules) held by connected persons as defined in Rule 14A.07(1) of the Listing Rules. Therefore, Lionful Education was an associate of Mr. Li and Ms. Luo and was connected person of the Company as at the relevant time of the Facility Letter and the Lionful Education Loan Agreement.

#### **The Lender and China Merchants Bank, Shijiazhuang Branch**

The Lender is a registered non-Hong Kong company of China Merchants Bank Co., Ltd., a company listed on both the Stock Exchange (stock code: 3968) and the Shanghai Stock Exchange (stock code: 600036), and operates as a PRC-based commercial bank. China Merchants Bank, Shijiazhuang Branch is a company established under the laws of the PRC and a wholly-owned subsidiary of China Merchants Bank Co., Ltd.

## **LISTING RULES IMPLICATIONS**

### **Pledged Deposits and the Historical Pledged Deposits Arrangement**

As at the relevant time of entering into the Facility Letter and the Lionful Education Loan Agreement, Lionful Education was a connected person of the Company. Accordingly, the provision of the Pledged Deposit for the Lionful Education Loan Agreement constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the provision of the Pledged Deposits under the Lionful Education Loan Agreement and each of the Historical Pledged Deposits Arrangement in October 2018, October 2019, June 2020 and June 2022 have exceeded 5% at the relevant time, the provision of the Pledged Deposits and each of the Historical Pledged Deposits Arrangement in October 2018, October 2019, June 2020 and June 2022 constituted a connected transaction of the Company and would be subject to the reporting, announcement, circular (including independent financial advice) and independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of each of the Historical Pledged Deposits Arrangement in October 2018, October 2019 and June 2020 exceeded 5% but was less than 25% at the relevant time, each of the Historical Pledged Deposits Arrangement in October 2018, October 2019 and June 2020 constituted a discloseable transaction of the Company and would be subject to the notification and announcement requirements under Chapter 14 of the Listing Rules. As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the provision of the Pledged Deposits under the Lionful Education Loan Agreement and the Historical Pledged Deposits Arrangement in June 2022 exceeded 25% but was less than 100% at the relevant time, the provision of the Pledged Deposits constituted a major transaction of the Company and would be subject to the reporting, announcement, circular and the Shareholders' approval requirements under Chapter 14 of the Listing Rules.

The Board is of the view that the enforcement of its rights over the Pledged Deposit by the China Merchants Bank, Shijiazhuang Branch has not had a material impact on the Group as the Group has sufficient cash to support its current daily operations.

### **NON-COMPLIANCE AND REMEDIAL ACTIONS**

As disclosed above, the provision of the Pledged Deposits under the Lionful Education Loan Agreement constituted both a major transaction and a connected transaction of the Company. Due to the oversight of the management and staff, the Company had not complied with the aforesaid requirements under Chapter 14 and Chapter 14A of the Listing Rules.

The failure to comply with the relevant provision in the Listing Rules were primarily due to the oversight of the management and staff involved in the approval procedures of the facility in accordance with the internal control policies in relation to contract management, seal and license

management and fund management of the Company. The Company deeply regrets for the unintentional breach of the Listing Rules and would like to reiterate the breach was an oversight of the management and staff. The Board has/will implement the following enhanced internal control measures to prevent similar occurrences in the future:

- (i) The Company is in communication with the relevant government authorities regarding the lifting of monitoring measures imposed by government authorities;
- (ii) The Company is actively negotiating the repayment arrangement in relation to the Loan Agreements with the Lending Financial Institutions and striving to reach a settlement;
- (iii) the Company is consulting legal adviser for action to be taken against the Lionful Education to claim the loss suffered by the Company. The finance department of the Company will continue to closely monitor the repayment situation of Lionful Education, urge it to repay the loan and take appropriate legal procedures;
- (iv) the Company will engage an external counsel to provide training to the Board, senior management and financial personnel on requirements under Chapter 13, Chapter 14 and Chapter 14A of the Listing Rules and other relevant requirement of the Listing Rules;
- (v) the Company will arrange continuous internal trainings on a half-yearly basis to be provided by its external counsel to all relevant staff, senior management and Directors on notifiable transactions and relevant requirements under the Listing Rules to strengthen their knowledge and understanding of the Listing Rules;
- (vi) the Company is currently reviewing and strengthening its existing policies on information disclosure and will continue to monitor the effectiveness of the applicable internal procedures of the Group, including but not limited to contract signing procedures and reporting procedures to ensure that any proposed transactions which may constitute notifiable transactions and/or connected transactions would be promptly reported to the Board/chief financial officer of the Company, who will then further assess and consider the proposed transaction to ensure that the proposed transactions will be conducted in compliance with the Listing Rules and relevant rules and regulations. The Board shall also seek professional advice where necessary; and
- (vii) the Company will engage an external consultant to review its internal procedures in respect of contract signing, approval and reporting procedures and will implement the recommendations, if any, suggested by the external consultant.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the Shares of on The Stock Exchange of Hong Kong Limited has been suspended at 10:18 a.m. on Tuesday, 18 March 2025, and will remain suspended until further notice.

