



XIAOXIAO EDUCATION LIMITED

ACN 140 573 762

242 Angas Street | Adelaide SA 5000 | Australia

9th October 2014

Mr Simon Daniels

Adviser, Listings (Sydney)

ASX Compliance

Australian Securities Exchange

20 Bridge Street

Sydney NSW 2000

VOTING EXCLUSION STATEMENT

Under Rule 14.11 of the ASX Listing Rules, Xiaoxiao Education Ltd (ASX: XXL) announces the below Voting Exclusion Statements concerning its General Meeting on the 24th of October 2014:

Regarding Resolution 1 -

The Company will disregard any votes cast in relation to this resolution by:

- (a) Sunflower Investment;
- (b) Madam Tong Yongrong who is a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed;
- (c) Mr Xu Zi who is a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed;
- (d) A person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a shareholder, if this resolution is passed; and
- (e) An associate of that person (or those persons).

However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Regarding Resolutions 2 and 3 -

Voting Exclusion Statement

The Company will disregard any votes cast in relation to this resolution by:

- (a) Sunflower Investment;
- (b) Madam Tong Yongrong who is a person who will receive securities in relation to the Company if the resolution is passed;
- (c) Mr Xu Zi who is a person who will receive securities in relation to the Company if the resolution is passed;
- (d) Any person who might obtain a benefit, except a benefit solely in the capacity of a shareholder, if this resolution is passed; and
- (e) An associate of that person (or those persons).

However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

We hope that this will be of service to shareholders in their voting decision process.

Yours Truly,

A handwritten signature in black ink, appearing to read 'Roger Smeed', with a long horizontal line extending from the bottom of the signature.

Roger Smeed
Deputy Chairman
Xiaoxiao Education Ltd