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KOOLEARN TECHNOLOGY HOLDING LIMITED

新東方在綫科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1797)

PROPOSED ADOPTION OF THE NEW ARTICLES OF ASSOCIATION OF THE COMPANY

This announcement is made by Koolearn Technology Holding Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed adoption of the third amended and restated articles of association of the Company (the “**New Articles of Association**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by The Stock Exchange of Hong Kong Limited in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers. As such, the board of directors of the Company (the “**Board**”) proposes to amend the second amended and restated articles of association of the Company (the “**Existing Articles of Association**”) for the purposes of, among others, (i) bringing the Existing Articles of Association in line with amendments made to Appendix 3 to the Listing Rules and applicable laws of the Cayman Islands; (ii) providing flexibility to the Company in relation to the conduct of general meetings; and (iii) making other consequential and housekeeping changes. The Board proposes to amend the Existing Articles of Association by way of adoption of the New Articles of Association in substitution for, and to the exclusion of, the Existing Articles of Association.

The proposed adoption of the New Articles of Association shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on Thursday, 3 November 2022 (the “**AGM**”). A circular containing, among others, details of the proposed amendments to the Existing Articles of Association and a notice convening the AGM will be despatched to the Company’s shareholders as soon as practicable.

By order of the Board
Koolearn Technology Holding Limited
YU Minhong
Chairman of the Board

Hong Kong, 20 September 2022

As of the date of this announcement, the Board comprises the following members: Mr. SUN Dongxu and Mr. YIN Qiang as executive Directors; Mr. YU Minhong and Ms. SUN Chang as non-executive Directors; and Mr. LIN Zheyang, Mr. TONG Sui Bau and Mr. KWONG Wai Sun Wilson as independent non-executive Directors.