

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

**POLL RESULTS OF ANNUAL GENERAL MEETING HELD
ON JANUARY 13, 2023
AND
ADOPTION OF THE SECOND AMENDED AND
RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

References are made to the circular (the “**Circular**”) and notice (the “**Notice**”) of the annual general meeting of China Vocational Education Holdings Limited (the “**Company**”) both dated December 21, 2022. Unless the context requires otherwise, all capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that at the Annual General Meeting was held on January 13, 2023, all proposed resolutions set out in the Notice have been duly passed by way of poll.

As at the date of the Annual General Meeting, the total number of issued Shares entitling the Shareholders to attend and vote for or against the resolutions at the Annual General Meeting was 1,200,000,000 Shares. There were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the Annual General Meeting. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the proposed resolutions at the Annual General Meeting as set out in Rule 13.40 of the Listing Rules. No Shareholder was required to abstain from voting on any of the resolutions proposed at the Annual General Meeting under the provisions of the Listing Rules.

Save for Ms. Chiu Lai Kuen Susanna, M.H., J.P. who was unable to attend to the Annual General Meeting due to her other business commitments, all Directors attended the Annual General Meeting either in person or by electronic means.

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the Annual General Meeting. The poll results in respect of all the resolutions proposed at the Annual General Meeting 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 its subsidiaries and the reports of the directors of the Company (the “ Director(s) ”) and independent auditor for the year ended August 31, 2022. | 960,523,000 (100%) | 0 (0%) |
| 2. | (a) (i) To re-elect Mr. Zhang Zhifeng as executive Director; | 960,523,000 (100%) | 0 (0%) |
| | (ii) To re-elect Mr. Ye Yaming as executive Director; and | 960,523,000 (100%) | 0 (0%) |
| | (iii) To re-elect Ms. Chiu Lai Kuen Susanna, M.H., J.P. as independent non-executive Director. | 960,523,000 (100%) | 0 (0%) |
| | (b) To authorize the board of Directors (the “ Board ”) to fix the remuneration of the Directors. | 960,523,000 (100%) | 0 (0%) |
| 3. | To re-appoint PricewaterhouseCoopers as independent auditor of the Company and to authorise the Board to fix the auditor's remuneration. | 960,523,000 (100%) | 0 (0%) |
| 4. | As special business, to consider and, if thought fit, pass (with or without amendments) the following resolutions as ordinary resolutions: | | |
| | (A) “ That: (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved; | 960,523,000 (100%) | 0 (0%) |

| Ordinary resolutions | | Number of votes (%) | |
|----------------------|---|---------------------|---------|
| | | For | Against |
| | (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period; | | |
| | (iii) the aggregate nominal amount of share capital issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and | | |

| Ordinary resolutions | | Number of votes (%) | |
|----------------------|---|---------------------|---------|
| | | For | Against |
| | <p>(iv) for the purpose of this resolution:</p> <p>(a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:</p> <p>(1) the conclusion of the next annual general meeting of the Company, unless renewed by an ordinary resolution of the shareholders in a general meeting, either unconditionally or subject to conditions;</p> <p>(2) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or</p> <p>(3) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and</p> <p>(b) “Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors of the Company to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”</p> | | |

| Ordinary resolutions | | Number of votes (%) | |
|----------------------|---|-----------------------|-----------|
| | | For | Against |
| (B) | <p>“That:</p> <p>(i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), be and is hereby generally and unconditionally approved;</p> <p>(ii) the aggregate number of shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;</p> <p>(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and</p> <p>(iv) for the purpose of this resolution:</p> <p>“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:</p> <p>(a) the conclusion of the next annual general meeting of the Company, unless renewed by an ordinary resolution of the shareholders in a general meeting, either unconditionally or subject to conditions;</p> <p>(b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or</p> <p>(c) the revocation, variation or renewal of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”</p> | 960,523,000 (100%) | 0 (0%) |

| Ordinary resolutions | | Number of votes (%) | |
|---------------------------|--|-----------------------|-----------|
| | | For | Against |
| (C) | <p>“THAT conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice of AGM being passed, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company after the date of the passing of this resolution (up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution) shall be added to the aggregate nominal amount of the share capital of the Company that may be issued, allotted or otherwise dealt with, or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 4(A) set out in the notice of AGM.”</p> | 960,523,000 (100%) | 0 (0%) |
| Special resolution | | | |
| 5. | <p>To consider and, if thought fit, to pass the following resolution as a special resolution:</p> <p>“That:</p> <p>(A) the proposed amendments to the existing memorandum of association and articles of association of the Company (the “Proposed Amendments”), the details of which are set out in Appendix III to the circular of the Company dated December 21, 2022, be and are hereby approved;</p> <p>(B) the second amended and restated memorandum of association and articles of association of the Company (the “Second Amended and Restated Memorandum and Articles of Association”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company with immediate effect; and</p> <p>(C) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”</p> | 960,523,000 (100%) | 0 (0%) |

For details of the resolutions stated above, please refer to the Circular.

As more than 50% of the votes were cast in favour of the ordinary resolutions No. 1 to No. 4 stated above, the above-mentioned resolutions No. 1 to No. 4 have been duly passed by the Shareholders as ordinary resolutions of the Company. As not less than three-fourths of the votes were cast in favour of the special resolution No. 5 stated above, the above-mentioned resolution No. 5 has been duly passed by the Shareholders as a special resolution of the Company.

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

References are made to the announcement of the Company dated November 29, 2022 relating to the proposed adoption of the second amended and restated memorandum and articles of association of the Company and the Circular. The Board is pleased to announce that, following the passing of the special resolution, the proposed amendments to the Memorandum of Association and the Articles of Association and the adoption of the Second Amended and Restated Memorandum and Articles of Association were duly approved by the Shareholders at the Annual General Meeting. The full text of the Second Amended and Restated Memorandum and Articles of Association has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cveduholdings.com).

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

Hong Kong, January 13, 2023

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