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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)

PROPOSED CHANGE OF COMPANY NAME AND PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to change (i) the English name of the Company from “China Vocational Education Holdings Limited” to “China Science and Education Industry Group Limited” and (ii) the dual foreign name in Chinese of the Company from “中國職業教育控股有限公司” to “中國科教產業集團有限公司”.

After the Proposed Change of Company Name (as defined below) becoming effective, (i) the website of the Company will be changed; and (ii) subject to the confirmation by the Stock Exchange, the Company’s English and Chinese stock short names for trading in the Shares on the Stock Exchange will also be changed.

The Proposed Change of Company Name is subject to the passing of a special resolution by the Shareholders at the AGM to approve the Proposed Change of Company Name.

In view of the Proposed Change of Company Name, the Board further proposes that the Company adopt the Third Amended and Restated Memorandum and Articles of Association to reflect the Proposed Change of Company Name.

Special resolutions will be proposed at the AGM for the Shareholders to consider and if thought fit, to approve, among others, (i) the Proposed Change of Company Name; and (ii) the adoption of the Third Amended and Restated Memorandum and Articles of Association. A circular containing, among other things, information in relation to the Proposed Change of Company Name and the adoption of the Third Amended and Restated Memorandum and Articles of Association, together with a notice convening the AGM and the related proxy form will be published and/or despatched to the Shareholders in due course.

PROPOSED CHANGE OF COMPANY NAME

The board of directors (the “**Board**”) of China Vocational Education Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to change (i) the English name of the Company from “China Vocational Education Holdings Limited” to “China Science and Education Industry Group Limited” and (ii) the dual foreign name in Chinese of the Company from “中國職業教育控股有限公司” to “中國科教產業集團有限公司” (the “**Proposed Change of Company Name**”).

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the annual general meeting of the Company (the “**AGM**”) to approve the Proposed Change of Company Name; and

The Proposed Change of Company Name will take effect upon the date of passing of the special resolution approving the Proposed Change of Company Name. The Company will then carry out the necessary filing procedures in relation to the Proposed Change of Company Name with the Companies Registry in the Cayman Islands and Hong Kong.

Reasons for the Proposed Change of Company Name

The Company is an investment holding company. The Group is principally engaged in the operation of private higher and vocational education institutions. In particular, the Group provides applied science-focused and practice-oriented programs and vocational education and training business in southern China.

The Board intends to gradually modify the Company's future business operation, utilising schools as a platform to give full play to the advantages of talent training in order to develop related industries. The Board considers that the Proposed Change of Company Name will better reflect the current status of the Company, the Company's strategic business plan and its future development direction. In addition, the Board believes that the new English and Chinese names of the Company will provide the Company with a new corporate image which will benefit the Company's future business development. Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's financial position.

All existing certificates of securities in issue bearing the present name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes.

There will not be any arrangement for exchange of the existing share certificates of securities for new share certificates under the new name of the Company. Subject to the confirmation of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the new company name becomes effective. If the Proposed Change of Company Name becomes effective, any issue of share certificates thereafter will be in the new name of the Company and the securities of the Company will be traded on the Stock Exchange. After the Proposed Change of Company Name becoming effective, the website of the Company will be changed.

PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board further proposes to amend the Existing Second Amended and Restated Memorandum and Articles of Association (the “**Existing Memorandum and Articles of Association**”) to reflect the Proposed Change of Company Name (the “**Proposed Amendments**”). Accordingly, the Board proposes to put forward a special resolution at the AGM for the Shareholders’ approval to adopt the third amended and restated memorandum and articles of association (the “**Third Amended and Restated Memorandum and Articles of Association**”), which will replace and exclude the Existing Memorandum and Articles of Association. The Third Amended and Restated Memorandum and Articles of Association will take effect upon the passing of a special resolution approving the adoption of the Third Amended and Restated Memorandum and Articles of Association by the Shareholders at the AGM.

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Special resolutions will be proposed at the AGM for the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name and the adoption of the Third Amended and Restated Memorandum and Articles of Association. A circular containing, among other things, further details of (i) the Proposed Change of Company Name; and (ii) the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association, together with a notice convening the AGM and the related proxy form will be published and/or despatched to the Shareholders in due course.

Further announcement(s) will be made as and when appropriate in relation to, among other things, the results of the AGM, the effective date of the Proposed Change of Company Name and the new English stock short name and Chinese stock short name for trading in the securities of the Company on the Stock Exchange.

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

Hong Kong, December 19, 2024

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