

CHINA DISTANCE EDUCATION HOLDINGS LIMITED
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON AUGUST 28, 2020

On August 28, 2020, China Distance Education Holdings Limited, a Cayman Islands company (the “Company”), will hold its annual general meeting of shareholders at 10:00 a.m., local time, at China Distance Education Holdings Limited, Conference Room 1, 18th Floor, Xueyuan International Tower, 1 Zhichun Road, Haidian District, Beijing, People’s Republic of China for the following purposes:

1. Re-election of Carol Yu and Liankui Hu as class C directors of the Company.
2. Approval and ratification of (i) re-appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the Company’s independent auditor for the fiscal year ending September 30, 2020; and (ii) authorization to the board of directors and its audit committee to determine the remuneration of Deloitte Touche Tohmatsu Certified Public Accountants LLP.
3. To transact any such other business that may properly come before the meeting.

You can find more information about each of these items, including the nominees for directors in the proxy statement. Only shareholders registered in the register of members at the close of business on July 31, 2020 can vote at this meeting or at any adjournment that may take place.

We cordially invite all shareholders to attend the annual general meeting in person. However, a shareholder entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of such shareholder. A proxy need not be a shareholder of the Company. Whether or not you expect to attend the annual general meeting in person, please mark, date, sign and return the enclosed proxy card as promptly as possible to ensure your representation and the presence of a quorum at the annual general meeting. If you send in your proxy card and then decide to attend the annual general meeting to vote your shares in person, you may still do so. Your proxy is revocable in accordance with the procedures set forth in the proxy statement. This proxy is to be delivered to the attention of Mr. Zhi Wang, China Distance Education Holdings Limited, 18th Floor, Xueyuan International Tower, 1 Zhichun Road, Haidian District, Beijing 100083, People’s Republic of China, and arrive no later than 48 hours prior to the meeting. The notice of the Annual General Meeting of Shareholders, the proxy statement and a copy of the Company’s 2019 Annual Report are also available through our investor relations website at <http://ir.cdeledu.com>. You can also request a hard copy of the Company’s audited financial statements for the fiscal year ended September 30, 2019 free of charge. Such requests should be directed to our investor relations representatives by email to IR@cdeledu.com, or in writing to China Distance Education Holdings Limited, 18th Floor, Xueyuan International Tower, 1 Zhichun Road, Haidian District, Beijing China, 100083.

By Order of the Board of Directors,

/s/ Zhengdong Zhu

Zhengdong Zhu
Chairman of the Board and
Chief Executive Officer

August 4, 2020