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China Vocational Education Holdings Limited
中國職業教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1756)

POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON JANUARY 17, 2025

Reference is made to the circular (the “**Circular**”) and notice (the “**Notice**”) of the annual general meeting of China Vocational Education Holdings Limited (the “**Company**”) both dated December 20, 2024. Unless the context requires otherwise, all capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that at the annual general meeting held on January 17, 2025 (the “**AGM**”), all proposed resolutions set out in the Notice have been duly passed by the Shareholders by way of poll.

As at the date of the AGM, the total number of issued Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM was 1,200,000,000 Shares. There were no restrictions on any Shareholders of the Company casting votes on any of the proposed resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the proposed resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required to abstain from voting on any of the resolutions proposed at the AGM under the provisions of the Listing Rules.

Save for Ms Chiu Lai Kuen Susanna MH JP, an independent non-executive Director, who was unable to attend to the AGM due to her other business commitments, all Directors attended the AGM either in person or by electronic means.

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM. The poll results in respect of all the resolutions proposed at the AGM 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 of the Company (the “ Director(s) ”) and independent auditor for the year ended August 31, 2024.	900,343,000 (100%)	0 (0%)
2.	(a)	(i) To re-elect Mr. Zhang Zhifeng as an executive Director;	900,343,000 (100%)	0 (0%)
		(ii) To re-elect Mr. Ye Yaming as an executive Director; and	900,343,000 (100%)	0 (0%)
		(iii) To re-elect Ms. Chiu Lai Kuen Susanna MH JP as an independent non-executive Director.	900,343,000 (100%)	0 (0%)
	(b)	To authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors.	900,343,000 (100%)	0 (0%)
3.		To re-appoint PricewaterhouseCoopers as the independent auditor of the Company and to authorise the Board to fix the auditor's remuneration.	900,343,000 (100%)	0 (0%)

Ordinary resolutions			Number of votes (%)	
			For	Against
4.	(A)	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company as set out in the resolution numbered 4(A) of the Company’s notice of annual general meeting dated December 20, 2024 (the “ Notice ”).	900,343,000 (100%)	0 (0%)
	(B)	To grant a general mandate to the Directors to repurchase shares of the Company as set out in the resolution numbered 4(B) of the Notice.	900,343,000 (100%)	0 (0%)
	(C)	To extend the general mandate granted to the Directors to allot, issue and deal with new shares of the Company by the addition of the number of shares repurchased by the Company as set out in the resolution numbered 4(C) of the Notice.	900,343,000 (100%)	0 (0%)
Special Resolutions			For	Against
5.		THAT subject to the passing of a special resolution by the shareholders of the Company, the English name of the Company be changed from “China Vocational Education Holdings Limited” to “China Science and Education Industry Group Limited” and the dual foreign name in Chinese of the Company of “中國科教產業集團有限公司” be adopted (the “ Proposed Change of Company Name ”), and that any one or more of the Directors or the secretary of the Company (the “ Company Secretary ”) be and is/are hereby authorised to do all such acts and things and execute all such documents as he/they may consider necessary, desirable or expedient for the purpose of or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.	900,343,000 (100%)	0 (0%)

Special Resolutions		Number of votes (%)	
		For	Against
6.	<p>THAT subject to the passing of special resolution numbered 5 of the Notice by the shareholders of the Company</p> <p>(a) the proposed amendments to the existing second amended and restated memorandum and articles of association of the Company (the “Proposed Amendments”), the details of which are set out in the Appendix III to the circular of the Company dated December 20, 2024, be and are hereby approved;</p> <p>(b) the new third amended and restated memorandum and articles of association of the Company (incorporating the Proposed Amendments) (the “New Memorandum and Articles of Association”), be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing second amended and restated memorandum and articles of association of the Company; and</p> <p>(c) any Director or the Company Secretary be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong for and on behalf of the Company.</p>	<p>900,343,000 (100%)</p>	<p>0 (0%)</p>

For details of the resolutions stated above, please refer to the Circular.

As more than 50% of the votes were cast in favour of the ordinary resolutions nos.1 to 4 set out above, the above-mentioned resolutions nos.1 to 4 have been duly passed by the Shareholders as ordinary resolutions of the Company. As not less than three-fourths of the votes were cast in favour of the special resolutions nos. 5 to 6 set out above, the above-mentioned resolutions nos. 5 to 6 were duly passed by the Shareholders as special resolutions of the Company.

By order of the Board
China Vocational Education Holdings Limited
ZHANG Zhifeng
Chairman

Hong Kong, January 17, 2025

As at the date of this announcement, the executive Directors are Mr. Zhang Zhifeng, Mr. Ye Yaming, Mr. Zhang Yude and Mr. Zou Kang; and the independent non-executive Directors are Ms Chiu Lai Kuen Susanna MH JP, Mr. Yang Ying and Mr. Ding Yi.