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China Education Group Holdings Limited

中國教育集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 839)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 22 FEBRUARY 2022

At the annual general meeting (the “AGM”) of China Education Group Holdings Limited (the “Company”) held on 22 February 2022, all the proposed resolutions (the “Resolutions”) as set out in the notice of AGM dated 29 December 2021 were duly passed by the shareholders of the Company by way of poll. All the Directors had attended the AGM.

The poll results of the Resolutions are as follows:

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors and the independent auditor for the year ended 31 August 2021.	1,955,484,459 99.913%	1,696,000 0.087%
2.	To declare a final dividend.	1,957,180,459 100.000%	0 0.000%
3.	(a) To re-elect Mr. Yu Guo as executive director.	1,828,595,712 93.430%	128,584,747 6.570%
	(b) To re-elect Ms. Xie Shaohua as executive director.	1,913,128,683 97.749%	44,051,776 2.251%
	(c) To re-elect Dr. Wu Kin Bing as independent non-executive director.	1,957,131,808 99.998%	48,651 0.002%
4.	To re-appoint Deloitte Touche Tohmatsu as the auditor and to authorise the directors to fix its remuneration.	1,954,872,490 99.882%	2,307,969 0.118%

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
5.	To grant a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing of this resolution.	1,555,654,386 79.484%	401,526,073 20.516%
6.	To grant a general mandate to the directors to repurchase the shares of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of passing of this resolution.	1,955,853,319 99.932%	1,327,140 0.068%
7.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares of the Company by the total number of shares repurchased by the Company.	1,560,476,767 79.731%	396,703,692 20.269%

* Full text of the Resolutions is set out in the notice of AGM dated 29 December 2021.

As more than 50% of the votes were cast in favour of each of the Resolutions, all of the Resolutions were duly passed as ordinary resolutions of the Company at the AGM.

As at the date of the AGM, the total number of issued shares of the Company was 2,389,261,387 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. There were no shares entitling the holder to attend and abstain from voting in favour of the Resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No shareholder was required under the Listing Rules to abstain from voting on the Resolutions at the AGM. None of the shareholders have stated their intention in the circular of the Company dated 29 December 2021 to vote against or to abstain from voting on any of the Resolutions at the AGM.

The Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

By order of the Board
China Education Group Holdings Limited
Yu Guo Xie Ketao
Co-Chairmen

Hong Kong, 22 February 2022

As at the date of this announcement, the executive directors of the Company are Mr. Yu Guo, Mr. Xie Ketao, Dr. Yu Kai and Ms. Xie Shaohua, and the independent non-executive directors of the Company are Dr. Gerard A. Postiglione, Dr. Rui Meng and Dr. Wu Kin Bing.