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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)**

### **VOLUNTARY ANNOUNCEMENT TERMINATION OF IRREVOCABLE VOTING PROXY**

This announcement is made by Neusoft Education Technology Co. Limited (the “**Company**”) on a voluntary basis. References are made to the prospectus issued by the Company dated 17 September 2020 (the “**Prospectus**”) and the announcement of the Company dated 25 January 2021. Unless otherwise defined herein, capitalized terms in this announcement shall have the same meaning as those defined in the Prospectus.

#### **BACKGROUND OF ENTERING INTO THE ALPINE VOTING PROXY**

Reference is made to the irrevocable voting proxy executed by Alpine Electronics on 26 December 2018 (the “**Alpine Voting Proxy**”), pursuant to which Dr. Liu is entitled to exercise the voting rights attached to the Shares beneficially owned by Alpine Electronics, representing approximately 4.22% of the voting rights at the general meeting of the Company (the “**Relevant Voting Rights**”). As disclosed in the Prospectus, the Alpine Voting Proxy, together with the irrevocable voting proxies executed by each of Century Bliss and Apex Venture (the “**Irrevocable Voting Proxy(ies)**”), were executed as part of the Group’s reorganisation for the Listing and with a view to strengthening operational efficiency and stream-lining the decision-making process.

Apex Venture and Dr. Liu entered into a deed of termination on 25 January 2021, pursuant to which both parties agreed to unconditionally and irrevocably terminate the Irrevocable Voting Proxy executed between Apex Venture and Dr. Liu on 12 November 2018. For details please refer to the announcement of the Company dated 25 January 2021.

As a result, as of the date of this announcement, Dr. Liu controls the voting rights attached to the Shares held by each of Century Bliss (approximately 9.75%) and Alpine Electronics (approximately 4.22%).

## **TERMINATION OF THE ALPINE VOTING PROXY**

Upon mutual agreement between Alpine Electronics and Dr. Liu, Alpine Electronics and Dr. Liu entered into the Deed of Termination on 8 September 2021, pursuant to which (i) the parties agreed to unconditionally and irrevocably terminate the Alpine Voting Proxy and all existing or potential rights, obligations and liabilities arising under the Alpine Voting Proxy shall forthwith terminate and extinguish for all purposes and effect; and (ii) the parties acknowledged and confirmed the termination of the Alpine Voting Proxy shall not affect the validity of any act or thing done prior to the execution of the Deed of Termination.

Immediately upon the execution of the Deed of Termination:

- (i) Dr. Liu ceases to control the Relevant Voting Rights, representing approximately 4.22% of the total issued share capital of the Company;
- (ii) Under the SFO, Dr. Liu is only deemed to be interested in 65,010,000 Shares, 150,245,000 Shares, 130,881,000 Shares and 120,000,000 Shares held by each of Century Bliss, Kang Ruidao, Dongkong First and Dongkong Second, respectively, representing approximately 69.92% of the total issued share capital of the Company;
- (iii) Alpine Electronics is no longer bound by the Alpine Voting Proxy and will be able to exercise the Relevant Voting Rights independently and free of any instructions from Dr. Liu; and
- (iv) Alpine Electronics is not a core connected person of the Company and has ceased to take instructions from Dr. Liu, so the relevant Shares held by Alpine Electronic shall be counted towards the public float pursuant to the Rule 8.24 of the Listing Rules. As at the date of this announcement and upon the execution of the Deed of Termination, to the best knowledge of the Directors, 200,531,200 Shares (representing approximately 30.08% of the total issued share capital of the Company) are held in the hands of the public.

## **DEFINITIONS**

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Alpine Electronics” Alpine Electronics, Inc., a company incorporated under the laws of Japan and a wholly-owned subsidiary of Alps Alpine Co., Ltd. (a company listed on the Tokyo stock exchange (stock code: TSE-6770)), and a shareholder of the Company

“Apex Venture”	Apex Venture Holdings, Inc., a company incorporated under the laws of the United States and a shareholder of the Company
“Board”	the board of Directors
“BVI”	British Virgin Islands
“Century Bliss”	Century Bliss International Limited, a company incorporated under the laws of the BVI with limited liability and a shareholder of the Company
“Company”	Neusoft Education Technology Co. Limited ( 東軟教育科技有限公司 ), an exempted company with limited liability incorporated under the laws of the Cayman Islands, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 9616)
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Deed of Termination”	a deed of termination entered into on 8 September 2021 between Alpine Electronics and Dr. Liu to terminate the Alpine Voting Proxy
“Director(s)”	the director(s) of the Company
“Dongkong First”	Dongkong Education First Investment Inc. ( 東控教育第一投資有限公司 ), a company incorporated under the laws of the BVI and a Controlling Shareholder of the Company
“Dongkong Second”	Dongkong Education Second Investment Inc. ( 東控教育第二投資有限公司 ), a company incorporated under the laws of the BVI and a Controlling Shareholder of the Company
“Dr. Liu”	LIU Jiren ( 劉積仁 ), one of the Controlling Shareholders, the Chairperson, Director of the Company, and a core founding member of the Group
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Kang Ruidao”	Kang Ruidao International Investment Inc. ( 康睿道國際投資有限公司 ), a company incorporated under the laws of the BVI and a substantial shareholder of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.0002 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Hong Kong, 8 September 2021

*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. YANG Li, 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.*