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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 22 JUNE 2020

Reference is made to the circular (the “Circular”) of China Xinhua Education Group Limited (the “Company”) and the notice (the “AGM Notice”) of the annual general meeting (the “AGM”) both dated 28 April 2020. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF AGM

The Board is pleased to announce that all of the proposed resolutions as set out in the AGM Notice were duly passed by the Shareholders as ordinary resolutions by way of poll at the AGM held on 22 June 2020. For details of the resolutions considered at the AGM, Shareholders should refer to the AGM Notice. The poll results 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 and independent auditors for the year ended 31 December 2019.	1,317,250,111 (100.000000%)	0 (0.000000%)
2.	(a) To re-elect the following retiring Directors (as separate resolutions):		
	(i) Mr. Wu Junbao as a non-executive Director.	1,315,116,000 (99.837987%)	2,134,111 (0.162013%)
	(ii) Mr. Jiang Min as an independent non-executive Director.	1,314,587,000 (99.797828%)	2,663,111 (0.202172%)
	(iii) Mr. Chau Kwok Keung as an independent non-executive Director.	1,315,980,000 (99.903579%)	1,270,111 (0.096421%)
	(b) To authorise the Board to fix the remuneration of the Directors.	1,317,250,111 (100.000000%)	0 (0.000000%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	To re-appoint KPMG as auditors of the Company and to authorise the Board to fix their remuneration.	1,317,250,111 (100.000000%)	0 (0.000000%)
4.	To declare a final dividend of HK\$5.53 cents (equivalent to approximately RMB5.04 cents) per Share for the year ended 31 December 2019.	1,317,250,111 (100.000000%)	0 (0.000000%)
5.	(A) To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares of the Company.	1,254,943,000 (95.269910%)	62,307,111 (4.730090%)
	(B) To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares of the Company.	1,317,250,111 (100.000000%)	0 (0.000000%)
	(C) To extend the authority given to the Directors pursuant to ordinary resolution no. 5(A) to issue additional Shares by adding the number of Shares repurchased under ordinary resolution no. 5(B).	1,255,772,000 (95.332845%)	61,478,111 (4.667155%)

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 5, such resolutions were duly passed.

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 Shareholders to attend and vote for or against the resolutions proposed at the AGM. There was no restrictions on any Shareholder 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.

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

Hong Kong, 22 June 2020

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