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China Vocational Education Holdings Limited **中國職業教育控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1756)

PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of China Vocational Education Holdings Limited (the “**Company**”) has proposed certain amendments (the “**Proposed Amendments**”) to the existing amended and restated memorandum of association of the Company (the “**Memorandum of Association**”) and articles of association of the Company (the “**Articles of Association**”) and to adopt a new set of amended and restated memorandum and articles of association (collectively, the “**Second Amended and Restated Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the Memorandum of Association and the Articles of Association (i) to bring the constitutional documents of the Company in line with the applicable laws of the Cayman Islands and the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), in particular, the Core Shareholder Protection Standards set out in the Appendix 3 to the Listing Rules; and (ii) to incorporate certain consequential and housekeeping amendments.

The Proposed Amendments and the proposed adoption of the Second Amended and Restated Memorandum and Articles of Association are subject to the approval of the shareholders of the Company by way of a special resolution at the forthcoming annual general meeting of the Company. A circular containing, among other things, details regarding the Proposed Amendments and the proposed adoption of the Second Amended and Restated Memorandum and Articles of Association together with the notice of annual general meeting and the related proxy form, will be despatched to the shareholders of the Company in due course.

By order of the Board
China Vocational Education Holdings Limited
Zhang Zhifeng
Chairman

Hong Kong, November 29, 2022

As at the date of this announcement, the executive directors of the Company are Mr. Zhang Zhifeng, Mr. Ye Yaming, Mr. Zhang Yude and Mr. Zou Kang; and the independent non-executive directors of the Company are Ms. Chiu Lai Kuen Susanna, M.H., J.P., Mr. Yang Ying and Mr. Ding Yi.