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**Neuedu**  
**東軟教育科技有限公司**  
Neusoft Education Technology Co. Limited  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 9616)**

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND  
ARTICLES OF ASSOCIATION  
AND  
ADOPTION OF THE SECOND AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

In order to conform to the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules, in particular the amendments made to Appendix 3 to the Listing Rules in relation to the core shareholder protection standards, which took effect on January 1, 2022, the Board has resolved at a meeting held on 29 March 2023 to propose to make certain amendments to the Memorandum and Articles of Association and adopt the Second Amended and Restated Memorandum and Articles of Association. The Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association are subject to the approval by the Shareholders by way of a special resolution at the AGM and will become effective upon the approval by the Shareholders at the AGM.

A circular of the AGM containing, among other things, details of the Proposed Amendments, together with a notice of the AGM, will be despatched to the Shareholders in due course.

The board of directors (the “**Board**”) of Neusoft Education Technology Co. Limited (the “**Company**”, together with its subsidiaries and consolidated affiliated entities, the “**Group**”) hereby announces that, in order to conform to the relevant requirements of the applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), in particular the amendments made to Appendix 3 to the Listing Rules in relation to the core shareholder protection standards, which took effect on January 1, 2022, the Board has resolved at a meeting held on 29 March 2023 to propose to make certain amendments (the “**Proposed Amendments**”) to the existing memorandum of association and articles of association of the Company (the “**Memorandum and Articles of Association**”) and adopt the Second Amended and Restated Memorandum

of Association and Articles of Association of the Company. The Proposed Amendments and the adoption of the Second Amended and Restated Memorandum of Association and Articles of Association are subject to the approval by the shareholders of the Company (the “Shareholders”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”) and will become effective upon the approval by the Shareholders at the AGM.

Details of the Proposed Amendments are set out as follows:

**(a) Comparison table of amendments on Memorandum of Association**

Currently in force		Proposed to be amended as	
No.	Memorandum of Association	No.	Memorandum of Association
Regulation 3	The objects for which the Company is established are unrestricted and except as prohibited or limited by the laws of the Cayman Islands, the Company shall have full power and authority to carry out any object and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in any part of the world whether as principal, agent, contractor or otherwise.	Regulation 3	The objects for which the Company is established are unrestricted and except as prohibited or limited by the <del>laws</del> <u>Companies Act (as revised) or any other law</u> of the Cayman Islands, the Company shall have full power and authority to carry out any object and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in any part of the world whether as principal, agent, contractor or otherwise.
Regulation 5	If the Company is registered as an exempted company as defined in the Cayman Islands Companies Law, it shall have the power, subject to the provisions of the Cayman Islands Companies Law and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.	Regulation 5	If the Company is registered as an exempted company as defined in the Cayman Islands Companies Law, it shall have the power, subject to the provisions of the Cayman Islands Companies Law and with the approval of a <del>special resolution</del> <u>Special Resolution</u> , to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.
Replace all reference to “Companies Law” to “Companies Act” in the Memorandum of Association.			

