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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 1 JUNE 2022

Reference is made to the circular of Shanghai Gench Education Group Limited (the “**Company**”) dated 28 April 2022 (the “**Circular**”) and the notice of the annual general meeting of the Company (the “**AGM**”) dated 28 April 2022 (the “**Notice**”). At the AGM held on 1 June 2022, 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:

ORDINARY RESOLUTIONS		NO. OF VOTES (%)	
		FOR	AGAINST
1.	To receive and consider the audited financial statements, the reports of the directors and the independent auditor for the year ended 31 December 2021.	157,479,000 (100%)	0 (0%)
2.	Each as a separate resolution:		
	(i) To re-elect Mr. Zhou Xingzeng as a director (the “ Director ”) of the Company.	157,479,000 (100%)	0 (0%)
	(ii) To re-elect Mr. Zheng Xiangzhan as a Director.	157,479,000 (100%)	0 (0%)
	(iii) To re-elect Mr. Zhao Donghui as a Director.	157,479,000 (100%)	0 (0%)
	(iv) To authorize the board (the “ Board ”) of Directors to fix the remuneration of the Directors.	157,479,000 (100%)	0 (0%)
3.	To re-appoint Ernst & Young as auditor of the Company and to authorize the Board to fix its remuneration.	157,479,000 (100%)	0 (0%)
4.	To declare a final dividend of HK\$0.10 (equivalent to approximately RMB0.08) per ordinary share of the Company for the year ended 31 December 2021.	157,479,000 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to issue new shares of the Company.	157,326,000 (99.9%)	153,000 (0.1%)
6.	To grant a general mandate to the Directors to repurchase shares of the Company.	157,479,000 (100%)	0 (0%)
7.	To extend the general mandate to issue new shares by adding the number of shares repurchased.	157,326,000 (99.9%)	153,000 (0.1%)
SPECIAL RESOLUTION			
8.	To adopt the second amended and restated articles of association of the Company.	157,326,000 (99.9%)	153,000 (0.1%)

As more than 50% of the votes were cast in favour of each of the proposed resolutions numbered 1 to 7 above, these resolutions were duly passed as ordinary resolutions of the Company.

As more than 75% of the votes were cast in favour of proposed resolution numbered 8 above, the resolution was duly passed as a special resolution of the Company.

All Directors attended the AGM in person by electronic means.

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

Shanghai, 1 June 2022

As at the date of this announcement, our executive Directors are Mr. Zhou Xingzeng, Mr. Zheng Xiangzhan and Mr. Shi Yinjie, our non-executive Directors are Mr. Zhao Donghui and Mr. Du Jusheng and our independent non-executive Directors are Mr. Chen Baizhu, Mr. Hu Rongen and Ms. Liu Tao.