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思考乐教育
SCHOLAR
EDUCATION

SCHOLAR EDUCATION GROUP

思考樂教育集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1769)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 14 MAY 2024 AND RETIREMENT AND RE-ELECTION OF DIRECTORS

Reference is made to the circular of Scholar Education Group (the “**Company**”) dated 19 April 2024 (the “**Circular**”).

RESULTS OF THE AGM

At the annual general meeting (the “**AGM**”) of Scholar Education Group (the “**Company**”) held on 14 May 2024, voting on all the proposed resolutions as set out in the notice of the AGM dated 19 April 2024 (the “**AGM Notice**”) was taken by poll.

As at the date of the AGM, the total number of issued shares of the Company (the “**Shares**”) was 555,700,000, and holders of 554,612,000 Shares were entitled to attend and vote on the resolutions proposed at the AGM. There were no restrictions on any shareholders of the Company (the “**Shareholders**”) casting votes on any of the proposed resolutions at the AGM.

The Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results in respect of the respective resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and consider the audited financial statements, the report of the directors of the Company (the “ Directors ”) and the independent auditor’s report of the Company for the year ended 31 December 2023	279,858,017 (99.995712%)	12,000 (0.004288%)
2.	(a) (1) To re-elect Mr. Huang Victor as a Director	279,181,017 (99.753814%)	689,000 (0.246186%)
	(2) To re-elect Mr. Yang Xuezhi as a Director	279,858,017 (99.995712%)	12,000 (0.004288%)
	(b) To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration	279,858,017 (99.995712%)	12,000 (0.004288%)
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorise the Board to fix their remuneration	279,858,017 (99.995712%)	12,000 (0.004288%)
4.	To grant a general mandate to the Directors to repurchase the Shares	279,858,017 (99.995712%)	12,000 (0.004288%)
5.	To grant a general mandate to the Directors to allot, issue or otherwise deal with the Shares	279,181,017 (99.753814%)	689,000 (0.246186%)
6.	To extend the general mandate granted to the Directors to issue the Shares by the number of Shares repurchased	279,181,017 (99.753814%)	689,000 (0.246186%)

Notes:

- As more than 50% of the votes were cast in favour of each of the ordinary resolutions no. 1 to no. 6, the above ordinary resolutions no. 1 to no. 6 proposed at the AGM were duly passed as ordinary resolutions of the Company.
- The full text of the resolutions is set out in the AGM Notice and the Circular.

The following Directors attended the AGM: Mr. Chen Qiyuan, Mr. Qi Mingzhi, Ms. Li Ailing, Ms. Leng Xinlan, Mr. Huang Victor (“**Mr. Huang**”), Mr. Yang Xuezhi (“**Mr. Yang**”) and Ms. Yim Ka Man.

RETIREMENT AND RE-ELECTION OF DIRECTORS

As disclosed in the Circular, Mr. Shen Jing Wu (“**Mr. Shen**”) would retire by rotation at the AGM and did not offer himself for re-election as he would like to devote more time to his other endeavours. Accordingly, Mr. Shen retired as a non-executive Director with effect from the conclusion of the AGM.

Mr. Shen has confirmed that he has no disagreement with the Board and there are no matters that need to be brought to the attention of the Shareholders in respect of his retirement. Mr. Shen has also confirmed that he does not have any action or claim, existing or pending, against the Company.

The Board would like to take this opportunity to thank Mr. Shen for his valuable contributions and services to the Board during his tenure of office.

The Board is pleased to announce that Mr. Huang and Mr. Yang have been re-elected as independent non-executive Directors.

CHANGE IN COMPOSITION OF BOARD COMMITTEE

The Board announces that, following the conclusion of the AGM, Mr. Shen ceased to be a member of the Strategic Development Committee of the Company.

An updated List of Directors and Their Role and Function including the composition of each of the committees of the Board is also made available on the websites of The Stock Exchange of Hong Kong Limited and the Company.

By order of the Board
SCHOLAR EDUCATION GROUP
CHEN QIYUAN
Chairman and Executive Director

Hong Kong, 14 May 2024

As at the date of this announcement, the Board comprises:

Executive Directors

Mr. Chen Qiyuan (*chairman*)

Mr. Qi Mingzhi (*chief executive officer*)

Ms. Li Ailing

Ms. Leng Xinlan

Independent non-executive Directors

Mr. Huang Victor

Mr. Yang Xuezhi

Ms. Yim Ka Man