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China New Higher Education Group Limited

中國新高教集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2001)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 22 JUNE 2017

Reference is made to the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of China New Higher Education Group Limited (the “**Company**”) and the circular (the “**Circular**”) of the Company both dated 23 May 2017. 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 22 June 2017, 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 1,431,100,000 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 approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2016.	899,710,723 (100.00%)	0 (0.00%)

Ordinary Resolutions		No. of Votes (%)	
		For	Against
2.	To re-elect Mr. Li Xiaoxuan, as an executive Director of the Company.	898,448,354 (99.86%)	1,262,369 (0.14%)
3.	To re-elect Mr. Zhao Shuai, as an executive Director of the Company.	899,710,723 (100.00%)	0 (0.00%)
4.	To re-elect Mr. Zhang Ke, as an executive Director of the Company.	898,448,354 (99.86%)	1,262,369 (0.14%)
5.	To authorise the Board to fix the remuneration of the directors of the Company.	899,710,723 (100.00%)	0 (0.00%)
6.	To re-appoint Ernst & Young as the auditors of the Company and authorise the Board to fix their remuneration.	899,710,723 (100.00%)	0 (0.00%)
7.	To give 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 the shares of the Company.	877,183,369 (97.50%)	22,527,354 (2.50%)
8.	To give a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of the shares of the Company.	899,710,723 (100.00%)	0 (0.00%)
9.	To extend the authority given to the directors of the Company pursuant to ordinary resolution no. 7 to issue shares by adding the number of shares repurchased under ordinary resolution no. 8.	884,379,923 (98.30%)	15,330,800 (1.70%)

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 9, such resolutions were duly passed as ordinary resolutions.

By order of the Board
China New Higher Education Group Limited
LI Xiaoxuan
Chairman

Hong Kong, 22 June 2017

As at the date of this announcement, our executive Directors are Mr. Li Xiaoxuan, Mr. Zhao Shuai, Mr. Zhang Ke and Mr. Zhu Lidong, our non-executive Director is Mr. Chen Shuo, and our independent non-executive Directors are Mr. Wong Man Chung Francis, Mr. Chung Yue Ping Stephen and Mr. Kwong Wai Sun Wilson.