**Shareholders and potential investors of the Company should exercise caution when dealing with the shares of the Company.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

|                               |   |
|-------------------------------|---|
| “21st Century Education (HK)” | 21st Century Education (HK) Investment Limited (香港21世紀教育投資有限公司), a limited liability company incorporated under the laws of Hong Kong and a wholly-owned subsidiary of the Company  |
| “Bank Account Arrangement”    | the seizure of the seals, bank shields and bank accounts of Zerui Education and the Institute by the Qiaoxi Sub-bureau of Shijiazhuang Public Security Bureau*  |
| “Board”                       | the board of Directors  |
| “Breach”                      | the breach of Loan Agreements by Shijiazhuang Zerui, Shijiazhuang Saintach, Zerui Education and the Institute for failing to repay the Loans (including interest) according to the Loan Agreements  |
| “Company”                     | China 21st Century Education Group Limited (中國21世紀教育集團有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange   |
| “Director(s)”                 | the director(s) of the Company  |
| “Facility Letter”             | the facility letter dated 9 November 2022 entered into between 21st Century Education (HK) and the Lender for the provision of a loan with credit up to RMB110 million  |
| “Group”                       | the Company, its subsidiaries and its PRC Operating Entities from time to time  |
| “Institute”                   | Shijiazhuang Institute of Technology* (石家莊理工職業學院), a general college established under the laws of the PRC on 1 July 2003 of which school sponsors’ interest was wholly-owned by Zerui Education as at the date of this announcement, and one of the PRC Operating Entities |

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| “Lender”                           | China Merchants Bank Co., Ltd. Hong Kong Branch, a registered non-Hong Kong company of China Merchants Bank Co., Ltd., a company listed on both the Stock Exchange (stock code: 3968) and the Shanghai Stock Exchange (stock code: 600036)  |
| “Lending Financial Institutions”   | the lending financial institutions which have entered into Loan Agreements with the Shijiazhuang Zerui, Shijiazhuang Saintach, Zerui Education and the Institute  |
| “Lionful Education”                | Hebei Lionful Education Technology Co., Ltd* (河北廿一世紀教育科技有限公司) (formerly known as Hebei Lionful Education Investment Co., Ltd* (河北廿一世紀教育投資有限公司)), a limited liability company established under the laws of the PRC on 2 November 2000, which is wholly-owned by Hebei Xueyoufang Education Technology Co., Ltd.*, a limited liability company established under the laws of the PRC on 4 August 2016 and owned as to approximately 95% by Beijing New Youth Culture Media Co., Ltd.* and 5% by Mr. Li |
| “Lionful Education Loan”           | the loan with a principal amount of RMB100 million granted by the China Merchants Bank, Shijiazhuang Branch to Lionful Education pursuant to the Lionful Education Loan Agreement   |
| “Lionful Education Loan Agreement” | the loan agreement dated 15 November 2022 with a principal amount of RMB100 million entered into between Lionful Education as the borrower, and the China Merchants Bank, Shijiazhuang Branch as the lender, in relation to the provision of the Lionful Education Loan   |
| “Listing Rules”                    | the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time   |
| “Loan Agreement(s)”                | the loan agreement(s) (including finance lease agreements) entered into by Shijiazhuang Zerui, Shijiazhuang Saintach, Zerui Education and the Institute   |
| “Mr. Li”                           | Mr. Li Yunong (李雨濃), one of the former controlling Shareholders and a former executive Director of the Company  |
| “Ms. Luo”                          | Ms. Luo Xinlan (羅心蘭), one of the former controlling Shareholders of the Company   |

