

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

## **SHANGHAI GENCH EDUCATION GROUP LIMITED**

### **上海建橋教育集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1525)**

### **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 12 JUNE 2020**

Reference is made to the circular of Shanghai Gench Education Group Limited (the “**Company**”) dated 28 April 2020 (the “**Circular**”) and the notice of the annual general meeting of the Company (the “**AGM**”) dated 28 April 2020 (the “**Notice**”). At the AGM held on 12 June 2020, all the proposed resolutions as set out in the Notice were put to the vote by poll.

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

As at the date of the AGM, the total number of issued shares of the Company was 415,000,000 shares, the holder of which were entitled to attend and vote at the AGM. There were no restrictions on any shareholders to cast votes on any of the proposed resolutions at the AGM. There were no shares of the Company entitling the shareholders of the Company to attend and abstain from voting in favour of any of the proposed resolutions as set out in Rule 13.40 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). No shareholder of the Company was required under the Listing Rules to abstain from voting on the proposed resolutions. None of the shareholders of the Company has stated his/her intention in the Circular to vote against the proposed resolutions or to abstain from voting at the AGM.

The poll results in respect of all the resolutions proposed at the AGM are as follows:

<b>ORDINARY RESOLUTIONS</b>		<b>NO. OF VOTES (%)</b>	
		<b>FOR</b>	<b>AGAINST</b>
1.	To receive and consider the audited financial statements, the reports of the directors (the “ <b>Directors</b> ”, each a “ <b>Director</b> ”) and the independent auditor for the year ended 31 December 2019.	305,119,000 100%	0 0%

ORDINARY RESOLUTIONS		NO. OF VOTES (%)	
		FOR	AGAINST
2.	Each as a separate resolution:		
	(i) To re-elect Mr. Zhou Xingzeng as a Director.	305,119,000 100%	0 0%
	(ii) To re-elect Mr. Zheng Xiangzhan as a Director.	305,119,000 100%	0 0%
	(iii) To re-elect Mr. Shi Yinjie as a Director.	305,119,000 100%	0 0%
	(iv) To authorize the board (the “ <b>Board</b> ”) of Directors to fix the remuneration of the Directors.	305,119,000 100%	0 0%
3.	To re-appoint Ernst & Young as auditor and to authorize the Board to fix its remuneration.	305,119,000 100%	0 0%
4.	To grant a general mandate to the Directors to issue new shares of the Company.	304,980,000 99.95%	139,000 0.05%
5.	To grant a general mandate to the Directors to repurchase shares of the Company.	305,119,000 100%	0 0%
6.	To extend the general mandate to issue new shares by adding the number of shares repurchased.	304,980,000 99.95%	139,000 0.05%

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

By order of the Board  
**Shanghai Gench Education Group Limited**  
**Zhou Xingzeng**  
*Chairman*

Hong Kong, 12 June 2020

*As at the date of this announcement, the executive directors of the Company are Mr. Zhou Xingzeng, Mr. Zheng Xiangzhan and Mr. Shi Yinjie; the non-executive director of the Company is Mr. Zhao Donghui; and the independent non-executive directors of the Company are Mr. Chen Baizhu, Mr. Hu Rongen and Ms. Liu Tao.*