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SOUTH CHINA VOCATIONAL EDUCATION GROUP COMPANY LIMITED

中國華南職業教育集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6913)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 30 MAY 2023 AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 30 MAY 2023

References are made to the notice of annual general meeting (the “**AGM Notice**”) and the circular (the “**Circular**”) of South China Vocational Education Group Company Limited (the “**Company**”) both dated 27 April 2023. The board of directors (the “**Board**”) of the Company is pleased to announce that all the resolutions (the “**Resolutions**”) as set out in the AGM Notice were duly passed by the shareholders (the “**Shareholders**”) of the Company as ordinary resolutions or special resolution by way of poll at the annual general meeting of the Company held on 30 May 2023 (the “**AGM**”).

The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions		No. of Votes Cast (%)	
		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 “ Director(s) ”) and auditor for the year ended 31 December 2022.	810,434,000 (100.000%)	0 (0.000%)
2.	(a) To re-elect Mr. He Huishan as an executive Director;	810,434,000 (100.000%)	0 (0.000%)
	(b) To re-elect Mr. Lao Hansheng as an executive Director;	810,434,000 (100.000%)	0 (0.000%)
	(c) To re-elect Mr. Ma Shuchao as an independent non-executive Director; and	810,434,000 (100.000%)	0 (0.000%)
	(d) To authorise the Board to fix the respective Directors’ remuneration.	810,434,000 (100.000%)	0 (0.000%)
3.	To re-appoint Ernst & Young as the Company’s auditor and to authorise the Board to fix their remuneration.	810,434,000 (100.000%)	0 (0.000%)

Ordinary Resolutions		No. of Votes Cast (%)	
		For	Against
4.	(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.	810,434,000 (100.000%)	0 (0.000%)
	(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.	810,434,000 (100.000%)	0 (0.000%)
	(C) To extend the authority given to the Directors pursuant to ordinary resolution No. 4(A) to issue additional shares by adding the number of shares repurchased under ordinary resolution No. 4(B).	810,434,000 (100.000%)	0 (0.000%)
Special Resolution		No. of Votes Cast (%)	
		For	Against
5.	To approve the amendments to the existing amended and restated articles of association of the Company and the adoption of the second amended and restated articles of association of the Company.	810,434,000 (100.000%)	0 (0.000%)

Notes:

1. As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 4, the resolutions numbered 1 to 4 proposed at the AGM were duly passed as ordinary resolutions of the Company.
2. As not less than three-fourths of the votes were cast in favour of the resolution numbered 5, the resolution numbered 5 proposed at the AGM was duly passed a special resolution of the Company.
3. The full text of the Resolutions is set out in the AGM Notice and the Circular.
4. As at the date of the AGM, the total number of ordinary shares (the “**Shares**”) of the Company in issue was 1,334,000,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions proposed at the AGM. To the best of the knowledge, information and belief of the Board, and having made all reasonable enquiries:
 - (i) there were no Shareholders who were entitled to attend the AGM but was required to abstain from voting in favor of the Resolutions proposed 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**”);
 - (ii) none of the Shareholders was required under the Listing Rules to abstain from voting on any of the Resolutions proposed at the AGM; and
 - (iii) there was no restriction on any Shareholders to cast votes on any of the Resolutions proposed at the AGM and none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM.
5. Tricor Investor Services Limited, the Company’s Hong Kong share registrar, was appointed as the scrutineer at the AGM for the purpose of vote-taking in respect of the Resolutions.
6. All directors of the Company attended the AGM.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board is pleased to announce that pursuant to the above special resolution numbered 5, the amended and restated articles of association of the Company has been further amended and restated pursuant to the proposed amendments and the second amended and restated articles of association of the Company has been approved and adopted with immediate effect after the conclusion of the AGM. Please refer to the Circular for details of the amendments. For the full text of the second amended and restated articles of association of the Company, please refer to the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.scvedugroup.com). The second amended and restated articles of association of the Company are prepared in English and the Chinese translation thereof is for reference only, and in case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

By order of the Board
**South China Vocational Education
Group Company Limited**
He Huishan
Chairman

Hong Kong, 30 May 2023

As at the date of this announcement, the Board comprises Mr. He Huishan, Ms. He Huifen and Mr. Lao Hansheng as executive Directors; and Mr. Luo Pan, Mr. Yeh Zhe-Wei and Mr. Ma Shuchao as independent non-executive Directors.