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## China Xinhua Education Group Limited

中國新華教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2779)

### POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 16 JUNE 2023

Reference is made to the circular (the “**Circular**”) of China Xinhua Education Group Limited (the “**Company**”) and the notice (the “**AGM Notice**”) of the AGM both dated 29 April 2023. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

#### POLL RESULTS OF AGM

The Board is pleased to announce that all of the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders as ordinary resolutions and special resolution by way of poll at the AGM. For details of the resolutions considered at the AGM, Shareholders should refer to the AGM Notice. The poll results are as follows:

| Ordinary Resolutions |  | Number of Votes (%)        |                       |
|----------------------|--|----------------------------|-----------------------|
|                      |  | For                        | Against               |
| 1.                   | To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ <b>Directors</b> ”) of the Company and the auditors of the Company for the year ended 31 December 2022. | 1,352,293,000<br>(99.98%)  | 206,000<br>(0.02%)    |
| 2.                   | (a) To re-elect the following retiring Directors (as separate resolutions):  |                            |                       |
|                      | (i) Mr. Zhang Ming as an executive Director;   | 1,352,499,000<br>(100.00%) | 0<br>(0.00%)          |
|                      | (ii) Mr. Lu Zhen as an executive Director;   | 1,317,594,000<br>(97.42%)  | 34,905,000<br>(2.58%) |
|                      | (iii) Mr. Wang Yongkai as an executive Director;   | 1,317,594,000<br>(97.42%)  | 34,905,000<br>(2.58%) |
|                      | (iv) Mr. Yao Heping as an independent non-executive Director.  | 1,352,499,000<br>(100.00%) | 0<br>(0.00%)          |
| (b)                  | To authorise the board of Directors (the “ <b>Board</b> ”) to fix the remuneration of the Directors.   | 1,352,499,000<br>(100.00%) | 0<br>(0.00%)          |

| Ordinary Resolutions |   | Number of Votes (%)        |                       |
|----------------------|---|----------------------------|-----------------------|
|                      |   | For                        | Against               |
| 3.                   | To re-appoint KPMG as the auditors of the Company and to authorise the Board to fix their remuneration.   | 1,352,499,000<br>(100.00%) | 0<br>(0.00%)          |
| 4.                   | To declare a final dividend of HK\$6.56 cents (equivalent to approximately RMB5.86 cents) per ordinary share for the year ended 31 December 2022.   | 1,352,499,000<br>(100.00%) | 0<br>(0.00%)          |
| 5.                   | (A) To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company.  | 1,324,746,000<br>(97.95%)  | 27,753,000<br>(2.05%) |
|                      | (B) To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of issued shares of the Company.   | 1,352,499,000<br>(100.00%) | 0<br>(0.00%)          |
|                      | (C) To extend the authority given to the Directors pursuant to ordinary resolution no. 5(A) to issue additional shares by adding the number of shares repurchased under ordinary resolution no. 5(B).   | 1,292,841,000<br>(95.59%)  | 59,658,000<br>(4.41%) |
| Special Resolution   |   | Number of Votes (%)        |                       |
|                      |   | For                        | Against               |
| 6.                   | To approve the proposed amendments (the “ <b>Proposed Amendments</b> ”) to the existing amended and restated memorandum and articles of association of the Company (the “ <b>Existing Memorandum and Articles of Association</b> ”) and to adopt the second amended and restated memorandum and articles of association of the Company (the “ <b>New Memorandum and Articles of Association</b> ”) in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect after the close of the AGM and authorise any one Director or company secretary of the Company to do all things necessary to implement the Proposed Amendments and the adoption of the New Memorandum and Articles of Association.* | 1,317,594,000<br>(97.42%)  | 34,905,000<br>(2.58%) |

\* The description of this resolution is by way of summary only. The full text appears in the AGM notice convening the AGM.

All directors of the Company attended the AGM.

As more than 50% of the votes attaching to the Shares held by the Shareholders present and voting in person or by proxy at the AGM were cast in favour of each of the above ordinary resolutions numbered 1 to 5 and more than 75% of the votes attaching to the Shares held by the Shareholders present and voting in person or by proxy at the AGM were cast in favour of the above special resolution numbered 6, such ordinary and special resolutions were duly passed.

As at the date of the AGM, the total number of issued Shares of the Company was 1,608,583,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. There was no restriction on any Shareholders to vote only against the proposed resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the proposed resolutions as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the proposed resolutions. None of the Shareholders has stated his/her intention in the Circular to vote against the proposed resolutions or to abstain from voting at the AGM.

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 AGM.

## **AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 28 March 2023 in relation to the Proposed Amendments and the Circular.

The Board is pleased to announce that, the Proposed Amendments were duly approved by the Shareholders at the AGM and the New Memorandum and Articles of Association will be effective on the AGM date and will be uploaded to the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.chinaxh.edu.com>) in due course.

By order of the Board  
**China Xinhua Education Group Limited**  
**Wu Junbao**  
*Chairman*

Hong Kong, 16 June 2023

*As at the date of this announcement, the Board comprises one non-executive Director, namely Mr. Wu Junbao (the Chairman); three executive Directors, namely Mr. Zhang Ming, Mr. Lu Zhen and Mr. Wang Yongkai; and three independent non-executive Directors, namely Mr. Jiang Min, Mr. Yang Zhanjun and Mr. Yao Heping.*