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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)**

## **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 3 NOVEMBER 2022**

Reference is made to the circular (“**Circular**”) and notice of annual general meeting (“**AGM Notice**”) of Koolearn Technology Holding Limited (“**Company**”), both dated 20 September 2022, despatched to the shareholders of the Company (“**Shareholders**”). Unless otherwise stated, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

Our Board is pleased to announce the poll results of our Company’s annual general meeting held at the Company’s headquarters in Beijing, Level 18, South Wing, 2 Haidian East Third Road, Haidian District, Beijing, China, on Thursday, 3 November 2022 (“**AGM**”) and all of the proposed resolutions set out in our AGM Notice were duly passed by our Shareholders as ordinary resolutions and special resolution by way of poll at the AGM.

As at the date of the AGM, the total number of issued Shares entitling our Shareholders to attend and vote for or against the resolutions at the AGM is 1,004,441,202 Shares. There were no restrictions on any Shareholders casting votes on any of the proposed resolutions at the AGM. There were no Shares entitling our Shareholders to attend and abstain from voting in favour of the proposed resolutions at the AGM 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 resolutions proposed at the AGM. Save for Mr. SUN Dongxu and Mr. KWONG Wai Sun Wilson who were unable to attend the AGM due to their other business commitments, all of the other directors of the Company (the “**Directors**”) attended the AGM.

Our Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. For details of the resolutions below, our Shareholders may refer to the AGM Notice and Circular. The poll results are as follows:

ORDINARY RESOLUTIONS		No. of votes and percentage	
		For	Against
1.	To receive the Company's audited consolidated financial statements and the reports of the Directors and the Company's auditor for the financial year ended 31 May 2022.	574,841,590 (100.00%)	0 (0.00%)
2.	To re-elect Mr. YU Minhong as a non-executive Director.	574,031,531 (99.86%)	810,060 (0.14%)
3.	To re-elect Ms. SUN Chang as a non-executive Director.	574,481,878 (99.94%)	359,712 (0.06%)
4.	To re-elect Mr. LIN Zheyong as an independent non-executive Director.	574,795,091 (99.99%)	46,500 (0.01%)
5.	To re-appoint Deloitte Touche Tohmatsu as the Company's external auditor and to authorise the board of Directors to fix its remuneration.	574,841,591 (100.00%)	0 (0.00%)
6.	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company not exceeding 20% of the Company's total number of issued shares as at the date of passing of this resolution.	570,132,071 (99.18%)	4,709,520 (0.82%)
7.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the Company's total number of issued shares as at the date of passing of this resolution.	574,841,591 (100.00%)	0 (100.00%)
8.	To extend the general mandate granted to the Directors to allot, issue and deal with new shares of the Company by the aggregate number of shares repurchased by the Company.	570,197,144 (99.19%)	4,644,447 (0.81%)

As more than 50% of votes were cast in favour of each of the ordinary resolutions numbered 1 to 8, those resolutions were duly passed as ordinary resolutions of the Company.

SPECIAL RESOLUTION		No. of votes and percentage	
		For	Against
9.	To approve and adopt the third amended and restated articles of association of the Company and authorise any one of the Directors to do all things necessary to implement the adoption of the third amended and restated articles of association of the Company.	574,092,656 (99.87%)	748,935 (0.13%)

As more than 75% of votes were cast in favour of the special resolution numbered 9, this resolution was duly passed as special resolution of the Company.

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

Beijing, the PRC, 3 November 2022

*As at the date of this announcement, our Board comprises 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.*