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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 13 FEBRUARY 2023

At the annual general meeting (the “AGM”) of China Education Group Holdings Limited (the “Company”) held on 13 February 2023, all the proposed resolutions (the “Resolutions”) as set out in the notice of AGM dated 23 December 2022 were duly passed by the shareholders of the Company by way of poll. All the directors of the Company 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 2022.	1,939,504,626 99.7085%	5,670,003 0.2915%
2.	To declare a final dividend.	1,945,164,626 99.9995%	10,003 0.0005%
3.	(a) To re-elect Dr. Yu Kai as executive director.	1,822,824,004 93.7100%	122,350,625 6.2900%
	(b) To re-elect Mr. Wang Rui as executive director.	1,878,081,920 96.5508%	67,092,709 3.4492%
	(c) To re-elect Dr. Gerard A. Postiglione as independent non-executive director.	1,933,376,403 99.3935%	11,798,226 0.6065%
	(d) To re-elect Dr. Rui Meng as independent non-executive director.	1,857,119,113 95.4731%	88,055,516 4.5269%
	(e) To authorise the board of directors to fix the directors’ remuneration.	1,937,362,624 99.5984%	7,812,005 0.4016%
4.	To re-appoint Deloitte Touche Tohmatsu as the auditor and to authorise the directors to fix its remuneration.	1,936,410,626 99.5494%	8,764,003 0.4506%

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.	1,574,576,318 80.9478%	370,598,311 19.0522%
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.	1,942,129,626 99.8435%	3,045,003 0.1565%
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.	1,584,106,839 81.4378%	361,067,790 18.5622%
As more than 50% of the votes were cast in favour of each of the Resolutions 1 to 7, these Resolutions were duly passed as ordinary resolutions of the Company.			
SPECIAL RESOLUTION		Number of Votes (%)	
		For	Against
8.	To adopt, confirm and approve the amended and restated memorandum of association and articles of association of the Company.	1,936,839,626 99.5715%	8,335,003 0.4285%
As more than 75% of the votes were cast in favour of Resolution 8, this Resolution was duly passed as a special resolution of the Company.			

* Full text of the Resolutions is set out in the notice of AGM dated 23 December 2022.

As at the date of the AGM, the total number of issued shares of the Company was 2,550,834,455 shares, which was the total number of shares entitling the holders to attend and vote for or against the Resolutions 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 23 December 2022 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, 13 February 2023

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