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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 CHANGE OF COMPANY NAME AND PROPOSED ADOPTION OF THE THIRD MEMORANDUM AND ARTICLES OF ASSOCIATION**

#### **PROPOSED CHANGE OF COMPANY NAME**

The board (the “**Board**”) of directors (the “**Directors**”) of Neusoft Education Technology Co. Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) proposes to change the English name of the Company from “Neusoft Education Technology Co. Limited” to “Neutech Group Limited” and change the Chinese dual foreign name of the Company from “東軟教育科技有限公司” to “東軟睿新科技集團有限公司” (the “**Proposed Change of Company Name**”).

The Proposed Change of Company Name is subject to the following conditions: (i) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at an extraordinary general meeting of the Company (the “**EGM**”) to approve the Proposed Change of Company Name; and (ii) the Registrar of Companies in the Cayman Islands to approve the Proposed Change of Company Name.

#### **PROPOSED ADOPTION OF THE THIRD MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board further proposes to amend the Existing Second Amended and Restated Memorandum and Articles of Association (the “**Existing Memorandum and Articles of Association**”) to reflect the Proposed Change of Company Name (the “**Proposed Amendments**”).

## **GENERAL**

The Company will convene and hold an EGM for the Shareholders to consider and, if thought fit, approve special resolutions with regard to (i) the Proposed Change of Company Name; and (ii) the proposed adoption of the third amended and restated memorandum and articles of association (the “**Third Memorandum and Articles of Association**”). A circular containing, among other things, further details of (i) the Proposed Change of Company Name; and (ii) the proposed adoption of the Third Memorandum and Articles of Association, together with a notice convening the EGM and the related form of proxy, will be published on the websites of the Company and the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) respectively in due course.

## **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Neusoft Education Technology Co. Limited” to “Neutech Group Limited” and change the Chinese dual foreign name of the Company from “東軟教育科技有限公司” to “東軟睿新科技集團有限公司”.

## **CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME**

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands to approve the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect on the date that the Registrar of Companies in the Cayman Islands will enter the new English name and Chinese dual foreign name of the Company on the register maintained to replace the previous name and issue a certificate of incorporation on change of name. The Company will carry out the necessary registration and/or filing procedures with the Registrar of Companies in the Cayman and the Companies Registry in Hong Kong thereafter.

## **REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME**

The main reason for the Proposed Change of Company Name is to better reflect the Company's transformation and upgrade in its development strategy. With the acceleration of aging in Chinese society, the market potential for elderly education and wellness services is enormous. In 2024, in response to changes in the socio-economic situation and demographic structure, the Group has strategically expanded into the healthcare and wellness and elderly education services, building upon the existing "one fundamental business with two strategic businesses" education business system. Leveraging our innovative research and development capabilities in "education + technology + healthcare and wellness", we have created a new business ecosystem featuring integrated "education – healthcare – wellness" development.

The Group principally operates two types of business segments: (i) education business; and (ii) elderly education and healthcare and wellness business, among which, the education business segment primarily covers three types of business: (i) full-time formal higher education services; (ii) education resources; and (iii) continuing education services; the elderly education and healthcare and wellness business segment primarily covers four types of business: (i) elderly education services; (ii) healthcare and wellness and senior care technology; (iii) healthcare services; and (iv) wellness services.

The Group is committed to building an integrated service system of education, healthcare and wellness with technological innovation as the core driving force, intelligent platforms as the foundational support, and diversified services as the overall enabler, in order to cater to the society's increasing demand for high-quality education and healthcare and wellness services. In the future, the Group plans to harness technological innovation as its driving force to actively advance the integrated "education – healthcare – wellness" strategy. By deeply integrating education resources, healthcare services, and wellness business, and leveraging advanced technologies such as big data, artificial intelligence, and the internet of things, the Group aims to develop and optimise platform services and technological products covering multiple areas within the "education – healthcare – wellness" sector, thereby creating a novel ecosystem for education, healthcare and wellness, and technological services.

Therefore, the Board believes that the Proposed Change of Company Name will better reflect the Group's current business operations and development strategy. The new name will establish a more suitable corporate image and identity for the Company, which is beneficial to the Company's business development and are thus in the best interest of the Company and the Shareholders as a whole.

## **EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME**

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Company's daily operations or its financial condition.

All existing issued shares of the Company bearing present name of the Company will continue to be effective and valid evidence of legal title to the shares of the Company (“**Shares**”) upon the effectiveness of the Proposed Change of Company Name, and will continue to be valid for trading, settlement, registration, and delivery purposes. Accordingly, there will not be any arrangement of the Company for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company due to the Proposed Change of Company Name. Upon the effectiveness of the Proposed Change of Company Name, all newly issued shares of the Company will be issued under the Company’s new English name and new Chinese dual foreign name.

In addition, subject to the confirmation by the Stock Exchange, the new English and Chinese stock short names of the Company for the Shares trading in the securities on the Stock Exchange will also be changed upon the effectiveness of the Proposed Change of Company Name.

### **PROPOSED ADOPTION OF THE THIRD MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board further proposes to amend the Existing Memorandum and Articles of Association to reflect the Proposed Change of Company Name. Accordingly, the Board proposes to put forward a special resolution at the EGM for the Shareholders’ approval to adopt the Third Memorandum and Articles of Association, which will replace and exclude the Existing Memorandum and Articles of Association. The Third Memorandum and Articles of Association will take effect upon the passing of a special resolution approving the adoption of the Third Memorandum and Articles by the Shareholders at the EGM.

### **GENERAL**

The Company will convene and hold an EGM for the Shareholders to consider and, if thought fit, approve special resolutions with regard to (i) the Proposed Change of Company Name; and (ii) the proposed adoption of the Third Memorandum and Articles of Association. A circular containing, among other things, further details of (i) the Proposed Change of Company Name, and (ii) the proposed adoption of the Third Memorandum and Articles of Association, together with a notice convening the EGM and the related form of proxy, will be published on the websites of the Company and the Stock Exchange respectively in due course.

To the best of the Directors’ knowledge, information, and belief having made all reasonable enquiries, no Shareholder has a material interest in the Proposed Change of Company Name and the proposed adoption of the Third Memorandum and Articles of Association, and therefore, no Shareholder is required to abstain from voting at the EGM.

The Company will issue separate announcements in due course regarding the voting results of the EGM, the effective dates of the Proposed Change of Company Name, the new English and Chinese stock short names of the Company for the Shares trading in the securities on the Stock Exchange, and other related changes.

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

Hong Kong, 14 November 2024

*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.*