

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: 02779)

Procedures for Shareholders to Propose A Person for Election as A Director

The Articles of Association of China Xinhua Education Group Limited (the “**Company**”) provide that, any Shareholder (other than the Proposed Person as defined below) who is duly qualified to attend and vote at any general meeting of the Company may lodge a notice in writing (the “**Notice**”) to nominate a person for election as a director of the Company (the “**Proposed Person**”) at the Company’s head office or the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.

The Notice must include (i) the Shareholder’s notice of intention to propose the Proposed Person for election; (ii) a notice signed by the Proposed Person of his/her willingness to be elected as a director of the Company and written consent to the publication of his/her personal data; and (iii) the Proposed Person’s information as required to be disclosed under Rule 13.51(2) of the Listing Rules.

The minimum length of the period during which such Notice may be given is at least seven days and that, if the Notices are submitted after the dispatch of the notice of the general meeting appointed for such election, the period for lodgment of such Notice shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

Upon receipt of the Notice after the publication of the notice of general meeting, the Company will, prior to the general meeting, publish an announcement or issue a supplementary circular to the Shareholders containing information of the Proposed Person(s) pursuant to the Listing Rules, as applicable.