

China Distance Education Holdings LTD

Form 6-K

April 20, 2009

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FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

REPORT OF FOREIGN ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16 OF THE

SECURITIES EXCHANGE ACT OF 1934

For the month of April 2009

Commission File Number: 001-34122

CHINA DISTANCE EDUCATION

HOLDINGS LIMITED

18th Floor, Xueyuan International Tower

1 Zhichun Road, Haidian District

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Beijing 100083, People's Republic of China

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

82- N/A

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

China Distance Education Holdings Limited

By: /s/ Ping Wei

Name: Ping Wei

Title: Chief Financial Officer

Date: April 20, 2009

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Exhibit 99.1

FOR IMMEDIATE RELEASE

CHINA DISTANCE EDUCATION HOLDINGS LIMITED ANNOUNCES

RESULTS OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

BEIJING, China, April 20, 2009 China Distance Education Holdings Limited (NYSE: DL) (CDEL , or the Company), a leading provider of online education in China focusing on professional education, today announced that it held its 2009 Annual General Meeting of Shareholders (2009 AGM) on April 16, 2009. Each of the proposals submitted for shareholder approval at the 2009 AGM has been approved. Specifically, the shareholders have passed resolutions approving:

1. The re-election of Hongfeng Sun as a Class A director of the Company; and
2. The approval and ratification of (i) appointment of Deloitte Touche Tohmatsu CPA Ltd. as the Company s independent auditor for the fiscal year ending September 30, 2009; (ii) dismissal of the Company s current independent auditor, Ernst & Young Hua Ming; and (iii) authorization to the board of directors and its audit committee to determine the remuneration of Deloitte Touche Tohmatsu CPA Ltd.

About China Distance Education Holdings Limited

China Distance Education Holdings Limited is a leading provider of online education in China focusing on professional education. The courses offered by the Company through its websites are designed to help professionals and other course participants obtain and maintain the skills, licenses and certifications necessary to pursue careers in China in the areas of accounting, law, healthcare, construction engineering, information technology and other industries. The Company also offers online test preparation courses to self-taught learners pursuing higher education diplomas or degrees and to secondary school and college students preparing for various academic and entrance exams. In addition, the Company offers online foreign language courses.

Contacts:

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