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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 18 MAY 2022, RETIREMENT AND RE-ELECTION OF DIRECTORS AND APPOINTMENT OF NEW DIRECTORS**

Reference is made to the circular of Scholar Education Group (the “**Company**”) dated 13 April 2022 (the “**Circular**”).

#### **RESULTS OF THE AGM**

At the annual general meeting (the “**AGM**”) of Scholar Education Group (the “**Company**”) held on 18 May 2022, voting on all the proposed resolutions as set out in the notice of the AGM dated 13 April 2022 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, which was the total number of Shares entitling the holders 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 “ <b>Directors</b> ”) and the independent auditor’s report of the Company for the year ended 31 December 2021	346,311,930 (99.919210%)	280,010 (0.080790%)
2.	(a) (1) To re-elect Mr. Huang Victor as a Director	346,298,930 (99.915460%)	293,010 (0.084540%)
	(2) To re-elect Mr. Yang Xuezhi as a Director	346,591,930 (99.999997%)	10 (0.000003%)
	(b) (1) To appoint Ms. Li Ailing as a Director	346,591,930 (99.999997%)	10 (0.000003%)
		(2) To appoint Ms. Leng Xinlan as a Director	346,591,930 (99.999997%)
	(c) To authorise the board of Directors (the “ <b>Board</b> ”) to fix the Directors’ remuneration	346,591,920 (99.999994%)	20 (0.000006%)
3.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and authorise the Board to fix their remuneration	346,311,930 (99.919210%)	280,010 (0.080790%)
4.	To grant a general mandate to the Directors to repurchase the Shares	346,311,930 (99.919210%)	280,010 (0.080790%)
5.	To grant a general mandate to the Directors to allot, issue or otherwise deal with the Shares	346,578,930 (99.996246%)	13,010 (0.003754%)
6.	To extend the general mandate granted to the directors to issue the Shares by the number of Shares repurchased	346,578,920 (99.996243%)	13,020 (0.003757%)

As more than 50% of the votes were cast in favour of each of the resolutions, all of the above ordinary resolutions were approved by the Shareholders.

All the Directors, namely Mr. Chen Qiyuan, Mr. Chen Hongyu (“**Mr. Chen**”), Mr. Qi Mingzhi, Mr. Xu Chaoqiang (“**Mr. Xu**”), Mr. Shen Jing Wu, Mr. Huang Victor (“**Mr. Huang**”), Dr. Liu Jianhua and Mr. Yang Xuezhi (“**Mr. Yang**”), attended the AGM.

## RETIREMENT AND RE-ELECTION OF DIRECTORS

As disclosed in the Circular, Mr. Chen and Mr. Xu would retire by rotation at the AGM and did not offer themselves for re-election as they would like to devote more time to their other endeavours. Accordingly, Mr. Chen and Mr. Xu retired as executive Directors with effect from the conclusion of the AGM.

Mr. Chen and Mr. Xu have confirmed that they have no disagreement with the Board and there are no matters that need to be brought to the attention of the Shareholders in respect of their retirement. Mr. Chen and Mr. Xu have also confirmed that they do not have any action or claim, existing or pending, against the Company.

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

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

Mr. Huang continues to be an independent non-executive Director, the chairman of the audit committee and a member of the nomination committee and the remuneration committee of the Company, while Mr. Yang continues to be an independent non-executive Director and a member of the audit committee and the strategic development committee of the Company. The Board has considered the time commitment and capacity of Mr. Huang and Mr. Yang taking into account their roles and obligations outside of the Group, including directorships in other listed companies, and is satisfied that they have devoted and will continue to devote sufficient time and bandwidth to perform their responsibilities in the Group as evidenced by, among other things, their 100% attendance rate of board meetings, board committee meetings and general meetings of the Company since the listing of the Shares on the Stock Exchange in June 2019. In addition, the Board is confident that Mr. Huang and Mr. Yang will continue to bring diversified views, valuable business experience, knowledge and professionalism to the Board.

## APPOINTMENT OF NEW DIRECTORS

The Board is pleased to announce that Ms. Li Ailing (“**Ms. Li**”) and Ms. Leng Xinlan (“**Ms. Leng**”) have been appointed as Directors with effect from the conclusion of the AGM.

The biographical information of Ms. Li is set out below:

Ms. Li joined the Group in July 2013, and was appointed as a vice general manager of the Group on 8 December 2018. Ms. Li is primarily responsible for the cost control, organic growth and realisation of the business objectives of the Group’s high school segment operations.

Ms. Li has over 14 years of experience in the tutoring business. Prior to joining the Company, Ms. Li worked in Shenzhen Bond Cultural Development Co., Ltd\* (深圳市邦德文化發展有限公司) from January 2007 to June 2013.

Ms. Li graduated from the Harbin University of Science and Technology (哈爾濱理工大學), Harbin, Heilongjiang Province, the People's Republic of China (the "PRC") in July 2006 with a bachelor's degree of engineering.

Ms. Li has entered into a service contract with the Company for an initial fixed term of three years commencing from the date of the AGM and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. The current base annual salary of Ms. Li is RMB292,000. She is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association of the Company.

The biographical information of Ms. Leng is set out below:

Ms. Leng joined the Group in May 2010, and was appointed as the director of training and development of the Group in 2017. Ms. Leng's main responsibilities include building the teacher and executive training system, improving teacher's teaching standards and morality, improving executive's management ability and cultivating excellent management reserve for the Group to meet the talent demand.

Ms. Leng has over 13 years of experience in the tutoring business. Prior to joining the Company, Ms. Leng worked in Shenzhen Bond Cultural Development Co., Ltd\* (深圳市邦德文化發展有限公司) from February 2008 to April 2010.

Ms. Leng graduated from the Southwest University (西南大學), Chongqing, the PRC in July 2008 with a bachelor's degree.

Ms. Leng has entered into a service contract with the Company for an initial fixed term of three years commencing from the date of the AGM and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other, which notice shall not expire until after the fixed term. The current base annual salary of Ms. Leng is RMB316,000. She is subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association of the Company.

Ms. Li and Ms. Leng did not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Li and Ms. Leng do not have any interest in any shares, underlying shares, or debentures of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). They do not have any relationship with any directors or senior management or substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there is no other information which is discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters relating to the appointment of Ms. Li and Ms. Leng that need to be brought to the attention of the Shareholders.

As disclosed in the annual report of the Company for the year ended 31 December 2021, in recognition of the particular importance of gender diversity, the Company has committed to use its best efforts to achieve at least 20% of female Directors on the Board by the end of 2022. With the appointments of Ms. Li and Ms. Leng to the Board, the Company has achieved such target with a female representation of 25% on the Board. The Board is confident that Ms. Li and Ms. Leng will bring in new perspectives to the Board and further promote diversity. The Company is committed to training, coaching and mentoring potential female talent with a view to promoting them to take up senior roles in the Company and nurturing a corporate culture of diversity.

The Board would like to welcome Ms. Li and Ms. Leng for joining the Board.

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

Hong Kong, 18 May 2022

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

Dr. Liu Jianhua

Mr. Yang Xuezhi

*Non-executive Director*

Mr. Shen Jing Wu (*vice chairman*)

\* *The English transliteration of the Chinese names in this announcement, where indicated, is included for information only, and should not be regarded as the official English names of such Chinese names*