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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)

**SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO THE PROPOSED ADOPTION
OF AMENDED ARTICLES OF ASSOCIATION OF THE COMPANY**

References are made to the announcement (the “**Announcement**”) of China New Higher Education Group Limited (the “**Company**”) dated 28 November 2022, the circular (the “**Circular**”) and the notice of annual general meeting (the “**Notice**”) of the Company both dated 29 December 2022. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Announcement and Circular.

The Company would like to supplement the Circular as follows:

The Board proposed that the Amended Articles of Association be amended to include the following clauses, and to incorporate the following clauses into Appendix III of the Circular:

Provisions of the Existing Articles of Association	Provisions of the Amended Articles of Association
<p>Article 10</p> <p>Subject to the Law and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</p> <p>.....</p>	<p>Article 10</p> <p>Subject to the Law<u>Act</u> and without prejudice to Article 8, <u>if at any time the share capital of the Company is divided into different classes of shares,</u> all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up), <u>subject to the Act,</u> be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of the voting rights of the holders of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</p> <p>.....</p>

Provisions of the Existing Articles of Association	Provisions of the Amended Articles of Association
<p>Article 83(3)</p> <p>The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>	<p>Article 83(3)</p> <p>The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first <u>annual</u> general meeting of Members<u>the Company</u> after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following<u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election. <u>Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.</u></p>
<p>Article 83(5)</p> <p>The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).</p>	<p>Article 83(5)</p> <p>The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director <u>(including a managing director or other executive director)</u> at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) <u>and may by ordinary resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 84.</u></p>

Provisions of the Existing Articles of Association	Provisions of the Amended Articles of Association
<p>Article 152(1)</p> <p>At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p>	<p>Article 152(1) is proposed to be fully replaced by the following:</p> <p>The Company shall at each annual general meeting appoint one or more firms of auditors to audit the accounts of the Company and to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company. The Company in general meeting or a body that is independent of the Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditor (if any) may act.</p>
<p>Article 152(2)</p> <p>The Members may, at any general meeting convened and held in accordance with these Articles, by special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>	<p>Article 152(2)</p> <p>The Members <u>or a body that is independent of the Board</u> may, at any general meeting convened and held in accordance with these Articles, by <u>special</u> ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>
<p>Article 162(2)</p> <p>A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.</p>	<p>Article 162(2) is proposed to be fully replaced by the following:</p> <p>Subject to the Act, the Company may be wound up voluntarily by special resolution. If the Company shall be wound up the liquidator shall apply the assets of the Company in such manner and order as they think fit in satisfaction of creditors' claims. The Directors shall have no authority to present a winding up petition on behalf of the Company without the sanction of a resolution passed by the Company in general meeting.</p>

The Board considers that such additional proposed amendments to the Articles of Association (the “**Additional Proposed Amendments**”), which are house-keeping and are in the interests of the Company and the Shareholders as a whole. The proposed adoption of the Amended Articles of Association stated in the Circular together with the Additional Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the AGM, and will take effect when the Amended Articles of Association, which will incorporate all of the Proposed Amendments and the Additional Proposed Amendments, are adopted at the AGM.

Save as disclosed above, the Board confirms that all information in the Announcement, the Circular and the Notice remain unchanged. This announcement is supplemental to and should be read in conjunction with the Announcement, the Circular and the Notice, and in that connection, the existing English and Chinese versions of the Announcement, the Circular and the Notice in the form as they are now will continue to be valid.

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

Hong Kong, 9 February 2023

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. Kwong Wai Sun Wilson, Mr. Hu Jianbo, Mr. Chan Tung Hoi and Dr. Pang Tsz Kit Peter.