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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)**

**PROPOSED ADOPTION OF AMENDED  
ARTICLES OF ASSOCIATION OF THE COMPANY**

This announcement is made by China New Higher Education Group (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend and restate the articles of association of the Company (the “**Amended Articles of Association**”), in order to conform the Amended Articles of Association with core shareholder protection standards set out in Appendix 3 (the “**Core Protection Standards**”) of the Listing Rules which took effect on 1 January 2022, and to make some house-keeping amendments. The proposed adoption of the Amended Articles of Association is subject to the consideration and approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the annual general meeting of the Company to be held on 24 February 2023 (the “**AGM**”) and shall be effective thereupon.

The primary objectives of the proposed amendments are:

- (1) the provisions to conform the Amended Articles of Association with the Core Protection Standards;
- (2) to provide more flexibility in relation to the conduct of general meetings of the Company by allowing general meetings to be held at different physical locations simultaneously, or to be held as hybrid meetings or electronic meetings which may be attended by the Shareholders by means of electronic facilities; and
- (3) other amendments for house-keeping purposes to better align the Amended Articles of Association with the provisions of the Listing Rules and the applicable laws of the Cayman Islands.

A summary of the major changes brought about by the proposed adoption of the Amended Articles of Association are set out below:

1. to insert and/or revise the definitions of “electronic communication”, “electronic means”, “electronic meeting”, “hybrid meeting”, “Meeting Location”, “physical meeting” and “Principal Meeting Place”, and making corresponding changes to the relevant articles;
2. to provide for the proceedings of general meetings which are held at one or more locations, or as hybrid meetings or electronic meetings, and the powers of the Board and the chairman of the meeting in relation thereto;
3. to expressly provide that any Shareholder or Director attending and participating at a meeting convened and held in any manner permitted by the Amended Articles of Association by means of electronic facilities shall be deemed to be present at that meeting;
4. to provide that all Shareholders have the right to speak and vote at a general meeting of the Company, except where a Shareholder is required by the Listing Rules to abstain from voting the matter under consideration;
5. to specify that a Shareholder who is a clearing house may appoint representative(s) to attend any general meeting of the Company or any meeting of any class of Shareholders, and such representative(s) so appointed shall be deemed to be duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house;
6. to allow the delivery of a notice or document by and to the Company through electronic communications;
7. to provide that the annual general meeting of the Company must be held within six months after the end of the financial year;
8. to provide that the appointment, removal and remuneration of the auditor of the Company shall be approved by Shareholders by ordinary resolution;
9. to make appropriate updates to reflect the Core Protection Standards; and
10. to make other house-keeping amendments, and make consequential amendments in line with the above amendments to the existing articles of association.

#### **Effective date of the Amended Articles of Association**

The proposed adoption of the Amended Articles of Association is subject to the approval by the Shareholders by way of a special resolution to be considered and, if thought fit, passed at the AGM. The Amended Articles of Association will become effective upon such approval.

## **Circular**

A circular containing, among other things, details of the proposed adoption of the Amended Articles of Association, together with the notice of the AGM, will be despatched to the Shareholders in due course.

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

Hong Kong, 28 November 2022

*As at the date of this announcement, the executive Directors are Mr. Li Xiaoxuan, Mr. Zhao Shuai and Ms. Shen Chunmei, and the independent non-executive Directors are Mr. Hu Jianbo, Mr. Kwong Wai Sun Wilson, Mr. Chan Tung Hoi and Dr. Pang Tsz Kit Peter.*