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Chen Lin Education Group Holdings Limited

辰林教育集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1593)

POLL RESULTS OF (1) THE ANNUAL GENERAL MEETING; AND (2) THE EXTRAORDINARY GENERAL MEETING

Reference is made to (i) the notice (the “**AGM Notice**”) of the Annual General Meeting (the “**AGM**”) of Chen Lin Education Group Holdings Limited (the “**Company**”) and the circular (the “**AGM Circular**”) of the Company, both dated 30 December 2022; and (ii) the notice (the “**EGM Notice**”) of the Extraordinary General Meeting (the “**EGM**”) of the Company and the circular (the “**EGM Circular**”) of the Company, together with the AGM Circular, the “**Circulars**”) of the Company, both dated 6 January 2023. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the Circulars.

POLL RESULTS OF AGM

At the AGM held on 30 January 2023, pursuant to the Listing Rules requirements and the provisions of the Articles, the chairman of the AGM has required voting by poll on all the proposed resolutions (the “**AGM Resolutions**”) as set out in the AGM Notice.

As at the date of the AGM, the total number of issued Shares of the Company was 1,000,000,000 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the AGM Resolutions. There was no restriction on any Shareholders to vote only against the AGM Resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the AGM Resolutions as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on any of the AGM Resolutions. None of the Shareholders has stated his/her intention in the AGM Circular to vote against the AGM Resolutions or to abstain from voting on any AGM Resolutions at the AGM.

The poll results of the AGM in respect of all the AGM Resolutions were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“ Directors ”) and the independent auditors of the Company for the year ended 31 August 2022.	100,496,000 (100.000000%)	0 (0.000000%)
2.	(a) To re-elect the following retiring Directors (as separate resolutions):		
	(i) To re-elect Mr. Wang Li as an executive Director.	100,480,000 (99.984079%)	16,000 (0.015921%)
	(ii) To re-elect Ms. Gan Tian as an executive Director.	100,480,000 (99.984079%)	16,000 (0.015921%)
	(iii) To re-elect Mr. Li Cunyi as a non-executive Director.	100,480,000 (99.984079%)	16,000 (0.015921%)
	(iv) To re-elect Mr. Wang Donglin as an independent non-executive Director.	100,496,000 (100.000000%)	0 (0.000000%)
	(b) To authorize the board of Directors (the “ Board ”) to fix the Directors’ remuneration.	100,496,000 (100.000000%)	0 (0.000000%)
3.	To re-appoint PricewaterhouseCoopers, Certified Public Accountants, as the auditors of the Company and to authorise the Board to fix their remuneration.	100,496,000 (100.000000%)	0 (0.000000%)
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company.	99,246,000 (98.756169%)	1,250,000 (1.243831%)
5.	To grant a general mandate to the Directors to repurchase shares of the Company.	100,496,000 (100.000000%)	0 (0.000000%)
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company by adding the shares repurchased by the Company.	99,246,000 (98.756169%)	1,250,000 (1.243831%)

Special Resolution		Number of Votes (%)	
		For	Against
7.	To approve the proposed amendments (the “ Proposed Amendments A ”) to the existing memorandum and articles of association of the Company (the “ Existing M&A ”); to adopt the second amended and restated memorandum and articles of association of the Company (the “ Amended M&A ”) in substitution for and to the exclusion of the Existing M&A; and to authorise any director or the company secretary of the Company to do all things necessary or expedient to give effect to the Proposed Amendments A and the adoption of the Amended M&A.	100,218,000 (99.723372%)	278,000 (0.276628%)

Please refer to the AGM Notice for the full text of the resolutions above.

As more than 50% of votes were casted in favour of each of the above ordinary resolutions numbered 1 to 6, all of the above ordinary resolutions were duly passed as ordinary resolutions of the Company.

As not less than 75% of the total number of valid votes were casted by the Shareholders and the proxies present at the meeting in favour of the special resolution numbered 7, the special resolution numbered 7 was duly passed as special resolution of the Company.

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

All Directors attended the AGM.

POLL RESULTS OF EGM

At the EGM held on 30 January 2023, pursuant to the Listing Rules requirements and the provisions of the Articles, the chairman of the EGM has required voting by poll on the proposed resolution (the “**EGM Resolution**”) as set out in the EGM Notice.

As at the date of the EGM, the total number of issued Shares of the Company was 1,000,000,000 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the EGM Resolution. There was no restriction on any Shareholders to vote only against the EGM Resolution at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the EGM Resolution as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on any EGM Resolution. None of the Shareholders has stated his/her intention in the EGM Circular to vote against the EGM Resolution or to abstain from voting on any EGM Resolution at the EGM.

The poll result at the EGM in respect of the EGM Resolution was as follows:

Ordinary Resolution		Number of Shares (%)	
		For	Against
1.	To approve and adopt the proposed amendments (the “ Proposed Amendments B ”) to the restricted share unit scheme of the Company currently in force, and to approve and adopt the amended restricted share unit scheme which incorporates the Proposed Amendments B.	99,246,000 (98.756169%)	1,250,000 (1.243831%)

Please refer to the EGM Notice for the full text of the resolution above.

As more than 50% of votes were casted in favour of the above ordinary resolution, the above ordinary resolution was duly passed as an ordinary resolution of the Company.

The Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

All Directors attended the EGM.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 14 December 2022 regarding the proposed adoption of the amended Articles of Association and the AGM Circular.

The Board is pleased to announce that, the Proposed Amendments A to the Existing M&A were duly approved by the Shareholders at the AGM, and the Amended M&A will be effective on the AGM date and will be uploaded to the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chenlin-edu.com) in due course.

AMENDMENTS TO THE RESTRICTED SHARE UNIT SCHEME

Reference is made to the announcement of the Company dated 30 November 2022 regarding the Proposed Amendments B to the Restricted Share Unit Scheme and the EGM Circular. The Board is pleased to announce that, the Proposed Amendments B to the Restricted Share Unit Scheme were duly approved by the Shareholders at the EGM, and the Proposed Amendments B to the Restricted Share Unit Scheme will be effective on the EGM date.

By order of the Board
Chen Lin Education Group Holdings Limited
Huang Yulin
Chairman

Hong Kong, 30 January 2023

As at the date of this announcement, the Board comprises Mr. Huang Yulin, Mr. Yang Ruichen, Mr. Liu Chunbin, Mr. Wang Li, Ms. Gan Tian and Mr. Wang Shenghua as executive Directors, Mr. Li Cunyi as non-executive Director and Mr. Sy Lai Yin, Sunny, Mr. Chen Wanlong, Mr. Huang Juyun and Mr. Wang Donglin as independent non-executive Directors.