|                          |   |
|--------------------------|---|
| “Pledged Deposits”       | pledged deposits in an aggregate amount up to RMB110 million pursuant to the Facility Letter  |
| “PRC”                    | the People’s Republic of China, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administration Region of the PRC and Taiwan   |
| “PRC Operating Entities” | Zerui Education, the Institute, Shijiazhuang Yuying Experimental High School* (石家莊育英實驗中學), Hebei Saintach Education and Technology Co., Ltd.* (河北新天際教育科技有限公司), Shijiazhuang Saintach, Saintach Kindergartens, Hangzhou Yimai Xueding Education Technology Co., Ltd.* (杭州一脈學鼎教育科技有限公司), Beijing Xin Tian Di Xian Information and Technology Co., Ltd.* (北京新天地線信息技術有限公司), Zhejiang Peijian Technology Co., Ltd.* (浙江培尖科技有限公司), Saintach Tutorial Schools and Beijing Zhihang Education Technology Co., Ltd.* (北京志航教育科技有限公司)   |
| “RMB”                    | Renminbi, the lawful currency of the PRC for the time being   |
| “Saintach Kindergartens” | Shijiazhuang Qiaoxi District Blue Crystal Saintach Kindergarten* (石家莊市橋西區新天際藍水晶幼兒園), Shijiazhuang Luquan District Fukang Saintach Kindergarten* (石家莊市鹿泉區新天際福康幼兒園), Shijiazhuang Chang’an District Jianhua Saintach Kindergarten* (石家莊市長安區新天際建華幼兒園), Shijiazhuang Qiaoxi District Lidu Saintach Kindergarten* (石家莊市橋西區新天際麗都幼兒園), Shijiazhuang Hightech Industrial Development Zone Tianshan Saintach Kindergarten* (石家莊高新技術產業開發區新天際天山幼兒園), Shijiazhuang Chang’an District Qinghui Saintach Kindergarten* (石家莊市長安區新天際清暉幼兒園), Zhengding County Saintach Kindergarten* (正定縣新天際幼兒園) and Zhengding County Fumenli Saintach Kindergarten* (正定縣新天際福門里幼兒園), which are the PRC Operating Entities |

|                             |   |
|-----------------------------|---|
| “Saintach Tutorial Schools” | Shijiazhuang Qiaoxi District Bilingual Culture Tutorial School* (石家莊市橋西區雙語文化培訓學校), Shijiazhuang City Chang’an District Saintach Tutorial School* (石家莊市長安區新天際培訓學校), Shijiazhuang Yuhua District Donggang Road Saintach Tutorial School* (石家莊市裕華區東崗路新天際培訓學校), Shijiazhuang Qiaoxi District Zhicheng Tutorial School* (石家莊市橋西區智城培訓學校), Shijiazhuang City High-tech Zone Saintach Tutorial School* (石家莊市高新區新天際培訓學校) and Shijiazhuang Xinhua District Huixuan Education Tutorial School* (石家莊市新華區慧軒教育培訓學校), which are the PRC Operating Entities |
| “Share(s)”                  | ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company   |
| “Shareholder(s)”            | holder(s) of the Share(s)   |
| “Shijiazhuang Saintach”     | Shijiazhuang Saintach Education and Technology Co., Ltd.* (石家莊新天際教育科技有限公司), a limited liability company established under the laws of the PRC on 13 July 2011, which was wholly-owned by Zerui Education as at the date of this announcement, and one of the PRC Operating Entities   |
| “Shijiazhuang Zerui”        | Shijiazhuang Zerui Education and Technology Co., Ltd.* (石家莊澤瑞教育科技有限公司), a company established under the laws of the PRC with limited liability on 2 July 2021, which is wholly-owned by Zerui Education as at the date of this announcement, and one of the PRC Operating Entities  |
| “Stock Exchange”            | The Stock Exchange of Hong Kong Limited   |

“Zerui Education”

Hebei Zerui Education Technology Co., Ltd.\* (河北澤瑞教育科技有限責任公司), a limited liability company established under the laws of the PRC on 12 July 2017, which was owned as to 80.625% by Ms. Li Jianxiang (李建香) and 19.375% by Ms. Luo Xinlan (羅心蘭) as at the date of this announcement, and one of the PRC Operating Entities

“%”

per cent

\* *for identification purposes only*

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

Hong Kong, 12 June 2025

*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. Li Hua, Mr. Ren Caiyin, Ms. Yang Li and Ms. Wu Huan; and the independent non-executive Directors are Mr. Guo Litian and Mr. Nan Zhenxing.*