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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)**

### **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Ms. Zhang Kejun has resigned as an independent non-executive Director, a member of the audit committee and the nomination committee and the chairman of the remuneration committee of the Company with effect from 30 September 2019.

Mr. Jiang Min has been appointed as an independent non-executive Director, a member of the audit committee and the nomination committee and the chairman of the remuneration committee of the Company with effect from 30 September 2019.

### **RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of China Xinhua Education Group Limited (the “**Company**”) announces that Ms. Zhang Kejun (“**Ms. Zhang**”) has resigned as an independent non-executive Director, a member of the audit committee and the nomination committee and the chairman of the remuneration committee of the Company with effect from 30 September 2019 due to her other personal engagement.

Ms. Zhang has confirmed that she has no claim against the Company in respect of her resignation and has no disagreement with the Board. Ms. Zhang further confirmed that there are no matters relating to her resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

### **APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Jiang Min (“**Mr. Jiang**”), has been appointed as an independent non-executive Director, a member of the audit committee and the nomination committee and the chairman of the remuneration committee of the Company with effect from 30 September 2019.

The brief biography of Mr. Jiang is set out below:

Mr. Jiang Min (蔣敏), aged 54, has nearly 30 years of experiences in legal practices. Mr. Jiang graduated from Anhui University\* (安徽大學) in July 1987 and July 1990 with a bachelor’s degree and a master’s degree in law, respectively. Mr. Jiang received his lawyer qualification certificate (律師資格證書) from Ministry of Justice of China in March 1989.

Mr. Jiang served as an attorney at Anhui Jingji Law Offices\* (安徽省經濟律師事務所) from September 1990 to December 1995. He has been a partner of Anhui Tianhe Law Offices\* (安徽天禾律師事務所) since January 1996. Mr. Jiang has been an executive director and vice president of the All China Lawyers Association\* (中華全國律師協會) since May 2002 and October 2008, respectively. He served as the president of Anhui Lawyers Association\* (安徽省律師協會) from April 2005 to November 2012. Mr. Jiang has been the honorary president Anhui Lawyers Association\* (安徽省律師協會) since November 2012. He served as a member of the fourth and fifth Merger and Acquisition Audit Committee of listed companies of China Securities Regulatory Commission between May 2012 and June 2016.

Mr. Jiang has been an independent non-executive director of (i) Qingdao Beer Co., Ltd.\* (青島啤酒股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code of 600600 and the Stock Exchange with stock code of 00168, respectively) since 28 June 2014; (ii) Shandong Pharmaceutical Glass Co., Ltd.\* (山東省藥用玻璃股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code of 600529) since 13 May 2016; (iii) Sunshine Power Co., Ltd.\* (陽光電源股份有限公司) (a company listed on the Shenzhen Stock Exchange with stock code of 300274) since 8 December 2016; (iv) Keda Intelligent Technology Co., Ltd.\* (科大智能科技股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code of 300222) since 22 January 2019; and (v) Qingdao Port International Co., Ltd.\* (青島港國際股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code of 601298 and the Stock Exchange with stock code of 06198) since 17 May 2019, respectively.

Mr. Jiang has entered into a letter of appointment (the “**Letter of Appointment**”) with the Company on 30 September 2019 for a term of one year, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Under the Letter of Appointment, the director’s emoluments payable to Mr. Jiang are RMB150,000 per year, which is determined by reference to, among other things, his duties and responsibilities with the Company.

Save as disclosed herein, Mr. Jiang held no directorship in any other listed public companies in the past three years. He does not have any relationship with any other Directors, senior management, substantial shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or controlling shareholders (as defined in the Listing Rules) of the Company. As at the date of this announcement, Mr. Jiang did not have any interest in and did not hold any short positions in any shares or underlying shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, there is no other information relating to Mr. Jiang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders.

## **GENERAL**

The Board would like to take this opportunity to express its appreciation to Ms. Zhang for her contribution and support to the Company during her tenure of office.

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

Hong Kong, 30 September 2019

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

\* *For identification purpose only*