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## Virscend Education Company Limited

成實外教育有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1565)

### POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 23 JUNE 2017

The board of directors (the “**Board**”) of Virscend Education Company Limited (the “**Company**”) is pleased to announce the voting results of the annual general meeting (the “**AGM**”) of the Company held on 23 June 2017.

Reference is made to the circular to the shareholders of the Company (the “**Circular**”) and notice of the AGM (the “**Notice**”) both dated 29 April 2017. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Circular.

At the AGM, the voting of the resolutions as set out in the Notice were taken by way of poll. The poll results were as follows:

Ordinary Resolutions		Number of Votes Cast (approximate percentage of number of votes cast (%))	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2016 and the reports of the directors and auditors of the Company therein.	1,954,780,433 100.000000%	0 0.000000%
2.	To declare a final dividend of HK\$0.07 per share for the financial year ended 31 December 2016.	1,954,780,433 100.000000%	0 0.000000%

Ordinary Resolutions		Number of Votes Cast (approximate percentage of number of votes cast (%))	
		For	Against
3.	(a) To re-elect the following retiring directors of the Company (“Directors”):		
	(i) Ms. Wang Xiaoying as an executive Director	1,954,708,433 99.996317%	72,000 0.003683%
	(ii) Mr. Chan Kim Sun as an independent non-executive Director	1,954,780,433 100.000000%	0 0.000000%
	(iii) Ms. Xu Dayi as an independent non-executive Director	1,954,780,433 100.000000%	0 0.000000%
	(b) To authorise the board of directors of the Company to fix the remuneration of the directors.	1,954,780,433 100.000000%	0 0.000000%
4.	To re-appoint Ernst & Young as auditors of the Company and authorise the board of directors to fix their remuneration.	1,954,780,433 100.000000%	0 0.000000%
5.	(A) To grant a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued shares of the Company.	1,953,159,045 99.917055%	1,621,388 0.082945%
	(B) To grant a general mandate to the directors to buy back shares not exceeding 10% of the issued shares of the Company.	1,954,780,433 100.000000%	0 0.000000%
	(C) Conditional upon the passing of ordinary resolutions numbered 5(A) and 5(B), to extend the authority granted to directors pursuant to ordinary resolution numbered 5(A) to issue shares by adding number of issued shares of the Company which may be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of shares bought back under ordinary resolution numbered 5(B).	1,953,159,045 99.917055%	1,621,388 0.082945%

*Note: Please refer to the Notice for the full version of the above resolutions.*

As more than 50% of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued Shares of the Company was 3,088,761,000 shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM. 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 the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules.

No Shareholders were required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the AGM.

Computershare Hong Kong Investor Services Limited, the Company's Hong Kong share registrar, acted as the scrutineer for the vote-taking at the AGM.

By order of the board of directors  
**Virscend Education Company Limited**  
**Wang Xiaoying**  
*Chairwoman*

Sichuan, the PRC, 23 June 2017

*As at the date of this announcement, the executive directors of the Company are Ms. Wang Xiaoying, Mr. Xu Ming, Mr. Ye Jiayu and Mr. Yan Yude, and the independent non-executive directors of the Company are Mr. Sit Chiu Wing, Mr. Chan Kim Sun and Ms. Xu Dayi.*