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China New Higher Education Group Limited
中國新高教集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2001)

POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON WEDNESDAY, 28 FEBRUARY 2024
AND
RETIREMENT OF DIRECTOR

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 28 FEBRUARY 2024

At the annual general meeting (the “**AGM**”) of China New Higher Education Group Limited (the “**Company**”) held on 28 February 2024, all the proposed resolutions (the “**Proposed Resolutions**”) as set out in the notice (the “**Notice**”) of the AGM dated 29 December 2023 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the circular (the “**Circular**”) of the Company dated 29 December 2023. The poll results in respect of all the Proposed Resolutions were as follows:

Ordinary Resolutions		No. of Votes (%) <i>(approximate percentage)</i>	
		For	Against
1.	to approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “ Directors ”) of the Company and the auditors of the Company for the year ended 31 August 2023;	933,876,083 (99.580087%)	3,938,000 (0.419913%)
2.	to declare a final dividend of RMB0.096 per share of the Company for the year ended 31 August 2023;	937,814,083 (100.000000%)	0 (0.000000%)
3.	to re-elect Mr. Zhao Shuai as an executive Director;	926,455,083 (98.788779%)	11,359,000 (1.211221%)

Ordinary Resolutions		No. of Votes (%) (approximate percentage)	
		For	Against
4.	to authorise the board of Directors of the Company (the “ Board ”) to fix the remuneration of the Directors;	937,814,083 (100.000000%)	0 (0.000000%)
5.	to re-appoint Ernst & Young as the Company’s auditor and to authorise the Board to fix their remuneration;	937,814,083 (100.000000%)	0 (0.000000%)
6.	to give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of the shares of the Company ^(Note) ;	801,433,534 (85.457613%)	136,380,549 (14.542387%)
7.	to give a general mandate to the Directors to buy back shares not exceeding 10% of the total number of the shares of the Company ^(Note) ;	937,814,083 (100.000000%)	0 (0.000000%)
8.	conditional on the passing of ordinary resolutions no. 6 and no. 7, to extend the authority given to the Directors pursuant to ordinary resolution no. 6 to issue shares by adding the number of shares repurchased under ordinary resolution no. 7 ^(Note) ; and	852,685,753 (90.922686%)	85,128,330 (9.077314%)
Special Resolution		For	Against
9.	to approve the proposed amendments (the “ Proposed Amendments ”) to the existing second amended and restated articles of association of the Company (the “ Existing Articles of Association ”); to adopt the third amended and restated articles of association of the Company (the “ Amended Articles of Association ”) in substitution for and to the exclusion of the Existing Articles of Association; and to authorise the Directors of the Company to do all things necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended Articles of Association.	937,814,083 (100.000000%)	0 (0.000000%)

Note: The full text of resolutions numbered 6, 7 and 8 were set out in the Notice.

As more than 50% of the votes were cast in favour of each of the above Proposed Resolutions numbered 1 to 8 at the AGM, these resolutions were duly passed as ordinary resolutions of the Company. As more than three-fourths of the votes were cast in favour of the Proposed Resolution numbered 9 above, the resolution numbered 9 was duly passed as a special resolution of the Company.

As at the date of the AGM, the total number of issued Shares of the Company was 1,555,250,630 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the Proposed Resolutions. 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 at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on any Proposed Resolutions at the AGM. None of the Shareholders has stated his/her intention in the Circular to vote against or to abstain from voting on any Proposed Resolutions at the AGM. All the Directors attended the AGM 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 at the AGM for the purpose of vote-taking at AGM.

RETIREMENT OF DIRECTOR

As set out in the Circular, in accordance with article 84 of the Articles, Ms. Shen Chunmei (“**Ms. Shen**”), although being eligible, did not offer herself for re-election at the AGM. Accordingly, Ms. Shen has retired by rotation as an executive Director upon the conclusion of the AGM. Ms. Shen has confirmed that she has no disagreement with the Board and there is no matter relating to her retirement which needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to take this opportunity to express its gratitude to Ms. Shen for her invaluable contributions to the Company during her tenure of office.

By order of the Board
China New Higher Education Group Limited
Li Xiaoxuan
Chairman

Hong Kong, 28 February 2024

As at the date of this announcement, the executive Directors are Mr. Li Xiaoxuan and Mr. Zhao Shuai, and the independent non-executive Directors are Mr. Kwong Wai Sun Wilson, Mr. Chan Tung Hoi and Dr. Pang Tsz Kit Peter.