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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)

**POLL RESULTS OF ANNUAL GENERAL MEETING HELD
ON JANUARY 26, 2024**

Reference is 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 20, 2023. 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 held on January 26, 2024 (the “**AGM**”), all proposed resolutions set out in the Notice have been duly passed by the Shareholders by way of poll.

As at the date of the AGM, the total number of issued Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM was 1,200,000,000 Shares. There were no restrictions on any Shareholders of the Company casting votes on any of the proposed resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the proposed resolutions at the AGM 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 AGM under the provisions of the Listing Rules.

All Directors attended 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. The poll results in respect of all the resolutions proposed at the AGM 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, 2023.	901,675,000 (100%)	0 (0%)
2.	(a)	(i) To re-elect Mr. Zhang Yude as an executive Director;	901,675,000 (100%)	0 (0%)
		(ii) To re-elect Mr. Zou Kang as an executive Director;	901,675,000 (100%)	0 (0%)
		(iii) To re-elect Mr. Yang Ying as an independent non-executive Director; and	901,675,000 (100%)	0 (0%)
		(iv) To re-elect Mr. Ding Yi as an independent non-executive Director.	901,675,000 (100%)	0 (0%)
	(b)	To authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors.	901,675,000 (100%)	0 (0%)
3.		To re-appoint PricewaterhouseCoopers as the independent auditor of the Company and to authorise the Board to fix the auditor’s remuneration.	901,675,000 (100%)	0 (0%)
4.	(A)	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company as set out in the resolution numbered 4(A) of the Company’s notice of annual general meeting dated December 20, 2023 (the “ Notice ”).	901,675,000 (100%)	0 (0%)
	(B)	To grant a general mandate to the Directors to repurchase shares of the Company as set out in the resolution numbered 4(B) of the Notice.	901,675,000 (100%)	0 (0%)
	(C)	To extend the general mandate granted to the Directors to allot, issue and deal with new shares of the Company by the addition of the number of shares repurchased by the Company as set out in the resolution numbered 4(C) of the Notice.	901,675,000 (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 each of the above resolutions, all of the above-mentioned resolutions have been duly passed by the Shareholders as ordinary resolutions of the Company.

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

Hong Kong, January 26, 2024

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 MH JP, Mr. Yang Ying and Mr. Ding Yi.