(b) Comparison table of amendments on Articles of Association

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 1 (d)	At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than $\frac{3}{4}$ of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.	Article 1(d)	At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than <u><math>\frac{3}{4}</math> three-fourths</u> of the <del>votes cast</del> <u>voting rights held</u> by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which notice specifying the intention to propose the resolution as a <del>special resolution</del> <u>Special Resolution</u> has been duly given <u>in accordance with Article 65.</u>
Article 1(e)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which not less than 14 days' notice has been duly given.	Article 1(e)	A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which <del>not less than 14 days'</del> <u>notice has been duly given in accordance with Article 65.</u>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 5(a)	<p>If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law, be varied or abrogated either with the consent in writing of the holders of not less than <math>\frac{3}{4}</math> in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</p>	Article 5(a)	<p>If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law<del>Act</del>, be varied or abrogated <del>either with the consent in writing of the holders of not less than <math>\frac{3}{4}</math> in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, provided that (i) but so that the necessary quorum (other than at an adjourned meeting)</del> shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy <u>holding at least one-third in nominal value</u> of the issued Shares of that class, <del>that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them);</del> and (ii) that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</p>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 17(c)	During the Relevant Period (except when the Register is closed), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him/her of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.	Article 17(c)	During the Relevant Period (except when the Register is closed); <u>any Shareholder may inspect in accordance with the Companies Ordinance</u> ), the Register shall be <u>open for inspection</u> during business hours any Register maintained in Hong Kong without charge by any Shareholder without charge, or by any other person upon a maximum payment of HK\$2.50 or such lesser sum specified by the Board, at the <u>registered office or such other place at which the Register is kept in accordance with the Companies Act</u> or, if appropriate, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board, at the <u>office where the branch register of Shareholders is kept</u> and require the provision to him/her of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.
Article 17(d)	The Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine.	Article 17(d)	<del>Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine.</del> <u>The Register and branch register of members in Hong Kong, may, after notice has been given by advertisement in any newspaper in accordance with the requirement of Listing Rules or by any electronic means in such manner as may be accepted by the Listing Rules to that effect, be closed at such times or for such periods in accordance with the terms equivalent to section 632 of the Companies Ordinance.</u>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 62	At all times during the Relevant Period other than the year of the Company's adoption of these Articles unless otherwise required by relevant laws or regulations in applicable jurisdictions, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.	Article 62	<del>At all times during the Relevant Period other</del> <u>Other</u> than the year of the Company's adoption of these Articles <del>unless otherwise required by relevant laws or regulations in applicable jurisdictions,</del> <u>in each financial year during the Relevant Period,</u> the Company shall <del>in each year hold a general meeting as its annual general meeting</del> <u>within six Months after the end of each financial year</u> in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; <del>and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next.</del> The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 64	<p>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.</p>	Article 64	<p>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, <u>in aggregate</u> not less than one--tenth of the <u>paid up voting rights (on a one vote per share basis)</u> in the share capital of the Company <u>having the right of voting at general meetings and the foregoing Shareholders shall be able to add resolutions to the meeting agenda.</u> 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.</p>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 72(b)	any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or	Article 72(b)	any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights, <u>on a one vote per share basis</u> , of all the Shareholders having the right to vote at the meeting; or
Article 79A	Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.	Article 79A	<del>Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.</del> <u>All Shareholders (including a Shareholder which is a Clearing House (or its nominee(s)) must have the right to: (a) speak at general meetings of the Company; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u>
	Adding Article 79B	Article 79B	Move the contents in the previous Article 79A to Article 79B



Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 85	<p>Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he/she acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he/she acts as proxy as such Shareholder could exercise if it were an individual Shareholder.</p>	Article 85	<p>Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. <u>Every Shareholder being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company, and where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation which is a Shareholder may execute a form of proxy under the hand of a duly authorised officer.</u> On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he/she acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he/she acts as proxy as such Shareholder could exercise if it were an individual Shareholder.</p>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 92(b)	Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he/she represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands.	Article 92(b)	Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) <u>appoint proxies or</u> authorise such person or persons as it thinks fit to act as its representative or representatives, <u>who enjoy rights equivalent to the rights of other Shareholders</u> , at any meeting of the Company ( <u>including but not limited to any general meeting and creditors meeting</u> ) or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative <u>or proxy</u> is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he/she represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to <u>speak and</u> vote individually on a show of hands <u>or on a poll</u> .
Article 105(h)	if he/she shall be removed from the office by notice in writing served on him/her signed by not less than $\frac{3}{4}$ in number (or if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office.	Article 105(h)	if he/she shall be removed from the office by notice in writing served on him/her signed by not less than $\frac{3}{4}$ <u>three-fourths</u> in number (or if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office.

