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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)

**(I) POLL RESULTS OF ANNUAL GENERAL MEETING HELD
ON 30 MAY 2023;
(II) PAYMENT OF THE FINAL DIVIDEND;
AND
(III) PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE
SECOND AMENDED AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

- **The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM held on 30 May 2023.**
- **The proposed payment of the Final Dividend of HK16.5 cents per ordinary share for the year ended 31 December 2022 was approved at the Meeting and will be paid on or about Friday, 25 August 2023 to the Shareholders whose names appear on the register of members of the Company on Friday, 11 August 2023.**
- **The proposed amendments to the Memorandum and Articles of Association and adoption of the Second Amended and Restated Memorandum and Articles of Association were approved at the Meeting.**

The board of directors (the “**Board**”) of Neusoft Education Technology Co. Limited (the “**Company**”) is pleased to announce the poll results of the annual general meeting of the Company (the “**AGM**”) held at No. 66 North Section, Shu Ma Road, Ganjingzi District, Dalian, Liaoning, China on Tuesday, 30 May 2023 at 10 a.m.

Reference is made to the notice (the “**AGM Notice**”) of the AGM (the “**Meeting**”) and the circular (the “**Circular**”) of the Company both dated 27 April 2023. Unless the context requires otherwise, terms used herein shall have the same meanings as those defined in the Circular.

(I) POLL RESULTS OF AGM

The Board is pleased to announce that the Meeting was held on 30 May 2023, and the proposed resolutions as set out in the AGM Notice (the “**Resolutions**”) were duly passed by the shareholders (the “**Shareholders**”) by way of poll. The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “ Director(s) ”) and auditors (the “ Auditors ”) of the Company for the year ended 31 December 2022.	481,542,827 (100.00%)	0 (0.00%)
2.	(a) To declare a final dividend of HK16.5 cents per ordinary Share (the “ Final Dividend ”) for the year ended 31 December 2022.	481,542,827 (100.00%)	0 (0.00%)
	(b) Any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend.	481,542,827 (100.00%)	0 (0.00%)
3.	(a) To re-elect the following retiring Directors of the Company:		
	i. Mr. RONG Xinjie as a non-executive Director of the Company;	481,542,827 (100.00%)	0 (0.00%)
	ii. Dr. ZHANG Yinghui as a non-executive Director of the Company; and	481,542,827 (100.00%)	0 (0.00%)
	iii. Dr. LIU Shulian as an independent non-executive Director of the Company.	481,542,827 (100.00%)	0 (0.00%)
	(b) To authorise the board of the Directors to fix the remuneration of the Directors.	481,542,827 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
4.	To re-appoint PricewaterhouseCoopers as the Auditors and authorise the board of the Directors to fix their remuneration.	481,542,827 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to allot, issue and deal with the securities in the capital of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of the Meeting.	481,495,627 (99.99%)	47,200 (0.01%)
6.	To grant a general mandate to the Directors to repurchase the securities of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of the Meeting.	481,542,827 (100.00%)	0 (0.00%)
7.	To extend, conditional upon the passing of resolutions no.5 and 6 above, the general mandate to issue new shares under resolution no.5 by adding the total number of shares of the Company repurchased under resolution no.6.	439,317,800 (91.23%)	42,225,027 (8.77%)
Special Resolution		Number of votes (%)	
		For	Against
8.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company.	481,542,827 (100.00%)	0 (0.00%)

As at the date of the Meeting, the total number of issued Shares of the Company was 646,203,535 and the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the AGM was 646,203,535. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the Resolutions according to Rule 13.40 of the Listing Rules. There was no Shares entitling the holders to attend and vote only against any of the Resolutions. None of the Shareholders were required to abstain from voting at the Meeting and there was no restriction on any Shareholders to cast vote on any of the Resolutions. None of the Shareholders has stated his/her/its intention in the Circular to vote against any of the Resolutions or to abstain from voting at the AGM.

Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer at the Meeting for the purpose of vote-taking.

As more than 50% of the votes attaching to the Shares held by the Shareholders present and voting in person or by proxy at the Meeting were cast in favour of each of the above ordinary resolutions numbered 1 to 7, such resolutions were duly passed as the ordinary resolutions of the Company. As not less than 75% of the votes attaching to the Shares held by the Shareholders present and voting in person or by proxy at the Meeting were cast in favour of the above special resolution numbered 8, such resolution was duly passed as special resolution of the Company.

Except for Mr. SUN Yinhan, a non-executive Director and Dr. WANG Weiping, an independent non-executive Director who were unable to attend the Meeting due to other business commitments, all other Directors, including the executive Director, namely Dr. WEN Tao, the non-executive Directors, namely Dr. LIU Jiren, Mr. RONG Xinjie, Dr. ZHANG Xia and Dr. ZHANG Yinghui, and the independent non-executive Directors, namely Dr. LIU Shulian and Dr. QU Daokui, have attended the Meeting in person or via electronic means.

(II) PAYMENT OF THE FINAL DIVIDEND

The proposed payment of the Final Dividend of HK16.5 cents per ordinary share for the year ended 31 December 2022 was approved at the Meeting and will be paid on or about Friday, 25 August 2023 to the Shareholders whose names appear on the register of members of the Company on Friday, 11 August 2023.

The register of members of the Company will be closed from Wednesday, 9 August 2023 to Friday, 11 August 2023 (both days inclusive), for the purpose of determining the entitlements to the Final Dividend for the year ended 31 December 2022. The record date will be Friday, 11 August 2023. In order to qualify for the Final Dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 8 August 2023.

(III) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board is pleased to announce that the proposed amendments to the Memorandum and Articles of Association and the adoption of the Second Amended and Restated Memorandum and Articles of Association were duly passed at the Meeting with effect from 30 May 2023. Details of the proposed amendments to the Memorandum and Articles of Association are set out in the Circular. For the full text of the Second Amended and Restated Memorandum and Articles of Association, please refer to the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.neuedu.com>), respectively.

By order of the Board
Neusoft Education Technology Co. Limited
Dr. LIU Jiren
Chairperson and non-executive Director

Hong Kong, 30 May 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 Yinhuan as non-executive Directors (aside from our Chairperson); and Dr. LIU Shulian, Dr. QU Daokui and Dr. WANG Weiping as independent non-executive Directors.