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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)

PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Scholar Education Group (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 amendments to the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”).

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The board of directors of the Company (the “**Board**”) proposes to make certain amendments to the existing amended and restated Memorandum and Articles of Association to (i) conform to the said core standards for shareholder protections, (ii) enable the Company to convene and hold electronic or hybrid general meetings of the shareholders of the Company (the “**Shareholders**”) and provide flexibility to the Company in relation to the conduct of general meetings, and (iii) to incorporate certain housekeeping amendments (collectively, the “**Proposed Amendments**”).

The Board proposes to adopt the second amended and restated Memorandum and Articles of association of the Company incorporating the Proposed Amendments in substitution for, and to the exclusion of, the existing amended and restated Memorandum and Articles of Association, which will be subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution to be proposed at the forthcoming annual general meeting of the Company to be held on 18 May 2023 (the “**AGM**”).

A circular containing, among other things, details of the Proposed Amendments together with a notice convening the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 30 March 2023

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 Xinian

Independent non-executive Directors

Mr. Huang Victor

Dr. Liu Jianhua

Mr. Yang Xuezhi

Non-executive Director

Mr. Shen Jing Wu (*vice chairman*)