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 112	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p>	Article 112	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first <u>annual</u> general meeting of the Company after his/her appointment and be <del>subject to</del> <u>eligible for</u> re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the <del>next following</del> <u>first</u> annual general meeting of the Company <u>after his/her appointment</u> and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</p>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 113	No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his/her willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The period for lodgement of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.	Article 113	No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director <u>signed by a Shareholder</u> and notice in writing <u>signed</u> by that person of his/her willingness to be elected shall have been lodged at the Head Office or at the Registration Office. <del>The period for lodgement of the notices required under this Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days</del> <u>Company shall include the particulars of such proposed person for election as a Director in its announcement or supplementary circular, and shall give the Shareholders at least seven days to consider the relevant information disclosed in such announcement or supplementary circular prior to the date of the meeting of the election.</u>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 114	The Company may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his/her term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him/her and the Company) and may by Ordinary Resolution elect another person in his/her stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.	Article 114	The <del>Company</del> <u>Shareholders</u> may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his/her term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him/her and the Company) and may by Ordinary Resolution <del>elect</del> <u>appoint</u> another person in his/her stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 176(a)	<p>The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. he/she remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</p>	Article 176(a)	<p><del>The Company shall at each</del> <u>At the annual general meeting appoint one or more firms of auditors to,</u> <del>the Shareholders shall by Ordinary Resolution (or other body of the Company independent of the Board shall) appoint Auditor(s) and such Auditor(s) shall hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed.</del> <u>The Company may by Ordinary Resolution remove Auditor(s) before the expiration of such Auditor(s)' term of Office. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company as Auditor(s). The Board may fill any casual vacancy in the office of Auditor(s), but while any such vacancy continues, the surviving or continuing Auditor(s) (if any) may act. he/she</u> <del>The remuneration of the Auditors Auditor(s) shall be fixed by or on the authority of the Company Shareholders in the annual general meeting</del> <u>by Ordinary Resolution (or fixed by other body of the Company independent of the Board) except that in any particular year the Company Shareholders in general meeting may by Ordinary Resolutions</u> <del>delegate the fixing of such remuneration to the Board and the remuneration of any Auditors Auditor(s) appointed to fill any casual vacancy may be fixed by the Board.</del></p>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 176(b)	The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Special Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.	Article 176(b)	The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by <u>Special Ordinary Resolution</u> at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint <u>new auditors another Auditor</u> in its <u>place</u> <u>stead</u> for the remainder of the <u>term</u> <u>its term</u> . The Auditors may also be removed by other body of the Company independent of the Board.
Article 188	Subject to the Companies Law, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.	Article 188	Subject to the Companies Law <u>Act</u> , <u>a resolution that the Company be wound up by the Court or may at any time and from time to time be wound up voluntarily shall be passed by way of a</u> <u>by</u> Special Resolution. <u>If the Company shall be wound up, the liquidator shall apply the assets of the Company in such manner and order as he thinks fit in satisfaction of creditors' claims.</u>

Currently in force		Proposed to be amended as	
No.	Articles of Association	No.	Articles of Association
Article 189	If the Company shall be wound up, the surplus assets remaining after payment to all creditors shall be divided among the Shareholders in proportion to the capital paid up on the Shares held by them respectively, and if such surplus assets shall be insufficient to repay the whole of the paid up capital, they shall be distributed, subject to the rights of any Shares which may be issued on special terms and conditions, so that, as nearly as may be, the losses shall be borne by the Shareholders in proportion to the capital paid on the Shares held by them respectively.	Article 189	If the Company shall be wound up and the assets available for <u>distribution amongst the Shareholders of the Company shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up</u> , the surplus assets remaining after payment to all creditors shall be <u>distributed pari passu and</u> divided among the Shareholders in proportion to the <del>capital amount</del> paid up on the Shares held by them respectively, and if such surplus assets shall be insufficient to repay the whole of the paid up capital, they shall be distributed, subject to the rights of any Shares which may be issued on special terms and conditions, so that, as nearly as may be, the losses shall be borne by the Shareholders in proportion to the capital paid up, or which <u>ought to have been paid up, at the commencement of the winding up on</u> the Shares held by them respectively.
	Adding a new Article 197	Article 197	<b><u>FINANCIAL YEAR</u></b>  <u>Unless otherwise determined by the Board, the financial year end of the Company shall be 31 December in each year.</u>
Replace all reference to “Companies Law” to “Companies Act” in the Articles of Association.			

A circular of the AGM containing, among other things, details of the Proposed Amendments, together with a notice of the AGM, will be despatched to the Shareholders in due course.

By order of the Board  
**NEUSOFT EDUCATION TECHNOLOGY CO. LIMITED**  
**Dr. LIU Jiren**  
*Chairperson and non-executive Director*

Hong Kong, 29 March 2023

*As at the date of this announcement, the Board comprises Dr. LIU Jiren as Chairperson and non-executive Director; Dr. WEN Tao as executive Director; Mr. RONG Xinjie, Dr. ZHANG Xia, Dr. ZHANG Yinghui and Mr. SUN Yinjuan as non-executive Directors (aside from our Chairperson); and Dr. LIU Shulian, Dr. QU Daokui and Dr. WANG Weiping as independent non-executive Directors.*