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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 26 JUNE 2018

Reference is made to the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of China Xinhua Education Group Limited (the “**Company**”) and the circular (the “**Circular**”) of the Company both dated 25 May 2018. Unless otherwise indicated, capitalised terms used herein have the same meanings as those defined in the Circular and Notice of AGM.

POLL RESULTS OF AGM

At the AGM held on 26 June 2018, all the proposed resolutions (the “**Proposed Resolutions**”) as set out in the Notice were voted by way of poll.

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 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 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 at the AGM for the purpose of vote-taking.

The poll results in respect of all the Proposed Resolutions were as follows:

Ordinary Resolutions		No. 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 and independent auditor for the year ended 31 December 2017.	1,227,658,689 100.000000%	0 0.000000%
2.	(a) To re-elect the following retiring directors of the Company:		
	(i) Mr. Wu Junbao	1,226,524,689 99.907629%	1,134,000 0.092371%
	(ii) Ms. Wang Li	1,226,524,689 99.907629%	1,134,000 0.092371%
	(iii) Ms. Zhang Kejun	1,227,658,689 100.000000%	0 0.000000%
(b)	To authorise the board of directors to fix the remuneration of the directors of the Company.	1,227,022,689 99.948194%	636,000 0.051806%
3.	To re-appoint KPMG as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.	1,227,658,689 100.000000%	0 0.000000%
4.	(A) To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company.	1,199,057,000 96.664181%	41,378,689 3.335819%
	(B) To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company.	1,240,435,689 100.000000%	0 0.000000%
	(C) To extend the authority given to the directors of the Company pursuant to ordinary resolution no. 4(A) to issue additional shares by adding the number of shares repurchased under ordinary resolution No. 4(B).	1,217,485,000 98.149788%	22,950,689 1.850212%

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 4, such resolutions were duly passed as ordinary resolutions.

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

Hong Kong, 26 June 2018

As at the date of this announcement, the Board comprises one non-executive director, namely Mr. Wu Junbao; three executive directors, namely Mr. Lu Zhen, Mr. Wang Yongkai and Ms. Wang Li; and three independent non-executive directors, namely Ms. Zhang Kejun, Mr. Yang Zhanjun and Mr. Chau Kwok Keung.