

Neuedu

Neusoft Education Technology Co. Limited
東軟教育科技有限公司

(Incorporated in the Cayman Islands with limited liability)

89 Nexus Way, Camana Bay

Grand Cayman, KY1-9009

Cayman Islands

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

**(Adopted by the Company pursuant to
the board resolutions passed on 11 September 2020)**

1. Provisions in the Articles

The provisions for a shareholder (“**Shareholder(s)**”) of the Neusoft Education Technology Co. Limited (“**Company**”) to (a) requisition a general meeting and (b) propose a person for election as a director of the Company at a general meeting are laid down in Article 111 of the Company’s articles of association (“**Articles**”), which takes effect on the date of the listing of the shares of the Company and as amended from time to time.

1.1 An extract of Article 111 is set out below:

“The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.”

2. Requirements under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”)

2.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:

- (a) publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of the general meeting; the notice of the general meeting by way of announcement shall be not less than 14 days before the date of the general meeting (in accordance with Rule 65);

- (b) include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
- (c) publish such announcement or issue such supplementary circular not less than 10 business days before the date of the relevant general meeting; and
- (d) assess whether or not it is necessary to adjourn the meeting of the election to give Shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. Procedures for Shareholders to propose a person for election as a Company's director

- 3.1 After the publication of the notice of the general meeting by the Company, if a Shareholder wishes to propose a person (“**Candidate**”) for election as a director of the Company at the general meeting, he/she shall deposit a written notice (“**Notice**”) with one of the company secretaries of the Company.
- 3.2 The Notice (a) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (b) must be signed by the Shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent to be elected and to the publication of his/her personal information for the purpose of or in relation to his/her standing for election as a director of the Company.
- 3.3 The period for lodgment of the Notice shall commence on the day after the despatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting.
- 3.4 In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

4. Requisition of an extraordinary general meeting by Shareholders

4.1 Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company pursuant to Article 64 of the Articles.

4.2 An extract of Article 64 is set out below:

“The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.”

5. Miscellaneous

5.1 In the event that any translation of this document is provided, negotiated or executed along with the English language version of this document, the English language version of this document shall be the official version only, and where there are any inconsistencies between the English language version and any translated version of this document, the English language version of this document shall prevail.