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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 AND CHAIRMAN OF AUDIT COMMITTEE

Mr. Chau Kwok Keung has resigned as an independent non-executive Director and the chairman of the audit committee of the Company with effect from 17 November 2022.

Mr. Yao Heping has been appointed as an independent non-executive Director and the chairman of the audit committee of the Company with effect from 17 November 2022.

RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF AUDIT COMMITTEE

The board (the “**Board**”) of directors (the “**Directors**”) of China Xinhua Education Group Limited (the “**Company**”) announces that Mr. Chau Kwok Keung (“**Mr. Chau**”) has resigned as an independent non-executive Director and the chairman of the audit committee of the Company with effect from 17 November 2022 due to his other personal engagement.

Mr. Chau has confirmed that he has no claim against the Company in respect of his resignation and has no disagreement with the Board. Mr. Chau further confirmed that there are no matters relating to his 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 AND CHAIRMAN OF AUDIT COMMITTEE

The Board is pleased to announce that Mr. Yao Heping (“**Mr. Yao**”), has been appointed as an independent non-executive Director and the chairman of the audit committee of the Company with effect from 17 November 2022.

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

Mr. Yao Heping, (姚和平), aged 60, has more than 30 years’ experience in finance and corporate management fields. He has been the chairman of the board and general manager of Anhui ANLI Material Technology Co., Ltd (安徽安利材料科技股份有限公司) (a company listed on the Shenzhen Stock Exchange with stock code of 300218) since 2015. He joined this company in 1995, and successively held various positions, including deputy general manager, general manager and chairman of the board, from 1995 to 2005.

Mr. Yao obtained a bachelor degree in Agricultural Mechanization (農業機械化) from Anhui Agricultural University (安徽農業大學). He graduated from Party School of Anhui Provincial Committee of C.P.C. (中共安徽省委黨校) with a major in law and obtained a postgraduate degree. He is a senior economist* (高級經濟師) and a State Council Special Allowance Expert* (享受國務院特殊津貼專家). Mr. Yao is a certified public accountant and a senior member of The Chinese Institute of Certified Public Accountants (中國註冊會計師協會).

Mr. Yao was awarded the honorary titles of National Model Worker, Outstanding Entrepreneur of Anhui Province and Technical Leader of Anhui Province. He currently serves as a deputy to the People's Congress of Anhui Province, a member of the Finance and Economics Committee of the People's Congress of Anhui Province, and the vice-chairman of the Federation of Industry and Commerce of Anhui Province.

Mr. Yao has entered into a letter of appointment (the “**Letter of Appointment**”) with the Company on 17 November 2022 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. Yao 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. Yao 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. Yao 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. Yao 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 Mr. Chau for his contribution and support to the Company during his tenure of office. The Board also extends its warm welcome to Mr. Yao for joining the Board.

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

Hong Kong, 17 November 2022

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. Jiang Min, Mr. Yang Zhanjun and Mr. Yao Heping.

* For identification purpose only